



OPEN MEETING

**MINUTES OF THE OPEN MEETING OF THE
BOARD OF DIRECTORS OF UNITED LAGUNA WOODS MUTUAL A
CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

**Tuesday, January 11, 2022, 9:30 a.m.
Open Session, Virtual Meeting
24351 El Toro Road, Laguna Woods, California**

Directors Present: Anthony Liberatore, Pearl Lee, Pat English, Neda Ardani, Cash Achrekar, Azar Asgari, Diane Casey, Andre Torng, Reza Bastani, Maggie Blackwell

Directors Absent: None

Staff Present: Jeff Parker, Siobhan Foster, Connie Habal, Grant Schultz and Michelle Estrada

Others Present: Jeff Beaumont Esq.
United Board Candidates: Ken Benson and Lenny Ross

1. Call Meeting to Order/Establish Quorum

President Liberatore called the meeting to order at 9:30 a.m. and acknowledged that a quorum was present.

2. Pledge of Allegiance to the Flag

Director English led the pledge of allegiance.

3. Acknowledge Media

The Village Television Camera Crew, by way of remote cameras, was acknowledged as present.

4. Approval of Agenda

President Liberatore asked if there were any changes to the agenda.

Director Blackwell made a motion to approve the agenda. Director English seconded the motion. Hearing no objection, the board approved the agenda by unanimous consent.

5. Approval of Minutes

- a. December 2, 2021 – Agenda Prep Meeting
- b. December 14, 2021 – Regular Open Session

Director Torng commented that in the December 14, 2021 – Regular Open Session minutes, the approval of resolution 01-21-81 is incorrect as the vote was 4-3-2.

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Discussion ensued among the directors and legal counsel.
Jeff Beaumont Esq. commented on the approval of the committee appointments.

President Liberatore called for the vote to approve the December 2, 2021 – Agenda Prep Meeting minutes. The minutes were approved by unanimous consent. President Liberatore called for the vote to amend the December 14, 2021 minutes.

Director Torng made the motion to accept the December 14, 2021 – Regular Open Session minutes with the amended committee appointments to reflect that the motion did not pass on resolutions 01-21-81 and 82. Director Asgari Seconded. The minutes as amended were approved by unanimous consent.

6. Report of the Chair

President Liberatore commented that due to the state mandated order to wear masks indoors, it has been decided to hold all upcoming board meetings as virtual only. He hopes that all meetings can go back to in-person by mid-February.

7. VMS Board Update – Director Rupert

Director Rupert gave an update on the existing and new members of the VMS board. An update was provided on the promotion of COO, Siobhan Foster, to the new CEO once Jeff Parker retires in February 2022. A new General Services Director is scheduled to start January 17, 2022. Information was provided on the M&C Department restructuring to provide enhanced customer service. Observations of escrow between 2019 – 2021 were discussed. A new temporary position was added in October 2021 for a Membership Financial Evaluator/Membership Coordinator. All boards training provided by Legal Counsel was offered on November 15, 2021 and the video is available on the Village website.

Discussion ensued among the directors.

8. Open Forum (Three Minutes per Speaker)

At this time Members addressed the Board of Directors regarding items not on the agenda

The following members made comments:

- A member commented on the on the conduct of the United Board.
- A member commented on the statements during the December 2021 United board meeting made by directors.
- A member commented on the financial situation due to the pandemic. The Foundation made donations to aid the residents in the community.

9. Responses to Open Forum Speakers

- Director English shared her thoughts on the move to virtual meetings.
- Director Achrekar commented on the temperament of the board.
- Director Bastani responded to the member who commented about board conduct.
- Director Torng commented that board members should behave professionally.
- Director Liberatore commented that he is pleased by the amount of feedback reminding the directors of their purpose in being board members.

10. United Board Appointment *(Introduce Candidates, Opening Statements, Interview, Closing Statements, Balloting and Announce Results)*

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President Liberatore introduced the candidates for the United Board Director Vacancy:

- Ken Benson
- Lenny Ross

Each candidate gave their opening statements and answered questions from the board.

Hearing no other questions, the candidates gave their closing statements.

The board voted by secret ballot.

Michelle Estrada, Corporate Secretary, and Grant Schultz, Assistant Corporate Secretary, tallied the votes.

The Corporate Secretary announced that the results were 8 for Lenny Ross and 2 for Ken Benson and that Lenny Ross was appointed to the United Board.

11.CEO Report

CEO Jeff Parker reported on the following topics:

- Covid update: 22,945 cases were reported this weekend which is almost 8,000 cases more from last weekend. Hospitalizations are at 964 cases and ICU are at 140 cases. The state requirement of wearing masks while indoors has been extended from January 15, 2022 to February 15, 2022 due to rising numbers.
- In order to protect the residents, board members and employees, the board meetings will be held as virtual only until the mask mandate is lifted.
- The Transportation Informational meeting is rescheduled from January 14, 2022 to January 21, 2022 at 9:30 a.m. as a virtual only meeting.
- Organics recycling carts were delivered between January 3rd and January 5th by CR&R. The first collection occurred on January 7th. CR&R will begin to swap Waste Management trash and recycling carts during the week of January 17th and will continue for approximately 2-3 weeks.
- CR&R will conduct one last third Saturday bulky-item pickup on January 15th. Going forward, the bulky-item pick-up will be conducted weekly.
- Contact CR&R for all trash-related questions as Resident Services is no longer handling trash/recycling-related issues. Residents may contact via phone at 949-625-6735 or email at launawoods-recycles@crrmail.com. A communitywide informational letter will be delivered to residents this month from CR&R.

COO Siobhan Foster reported on the following:

- Mulch pick-up will be held January 21st – 24th at clubhouse 3, 4, and 5.

Several directors asked questions regarding the report by CEO Jeff Parker.

CEO Jeff Parker answered questions.

12. Consent Calendar

All matters listed under the Consent Calendar are recommended for action by committees and will be enacted by the board by one motion. In the event that an item is removed from the Consent Calendar by members of the board, such item(s) shall be the subject of further discussion and

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action by the board.

THIS ITEM WAS MOVED TO UNFINISHED BUSINESS AS ITEM 13A

- a. Consistent with its statutory obligations under Civil Code §5501, a subcommittee of the board consisting of the Treasurer and at least one other board member reviewed the United Laguna Woods Mutual preliminary financials for the month of November 2021, such review is hereby ratified.
- b. **Recommendation from the Landscape Committee:**
 - (1) Approve Tree Removal Request: 2061-A Via Mariposa – One Canary Island Pine

RESOLUTION 01-22-01
Approve Removal Of
One Canary Island Pine Tree
2061-A Via Mariposa

WHEREAS, February 12, 2013, that the Board of Directors adopted Resolution 01-13-17 tree removal guidelines:

- Unless there is a purposeful reason, trees should not be removed merely because they are messy, or because of residents' personal preferences concerning shape, color, size, or fragrance.
- Trees should not be removed because of view obstruction.
- Trees on slopes should not be removed if the removal will contribute to the destabilization of that slope.
- Trees which are damaging or will damage a structure, pose a hazard, in failing health or interfering with neighboring trees, will be considered for removal.

WHEREAS, on December 9, 2021, the Landscape Committee reviewed a request to remove one Canary Island Pine tree from the Member at 2061-A, who cited the reasons as structural damage and the inability to grow grass in and around the tree, and;

WHEREAS, the committee determined that the tree meets the guidelines established in Resolution 01-13-17, and thereby recommends approving the request for the removal of one Canary Island Pine tree located at 2061-A Via Mariposa.

NOW THEREFORE BE IT RESOLVED, January 11, 2022, the Board of Directors approves the request for the removal of one Canary Island Pine tree at 2061-A;

RESOLVED FURTHER, that the officers and agents of this Corporation

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are hereby authorized on behalf of the Corporation to carry out this resolution.

c. Recommendation from the Finance Committee

- (1) Approve a Resolution for Recording a Lien against Member ID# 947-406-19

RESOLUTION 01-22-02
Recording of a Lien

WHEREAS, Member ID 947-406-19; is currently delinquent to United Laguna Woods Mutual with regard to the monthly assessment; and

WHEREAS, a Notice of Delinquent Assessment (Lien) will be filed upon adoption of this resolution following at least a majority vote of the Board (with no delegation of such action by the Board), acting in an open meeting, and for which the Board's vote is recorded in the minutes;

NOW THEREFORE BE IT RESOLVED, January 11, 2022, that the Board of Directors hereby approves the recording of a Lien for Member ID 947-406-19 and;

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out the purpose of this resolution.

d. Update Officer Resolution

RESOLUTION 01-22-03
Appointment of Officers

RESOLVED, on January 11, 2022, pursuant to United Laguna Woods Mutual Bylaws Article 9 which sets guidelines, terms and responsibilities for the election of Officers to this Corporation the following persons are hereby elected to the office indicated next to their names to serve:

Anthony Liberatore	President
Maggie Blackwell	1st Vice President
Reza Bastani	2nd Vice President
Neda Ardani	Secretary
Azar Asgari	Treasurer

RESOLVED FURTHER, that the following Staff person is hereby appointed as ex Officio officer of this Corporation:

Siobhan Foster Vice President ex Officio

XXXX XXXX Assistant Secretary ex Officio

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Steve Hormuth Assistant Treasurer ex Officio

RESOLVED FURTHER, that Resolution 01-21-83, adopted December 14, 2021, is hereby superseded and cancelled; and

RESOLVED FURTHER; that the officers and agents of this Corporation are directed on behalf of the Corporation to carry out this resolution.

THIS ITEM WAS MOVED TO UNFINISHED BUSINESS AS 13B

- e. Approve the Review of the United Sub-Leasing and Transfer of Trust Documents Approved in December 2021, and such review is hereby ratified.

Director English made a motion to accept the consent calendar. Director Achrekar seconded the motion.

Director Asgari made a request to move item 12a to Unfinished Business.

Director Bastani made a request to move item 12e to Unfinished Business.

Director Bastani made a motion to accept the consent calendar as amended. Director Asgari seconded the motion. Hearing no objections, the consent calendar as amended was approved by unanimous consent.

13. Unfinished Business

- a. Consistent with its statutory obligations under Civil Code §5501, a subcommittee of the board consisting of the Treasurer and at least one other board member reviewed the United Laguna Woods Mutual preliminary financials for the month of December 2021, such review is hereby ratified.

Director Asgari made a motion to move this item to the February Unfinished Business. Director English seconded the motion.

Hearing no objections, the motion was approved by unanimous consent.

Director Ross left at 12:10 p.m.

- b. Approve the Review of the United Sub-Leasing and Transfer of Trust Documents Approved in December 2021, and such review is hereby ratified.

Director Blackwell made a motion to approve the Review of the United Sub-Leasing and Transfer of Trust Documents Approved in December 2021, and such review is hereby ratified. Director English seconded the motion.

Hearing no objections, the motion was approved by unanimous consent.

14. New Business

- a. Discuss and Consider Amendment to the Clutter Policy

President Liberatore read the resolution:

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RESOLUTION 01-22-XX
Clutter Policy

WHEREAS, the Governing Documents Review Committee is tasked to review policy and processes for efficiency and consistency; and

WHEREAS, the Committee recognized that need to update the Clutter Policy;

NOW THEREFORE BE IT RESOLVED; [DATE] that the Board of Directors of this Corporation hereby approves the amended Clutter Policy, as attached to the official minutes of this meeting; and

RESOLVED FURTHER, that Resolution 01-18-104, adopted February 26, 2018 is hereby superseded in its entirety and cancelled;

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out the purpose of this resolution.

Discussion ensued among the directors.

President Liberatore made the motion to call the question. Director English seconded the motion.

President Liberatore called the motion to a vote and the motion passed 9-1-0.

Director Ardani made the motion to postpone the amendment to the Clutter Policy until the upcoming meeting in February. Director Asgari seconded the motion.

President Liberatore called the motion to a vote and the motion passed 7-3-0.

b. Discuss and Consider the Formation of a Strategic Planning Committee

Discussion ensued among the directors.

Director Achrekar made the motion to not form a strategic planning committee. Director English seconded the motion.

President Liberatore called the motion to a vote and the motion passed unanimously.

15. Director Comments (Two minutes per director)

- Director Achrekar commented that time is an asset we cannot recover and meetings should be kept to a minimum.
- Director Blackwell commented the conduct of certain directors during board meetings.
- Director Asgari commented the importance of having a diverse board.
- Director Bastani commented further on a comment made by a resident during Open

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Forum.

- Director Ardani commented on the importance of directors sharing their honest opinion.
- Director Casey commented that there is no landscape committee meeting this month.
- Director Lee commented that the in-person Resident Advisory meeting scheduled for Thursday is canceled and postponed to February. The board should aim for shorter meetings and working better together.
- Director Torng commented on the need for strategic planning for both the board and VMS.

The meeting was recessed 1:32 p.m. and reconvened at 2:02 p.m.

16. Committee Reports

- a. Report of the Finance Committee / Financial Report – Director Asgari. The Committee met on December 28, 2021; next meeting January 25, 2022, at 1:30 p.m. as a virtual meeting.
 - (1) Treasurer’s Report
 - (2) United Finance Committee Report
 - (3) Resales/Leasing Reports
- b. Report of the Architectural Control and Standards Committee – President Liberatore. The Committee met on December 16, 2021; next meeting January 20, 2022, at 9:30 a.m. as a virtual meeting.
- c. Report of Member Hearings Committee – Director Ardani. The Committee met on October 28, 2021; next meeting January 27, 2022, 9:00 a.m. as a virtual meeting.
- d. Report of the Governing Documents Review Committee – Director Blackwell. The Committee met on December 16, 2021; next meeting January 20, 2022, 1:30 p.m. as a virtual meeting.
- e. Report of the Landscape Committee – Director Casey. The Committee met on December 9, 2021; next meeting February 10, 2022, at 9:30 a.m. as a virtual meeting.
- f. Report of the Maintenance & Construction Committee – Director English. The Committee met on December 22, 2021 in closed session; next meeting February 23, 2022, at 9:30 a.m. as a virtual meeting.
- g. Report of the United Resident Advisory Committee – Director Lee. The December 9, 2021 and January 13, 2022 meetings were canceled; next meeting February 10, 2022 at 4:00 p.m.

17. GRF Committee Highlights

- a. Report of the GRF Finance Committee – Director Asgari. The Committee met on December 15, 2021; next meeting February 16, 2022, at 1:30 p.m. as a virtual meeting.
- b. Report of the GRF Strategic Planning Committee— Director Liberatore. The Committee met on January 10, 2022; next meeting March 9, 2022 as a virtual meeting.

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- c. Report of the Community Activities Committee – Director Blackwell. The committee met on December 9, 2021; next meeting January 13, 2022, at 1:30 p.m. as a virtual meeting.
 - (1) Equestrian Center Ad Hoc Committee -- The Committee met on November 4, 2021; next meeting January 26, 2022, at 1:00 p.m. as a virtual meeting.
- d. Report of the GRF Landscape Committee – Director Casey. The Committee met on December 8, 2021; next meeting February 9, 2022, at 1:30 p.m. as a virtual meeting.
- e. Report of the GRF Maintenance & Construction Committee – Director Achrekar. The Committee met on December 8, 2021; next meeting February 9, 2022, at 9:30 a.m. as a virtual meeting.
 - (1) Clubhouse (Facilities) Ad Hoc Committee – Director Casey. The Ad Hoc Committee met December 29, 2021; next meeting TBA.
- f. Report of the Media and Communication Committee – Director Ardani. The Committee met on November 17, 2021; next meeting January 17, 2022, at 1:30 p.m. as a virtual meeting.
- g. Report of the Mobility and Vehicles Committee – Director Blackwell. The Committee met on December 1, 2021; next meeting February 2, 2022, at 1:30 p.m. as a virtual meeting.
- h. Report of the Security and Community Access Committee – Director Bastani. The Committee met on October 25, 2021; next meeting February 28, 2022, at 1:30 p.m. in as a virtual meeting.
- i. Laguna Woods Village Traffic Hearings – Director Ardani. The Hearings were held on December 15, 2021; next hearings will be held January 19, 2022, at 9:00 a.m. as a virtual meeting.
- j. Report of the Disaster Preparedness Task Force – Director Casey. The Task Force met on November 30, 2021; next meeting January 25, 2022, at 9:30 as a virtual meeting.
- k. Information Technology Advisory Committee – Director Casey. The last meeting was December 17, 2021; next meeting January 14, 2022.

18. Future Agenda Items

- 19. Recess** - *At this time the meeting will recess for lunch and reconvene to Closed Session to discuss the following matters per California Civil Code §4935.*

The meeting recessed at 2:36 p.m. into the Closed Session.

Summary of Previous Closed Session Meetings per Civil Code Section §4935

During the December 14, 2021, Regular Closed Session, the Board:

Approval of Agenda

Approval of the Following Meeting Minutes;

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*(a) November 9, 2021 – Regular Closed Session
Discussed and Considered Litigation, Legal and Legislation Matters
Discuss and Consider Contractual Matters
Discussed Personnel Matters
Discussed Member and Board Disciplinary Matters*

20. Adjourn

The meeting was adjourned at 4:22 p.m.

DocuSigned by:
Neda Ardani
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Neda Ardani, Secretary of the Board
United Laguna Woods Mutual