



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, February 8, 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, Maggie Blackwell, Lenny Ross

Directors Absent: Reza Bastani

Staff Present: CEO Siobhan Foster, Grant Schultz, Michelle Estrada, Makayla Thomas

Others Present: Jeff Beaumont Esq.
VMS: Cynthia Rupert

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 Casey made a motion to approve the agenda. Director Ross seconded the motion.

Director Torng added Discuss United Strategic Planning Committee to item 13 New Business.

Hearing no objection, the board approved the agenda as amended unanimously.

5. Approval of Minutes

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page 2 of 13

a. December 30, 2021 – Agenda Prep Meeting

President Liberatore asked for a motion to approve the December 30, 2021 – Agenda Prep Meeting Minutes.

Director Blackwell made a motion to approve the December 30, 2021 – Agenda Prep Meeting Minutes. Director Ross seconded the motion.

Hearing no objections, the December 30, 2021 – Agenda Prep Meeting Minutes were approved unanimously.

b. January 11, 2022 – Regular Open Session

Hearing no objections, the January 11, 2022 – Regular Open Session Minutes were approved unanimously

6. Report of the Chair

President Liberatore commented that Director Rupert will represent the board in the annual audit with KNPB. The GRF President is organizing a committee to review insurance industry for options in the community.

Director Rupert joined the meeting at 10:06 a.m.

THIS ITEM WAS PRESENTED AFTER ITEM 10

7. VMS Board Update – Director Rupert

Director Rupert provided a presentation on the following:

- Key New Hires:
 - Corporate Secretary Michelle Estrada joined January 3rd.
 - General Services Director Robert Carroll joined January 17th.
 - Assistant Corporate Secretary Makayla Thomas joined January 24th.
- Media & Communication Department – Key 2022 Initiatives.
- VMS 2022 Goals and Activities – Corporate Control, Strategy, Talent, Risk Management, CEO Selection/Evaluation, Board Self-Assessment.

Director Ross presented a chart the Percentage of Properties Closing 45 Days or Less Each Quarter.

Director Rupert answered questions from the board.

CEO Foster confirmed that NCB is scheduling a meeting between VMS and Fannie Mae.

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 security concerns near his home. He occasionally finds cut-off pieces of the barbwire from the wall in the cul-de-sac near gate1 and

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page 3 of 13

- clubhouse 1. The wall is low and he would like shepherd's crook installed.
- A member commented additionally on the security concerns near the wall where his neighbor lives near clubhouse 1.
- A member commented on water damage to the flooring in his unit. He stated that he received an initial response from the HOA and the flooring installation is incomplete.
- A member thanked the Board for their service. He commented on the financing options restrictions on approval from lenders.
- A member commented on the notification of a recent a water shut-off. She suggested that staff refrain from stapling notices to trees.
- A member commented additionally on notification of the recent water shut-off and suggested that notification be sent via mail.

9. Responses to Open Forum Speakers

- Director Casey commented on finding solutions to security concerns and working with Maintenance and Construction. Siobhan may have information regarding moisture intrusion. Trees should not be utilized for stapling notifications.
- Director Torng commented on outstanding work order requests and asked to review the report. He suggested giving a warning before the 3-minute time limit expires for open forum speakers.
- Director Blackwell commented that staff should respond to these types of open forum speakers before directors respond. The Shepherd's Crook Project will take a duration of several years. Fannie Mae does not accept loans from NCB and the board does not restrict financing from lenders.
- CEO Foster commented that the Shepherd's Crook Project is focusing on the area adjacent to building 761 in 2022. Staff has received training in posting emergency notification. Staff will contact the member who commented on water damage to his flooring.

10.CEO Report

CEO Siobhan Foster provided a presentation on the following topics:

- New CEO approach to leading VMS – A commitment to excellence and dedication to service.
- New structure in the General Manager Department:
 - Director of Operations – Carlos Rojas will oversee General Services, Landscaping Services, Security Services, and Maintenance and Construction.
 - Services Manager – Catherine Laster will guide key CEO Office Services including Corporate Secretaries, Records Management, Community services.
- New structure in the Financial Services Department:
 - Director of Financial Services – Steve Hormuth.
 - Assistant Director – Jose Campos will focus on financial planning and processes.
- The new organizational chart is available on the Village website.
- Trash collection and organic recycling update – CR&R will send a letter to residents this week to address transition challenges impacted by Covid-19.
- The bulky item pickup is scheduled for Saturday, February 19th.
- Residents are encouraged to contact CR&R directly for all trash-related questions.

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page 4 of 13

11. 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 action by the board.

- 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 Finance Committee:**
 - (1) Approve a Resolution for Recording a Lien against Member ID #947-373-11

RESOLUTION 01-22-04

Recording of a Lien

WHEREAS, Member ID 947-373-11; 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, February 08, 2022, that
the
Board of Directors hereby approves the recording of a Lien for Member ID 947-373-11 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.

- (2) Approve a Resolution for Recording a Lien against Member ID #947-405-25

RESOLUTION 01-22-05

Recording of a Lien

WHEREAS, Member ID 947-405-25; 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;

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page 5 of 13

NOW THEREFORE BE IT RESOLVED, February 08, 2022, that the Board of Directors hereby approves the recording of a Lien for Member ID 947-405-25 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.

(3) Approve a Resolution for a Notice of Sale Member ID #947-377-81

RESOLUTION 01-22-06

Initiate Foreclosure (Notice of Sale)

RESOLVED, February 08, 2022 that the Board of Directors of this Corporation hereby authorizes initiation of foreclosure of a lien for delinquent assessments that has been validly recorded for parcel numbers 947-377-81; and

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

c. **Recommendation from the Architectural Control and Standards Committee**

(1) Variance – 2048-C: Approved for recommendation to the United Board

RESOLUTION 01-22-07

Variance Request

WHEREAS, Mr. Conrad of 2048-C Avenida Sevilla, a Valencia style manor, is requesting Board approval of a variance for two 7' high sliding glass doors into the atrium; and

WHEREAS, a Neighborhood Awareness Notice was sent to Owners of affected units January 11, 2022, notifying them that an application to make an alteration to a neighboring unit had been made and that comments or objections could be made in writing to the Architectural Controls and Standards Committee or in person at the Architectural Controls and Standards Committee Meeting on January 20, 2022;

NOW THEREFORE BE IT RESOLVED, on February 8, 2022, the Board of Directors hereby approves the request to add two 7' high sliding glass doors into the atrium;

RESOLVED FURTHER, all costs for maintenance, repair, renovation, replacement or removal of the improvement, present and future, are the responsibility of the Property's Member Owner at 2048-C Avenida Sevilla

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page 6 of 13

and all future Mutual members at 2048-C Avenida Sevilla;

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. Approve the Review of the United Sub-Leasing and Transfer of Trust Documents Approved in January 2022, and such review is hereby ratified.

Hearing no objections, the consent calendar was approved unanimously.

12. Unfinished Business

- a. Resolution to Update Committee Appointments

Resolution 01-22-08

United Laguna Woods Mutual Committee Appointments

RESOLVED, February 8, 2022, that the following persons are hereby appointed to serve the Corporation in the following capacities:

Architectural Control and Standards Committee

Anthony Liberatore (Chair)

Reza Bastani Cash Achrekar

Non-Voting Advisors: Michael Mehraïn, ~~Juanita Skillman~~

Finance Committee

Azar Asgari, ~~Chair~~

~~Pat English (Chair)~~

~~Lenny Ross~~

~~Pearl Lee~~

Advisor: Dick Rader

Governing Documents Review Committee

Maggie Blackwell (Chair)

Diane Casey

~~Reza Bastani~~

Pearl Lee

Advisor: Dick Rader, Juanita Skillman, ~~Bevan Strom~~, Mary Stone

Landscape Committee

Diane Casey (Chair)

Maggie Blackwell

~~Pearl Lee~~

~~Lenny Ross~~

Advisors: Theresa Frost, Mike Peters, Annie Zipkin

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page 7 of 13

Maintenance and Construction Committee

Pat English (Chair)
Reza Bastani
Anthony Liberatore

Non-voting Advisor: Ken Deppe

Members Hearing Committee

Neda Ardani (Chair)
Pearl Lee
Maggie Blackwell

New Resident Orientation

Maggie Blackwell (Chair)
~~Pearl Lee~~
Cash Achrekar

Resident Advisory Committee

Pearl Lee (Chair)
Diane Casey
Maggie Blackwell
Advisor: Nancy Lannon

RESOLVE FURTHER that all directors are considered alternate members of each committee "Alternate." Each Alternate may serve as a substitute for another director that is unable to attend a meeting ("Substitute"). Committee Member Alternates cannot substitute for more than two (2) consecutive meetings. This will allow any director to ask any other director to sit in their stead during a temporary absence or unavailability. Of course, we can modify this and structure this any way the Board feels is best. However, the concept is that the Board, in advance, will approve any director sitting on a committee on a temporary basis when necessary to fill in for another director.

RESOLVED FURTHER Resolution 01-21-58, adopted September 14, 2021, is hereby superseded and canceled.

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

Resolution 01-22-09
Golden Rain Foundation Committee Appointments

RESOLVED, February 8, 2022, that in compliance with Article 7, Section 7.3 of the Golden Rain Foundation Bylaws, adopted September 29, 2014, the following persons are hereby appointed to serve on the committees of the Golden Rain Foundation:

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page 8 of 13

GRF Strategic Planning Committee

Cash Achrekar
~~Reza Bastani~~
~~Diane Casey~~
Anthony Liberatore, Alternate

GRF Community Activities Committee

Maggie Blackwell
~~Diane Casey~~
~~Pearl Lee~~

GRF Finance

Azar Asgari
~~Pat English~~
Diane Casey, Alternate

GRF Landscape Committee

Maggie Blackwell
Diane Casey

GRF Maintenance & Construction

Cash Achrekar
~~Anthony Liberatore~~
Lenny Ross

Clubhouses & Facilities Renovation Ad Hoc Committee

Diane Casey
Pat English
~~Azar Asgari, Alternate~~

GRF Media and Communications Committee

Neda Ardani
Maggie Blackwell

GRF Mobility and Vehicles Committee

Maggie Blackwell
~~Lenny Ross~~
~~Pearl Lee~~

GRF Security and Community Access

Reza Bastani
Cash Achrekar

Disaster Preparedness Task Force

Diane Casey
Anthony Liberatore

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page 9 of 13

Cash Achrekar, Alternate

Laguna Woods Village Traffic Hearings

Neda Ardani
Anthony Liberatore

Purchasing Ad Hoc Committee

Anthony Liberatore
Diane Casey

Information Technology Advisory Committee

Diane Casey
Cash Achrekar

Broadband Ad Hoc Committee

Diane Casey

Revenue Resources Ad Hoc Committee

~~Diane Casey~~
Azar Asgari
Lenny Ross

Equestrian Center Ad Hoc Committee

Pat English
Pearl Lee

RESOLVED FURTHER, that Resolution 01-21-59, adopted September 14, 2021, is hereby superseded and cancelled.

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

Director Casey made a motion to approve the Resolution to Update Committee Appointments. Director Ross seconded.

President Liberatore called the motion to a vote and the motion passed 8-1-1. Director Tornig opposed, Director Asgari abstained, Director Bastani was absent.

- b. 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 commented that this item does not require discussion at this time. An update will be provided after the Finance meeting scheduled for February 10th.

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page **10** of **13**

13. New Business – Discuss United Strategic Planning Committee

Director Torng discussed the formation of a United Strategic Planning Committee.

Legal Counsel answered questions from the board.

Director Ross made a motion to discuss Strategic Planning during the last 2 hours of the March United Board Meeting – closed session. Director Casey seconded the motion.

Discussion ensued among directors.

Director Blackwell moved to amend the motion by removing the 2-hour time limit. Director Casey seconded the motion.

President Liberatore called the amended motion to remove the 2-hour time limit to a vote and the motion passed 7-2-1. Director's Ardani and English opposed, Director Torng abstained, Director Bastani was absent.

Director Ross made a motion to discuss Strategic Planning during the March United Board Meeting – closed session. Director Casey seconded the motion.

President Liberatore called the motion to a vote and the motion passed 8-2. Director's English and Asgari opposed, Director Bastani was absent.

Legal Counsel answered questions from the board.

14. Director Comments (Two minutes per director)

- Director Casey commented on the improvement of board meetings compared to previous meetings.
- Director Ross commented on insurance, co-ops and property values.
- Director English urged residents to attend the City Hall meeting regarding zoning properties near United. The meeting will take place February 9th at 2 p.m.
- Director Asgari commented that one advantage to living in Laguna Woods Village is that it is a gated community. She would like CEO Foster to provide a report regarding the fences surrounding the community and safety of the residents. She asked that directors conduct themselves appropriately while speaking during meetings.
- Director Achrekar confirmed he will attend the City Hall meeting tomorrow.
- Director Lee commented on the prompt response she received from CR&R. She also commented on the safety concerns in regards to Director Asgari's comment.
- Director Blackwell commented that the fencing is on the M&C project log. Contact information was distributed to residents regarding insurance benefits. She commented on the relationship between the board and staff.
- Director Ardani thanked the directors for the meeting.
- Director Torng commented on reviewing the work orders report to ensure that staff is completing resident requests. He discussed the benefits of having a Strategic Planning Committee.

15. Committee Reports

- a. Report of the Finance Committee / Financial Report – Director Asgari. The Committee met on January 25, 2022; next meeting February 22, 2022, at 1:30 p.m. in the Board Room and 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 January 20, 2022; next meeting February 17, 2022, at 9:30 a.m. in the Board Room and as a virtual meeting.
- c. Report of Member Hearings Committee – Director Ardani. The Committee met on January 27, 2022; next meeting February 24, 2022, 9:00 a.m. in the Board Room and as a virtual meeting.
- d. Report of the Governing Documents Review Committee – Director Blackwell. The Committee met on January 20, 2022; next meeting February 17, 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 January 3, 2022; 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 committee met on January 13, 2022; next meeting March 10, 2022, at 4:00 p.m. in the Board Room and as a virtual meeting.

16. GRF Committee Highlights

- h. Report of the GRF Finance Committee – Director Asgari. The Committee met on January 28, 2022; next meeting February 16, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting.
- i. Report of the GRF Strategic Planning Committee— Director Torng. The Committee met on January 10, 2022; next meeting March 7, 2022, at 9:30 a.m. in the Board Room and as a virtual meeting.
- j. Report of the Community Activities Committee – Director Blackwell. The committee met on January 13, 2022; next meeting February 10, 2022, at 1:30 p.m. as a virtual meeting.

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page 12 of 13

- (1) Equestrian Center Ad Hoc Committee – Director English. The Committee met on January 26, 2022; next meeting March 30, 2022, at 1:00 p.m. in the Board Room and as a virtual meeting.
- k. Report of the GRF Landscape Committee – Director Casey. The Committee met on December 8, 2021; next meeting March 9, 2022, at 1:30 p.m. as a virtual meeting.
- l. 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.
- (2) Clubhouse (Facilities) Ad Hoc Committee – Director Casey. The Ad Hoc Committee met on January 28, 2022; next meeting March 10, 2022.
- m. Report of the Media and Communication Committee – Director Ardani. The Committee met on January 17, 2022; next meeting February 22, 2022, at 9:00 a.m. as a virtual meeting.
- n. Report of the Mobility and Vehicles Committee – Director Blackwell. The Committee met on February 2, 2022; next meeting April 6, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting.
- o. Report of the Security and Community Access Committee – Director Liberatore. The Committee met on October 25, 2021; next meeting February 28, 2022, at 1:30 p.m. as a virtual meeting.
- p. Laguna Woods Village Traffic Hearings – Director Ardani. The Hearings were held on January 19, 2022; next hearings will be held February 16, 2022, at 9:00 a.m. as a virtual meeting.
- q. Report of the Disaster Preparedness Task Force – Director Casey. The Task Force met on January 25, 2022; next meeting March 29, 2022, at 9:30 a.m. in the Board Room and as a virtual meeting.
- r. Information Technology Advisory Committee – Director Casey. The last meeting was February 4, 2022. Next meeting is a Special Corporate Members Meeting on February 11, 2022, at 9:30 a.m. as a virtual meeting.

17. Future Agenda Items – None

Director Blackwell add item from last minutes 5b 7/10 to March Open meeting

18. 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 12:55 p.m. into the Closed Session.

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

During the January 11, 2022, Regular Closed Session, the Board:

United Laguna Woods Mutual
Regular Board Meeting Minutes
February 8, 2022
Page **13** of **13**

Approval of Agenda

Approval of the Following Meeting Minutes;

(a) December 14, 2021 – Regular Closed Session

Discussed and Considered Litigation, Legal and Legislation Matters

Discussed Personnel Matters

Discussed Member and Board Disciplinary Matters

19. Adjourn

The meeting was adjourned at 2:37 p.m.

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