

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

January 26, 2017

A Special Open Meeting of the United Laguna Woods Mutual Board of Directors, a California non-profit mutual benefit corporation, met on Thursday, January 26, 2017, at 1:00 PM at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Lenny Ross - Chair, Juanita Skillman, Don Tibbetts, Janey Dorrell, Pat English (entered at 1:38 PM), Steve Leonard, Maggie Blackwell, Andre Torng, Jan LaBarge, Gary Morrison (left at 3:17 PM), Cash Achrekar

Directors Absent: None

Staff Present: Leslie Cameron

Others Present: None

CALL TO ORDER

Lenny Ross - Chair, opened the meeting and stated that it was a Special Meeting held pursuant to notice duly given. A quorum was established and the meeting was called to order at 1:00 PM.

MEMBER COMMENTS

None

Entertain a Motion to Authorize Pamela Bashline and Catherine Laster as Authorized Agents to sign on behalf of the Corporation; the Memorandum of Occupancy Agreement, the Interim Dual Ownership Agreement and Lease Permits – Resolution

RESOLUTION 01-17-10

**Appoint Pamela Bashline and Catherine Laster as Authorized Agents
for the Purpose of Signing Specific Documents**

WHEREAS, the Memorandum of Occupancy Agreement, Memorandum of Termination of Occupancy Agreement, Occupancy Agreement, the Interim Dual Ownership Agreement and Lease Permits are signed on a daily basis on behalf of the Corporation;

NOW THEREFORE BE IT RESOLVED, January 26, 2017, that the Board of Directors of this Corporation hereby authorizes Pamela Bashline and Catherine Laster as Authorized Agents to sign on behalf of the Corporation as directed by the Board of Directors to approve; the Memorandum of Occupancy Agreement, Memorandum of Termination of Occupancy Agreement, Occupancy Agreement, the Interim Dual Ownership Agreement and Lease Permits, effective immediately; and

RESOLVED FURTHER, that resolution 01-16-91, approved August 8, 2016 is hereby superseded and cancelled; and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.

Director Tornng moved to approve the Resolution as amended in the section **NOW THEREFORE BE IT RESOLVED** from “Authorized Agents to sign on behalf of the Corporation;” to add “Authorized Agents to sign on behalf of the Corporation as directed by the Board of Directors to approve;”. Director Leonard seconded. By a vote of 7-0-1 the motion passed (Director Leonard, and Director English were not present for the vote and Director Blackwell opposed).

Key Legal issues related to United including roles and responsibilities – Jeff Beaumont, Esq.

Jeff Beaumont, Esq. spoke about some of the following key issues for the Board of Directors to take into consideration with their roles and responsibilities as Directors Including; Directors conducting research or investigating matters, Resident E-mail responses, Resident phone calls, and Resident inquiries in general. The engagement of replies should be handled properly and through any of the official communication that is approved by the Board. Discussion ensued and Jeff Beaumont, Esq. answered questions from the Board.

Goals of Objectives for 2017 – Depending on a few specific goals (current or new projects) from each of the United committee chairs and co-chairs – Discussion about these goals and objective and game plan moving forward to accomplish them.

Goals that were discussed are as follows:

Revising labor agreement (Union Contract) in 2018

Director Dorrell made a motion to recommend outsourcing services over using Union laborers to VMS. Due to a lack of a second the motion died.

Director Dorrell made a motion to ask United’s VMS representatives to investigate if research has been conducted between outsourcing services in United Mutual versus renewing Union Contracts. Director Tornng Seconded.

By a vote of 6-4-1 (Directors Blackwell, English, Skillman, and LaBarge opposed and Director Tibbets abstained)

Upgrading manors

A motion was made by Director Morrison for Director Dorrell and her group to investigate ways to receive alternative funding for upgrading United's Units. Director Leonard seconded and the motion carried unanimously.

Director Leonard commented on United's first right of refusal or acceptance to purchase a Manor.

Director Leonard made a motion to direct counsel to provide a memorandum for United's rights for the purchase, rehabilitation, and resale of United's Manors. Director English seconded and the motion carried unanimously.

Parking

The Board will continue their efforts towards the parking issues in the community.

Trust Research

Governing Documents will review the Trust. Jeff Beaumont, Esq. recommendation is to extend the Trust.

Director English made a motion to have Jeff Beaumont, Esq. prepare the paperwork to extend the Trust. Director Blackwell Seconded.

By a vote of 5-6-0 the motion failed (Directors Ross, Torng, LaBarge, Tibbetts, Achrekar approved).

Director Leonard made a motion to have United Governing Documents Committee perform an analysis and recommend to the board on how to proceed regarding the Trust. Director Achrekar Seconded. Discussion ensued.

By a vote of 7-2-0

ADJOURNMENT

With no further business before the Board of Directors, the meeting was adjourned at 3:25 PM.

Juanita Skillman, Secretary
United Laguna Woods Mutual