



UNITED LAGUNA WOODS
MUTUAL

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

**Tuesday, November 12, 2019, 9:30 a.m.
24351 El Toro Road, Laguna Woods, California**

Directors Present: Sue Margolis, Carl Randazzo, Andre Torng, Juanita Skillman, Cash Achrekar, Neda Ardani, Reza Bastani, Brian Gilmore, Anthony Liberatore and Manuel Armendariz (arrived late)

Directors Absent: Elsie Addington

Staff Present: Jeff Parker, CEO; Siobhan Foster, COO; and Cheryl Silva

Others Present: VMS: Dick Rader, Mary Stone and Dorothy Pacella

1. Call Meeting to Order/Establish Quorum

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

2. Pledge of Allegiance

Director Torng 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

Director Randazzo made a motion to approve the agenda as presented. Director Torng seconded the motion.

Cash Achrekar made a comment that motions made in previous meetings were out of order according to Roberts Rules. Director Achrekar made a motion to remove agenda item 9b. The motion was seconded by Director Skillman.

Discussion ensued among the directors.

President Margolis called for the vote on the amendment and the motion failed by a vote of 4-6-0 (Directors Gilmore, Bastani, Armendariz, Torng, Margolis and Ardani opposed)

President Margolis called for the vote on the motion to approve the agenda as presented and the motion passed by a vote of 8-1-1 (Director Skillman opposed and Director Achrekar abstained)

5. Approval of Minutes

- a. September 10, 2019—Regular Open Session
- b. September 27, 2019—Special Open (Tabulation Meeting)
- c. October 14, 2019—Special Open Meeting (Update Committee Appointments)

Director Armendariz made a motion to approve the minutes of September 10, 2019, Regular Open Session; September 27, 2019, Special Open (Tabulation Meeting) and October 14, 2019, Special Open Meeting (Update Committee Appointments). The motion was seconded by Director Torng.

President Margolis called for the vote and the motion passed 9-0-1 (Director Achrekar abstained).

6. Report of the Chair

President Margolis commented the rules for member comments and requested residents with personal issues attend the Resident Advisory Committee. She requested the Chairman of each Committee read a synopsis of the resolutions on the agenda. She encouraged residents to use the technology available on the website and asked the board and residents to be patient while she learns the job of Board President.

7. Open Forum

Members made comments regarding the following:

- A Member commented on the benefits of Laguna Woods Foundation;
- A Member thanked the staff for informing the residents about the painting schedule, commented about landscape maintenance, and negative behavior of some of the board members;
- A Member complimented the landscape department for the tree removal and tree trimming done in the Community;
- A Member commented on the United regulations and the actions of the board.

8. Responses to Open Forum Speakers

Several Directors responded to Member comments:

- CEO responded about looking in resolving landscape issues
- Director Achrekar thanked Chris Collins for her service to the Community with the Laguna Woods Foundation, and thanked members for their suggestions and comments. He is here for to represent the residents.

a. Follow-up from the September 10, 2019, Board Meeting Open Forum – Director Ardani

Director Ardani responded to Member comments regarding:

- Landscape issues;
- Roof repair and torn tarp;
- Sun roof repair;

- Maintenance vehicles;
- Paving maintenance.

9a. Update from VMS - Director Pacella

Director Pacella gave an presentation from the VMS Board Meeting and discussed the importance strategic planning and key performance indicators (KPI).

9b. Candidate Nomination Period for the Untied Mutual VMS Board Director Position (Term Ending 2022) The United Board is accepting applications for the United/VMS Board position. Candidate nominations close on Friday, November 22, 2019 at 5:00

Members made comments about the extension of the United/VMS Board Candidate nominations.

Director Torng responded to member comments;
Director Achrekar responded to that member comments are not necessary at this time.

10. CEO Report

CEO Jeff Parker and COO Siobhan Foster reported on the following subjects:

- OCTA I-5/EI Toro Road Interchange Project update;
- City of Laguna Woods will start upgrades to the EI Toro Median on Monday;
- Laguna Hills Mall rehabilitation update;
- CEO is working with Chris Macon, City Manager of Laguna Woods, to expedite the permit process for manor alterations;
- Pool maintenance continues at pools 1, 2, 4, and 5. The pools will remain open during construction;
- Toy Donations for Camp Pendleton Marine Family will begin;
- New search tool function has been updated on the website;
- New bus system implementation plan will begin January 2020;

11. Consent Calendar

11a. Architectural Controls and Standards Committee Recommendations

- (1) Recommendation to Approve (769-B, La Corona, 3B) – Extend Dining Room into Front Patio

RESOLUTION 01-19-88
VARIANCE REQUEST

WHEREAS, Mr. Tae Young of 769-B Calle Aragon, a La Corona style unit, requests Board approval of a request to extend the dining room by 13'-3" into the existing front patio;

WHEREAS, a Neighborhood Awareness Notice was sent to Owners of affected units on September 26, 2019, 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 October 17, 2019.

NOW THEREFORE BE IT RESOLVED, on November 12, 2019, the Board of Directors hereby approves the request to extend the dining room by 13'-3" into the existing front patio

RESOLVED FURTHER, all costs for maintenance, repair, renovation, replacement or removal of the improvement, present and future, are the responsibility of the Shareholder at 769-B and all future Shareholders at 769-B.

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.

11b. Maintenance and Construction Committee Recommendations:

- (1) Recommendation to Deny an Appeal from 2096-N for Reasonable Compensation

11c. Landscape Committee Recommendations:

- (1) Recommendation to Approve a Resolution to Deny a Request for Tree Removal: 75-T Calle Aragon – Southern Magnolia

RESOLUTION 01-19-80
DENIAL OF REMOVAL OF ONE SOUTHERN MAGNOLIA TREE
75-T CALLE ARAGON

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 October 10, 2019, the Landscape Committee reviewed a request to remove one Southern Magnolia tree. The request was received from

the Member at 75-T Calle Aragon, who cited the reasons as litter/debris and view obstruction and;

WHEREAS, the Committee recommended to deny the removal of one Southern Magnolia tree located at 75-T due to the United Mutual policy to not remove trees due to litter or debris and that there is no current policy for the trimming of trees due to view obstruction.

NOW THEREFORE BE IT RESOLVED, November 12, 2019, the Board of Directors denies the request for the removal of one Southern Magnolia tree at 75-T, and;

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

- (2) Recommendation to Approve a Resolution to Deny a Request for Tree Removal: 313-A Avenida Castilla – Canary Island Pine

RESOLUTION 01-19-81
DENIAL OF REMOVAL OF ONE CANARY ISLAND PINE
313-A AVENIDA CASTILLA

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 October 10, 2019, the Landscape Committee reviewed a request to remove one Canary Island Pine tree. The request was received from the Member at 313-A Avenida Castilla, who cited the reason as litter/debris, structural damage, and overgrown, and;

WHEREAS, the Committee recommended to deny the removal of one Canary Island Pine tree located at 313-A due to no visible damage to the patio wall or sidewalk, and no reports of sewer line stoppages, unit damage, or sidewalk repairs. The United Mutual policy is to not remove trees due to litter or debris.

NOW THEREFORE BE IT RESOLVED, November 12, 2019, the Board of

Directors denies the request for the removal of one Canary Island Pine tree at 313-A, and;

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

- (3) Recommendation to Approve a Resolution to Deny a Request for Tree Removal: 873-D Avenida Sevilla – Star Pine

RESOLUTION 01-19-82
DENIAL OF REMOVAL OF ONE STAR PINE
873-D AVENIDA SEVILLA

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 October 10, 2019, the Landscape Committee reviewed a request to remove one Star Pine tree. The request was received from the Member at 873-D Avenida Sevilla, who cited the reason as litter/debris, poor condition, personal preference, and view obstruction, and;

WHEREAS, the Committee recommended to deny the removal of one Star Pine tree located at 873-D due to the United Mutual policy which is to not remove trees due to litter or debris and the fact that there is no policy for the trimming of trees due to view obstruction.

NOW THEREFORE BE IT RESOLVED, November 12, 2019, the Board of Directors denies the request for the removal of one Star Pine tree at 873-D, and;

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

- (4) Recommendation to Approve a Resolution to Deny a Request for Tree Removal: 2188-Q Via Mariposa E. – Silk Oak

RESOLUTION 01-19-83
DENIAL OF REMOVAL OF ONE SILK OAK
2188-Q VIA MARIPOSA E.

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 October 10, 2019, the Landscape Committee reviewed a request to remove one Silk Oak tree. The request was received from the Member at 2188-Q Via Mariposa E., who cited the reason as possible structural damage, litter/debris, and the potential of considerable damage to both buildings 2188 and 2187 should there be a serious weather event, and;

WHEREAS, the Committee recommended to deny the removal of one Silk Oak tree located at 2188-Q due to the United Mutual policy which is to not remove trees due to litter or debris and Staff found no visible damage to the unit due to the tree. The tree department has been instructed to crown reduce trees during the upcoming normal trim cycles. This tree will be thinned and have end weight reduced.

NOW THEREFORE BE IT RESOLVED, November 12, 2019, the Board of Directors denies the request for the removal of one Silk Oak tree at 2188-Q, and;

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

- (5) Recommendation to Approve a Resolution to Approve a Request for Tree Removal: 471-F Calle Cadiz – Carrotwood

RESOLUTION 01-19-84
APPROVAL OF REMOVAL
OF ONE CARROTWOOD TREE AT 471-F CALLE CADIZ

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 October 10, 2019, the Landscape Committee reviewed a request to remove one Carrotwood Tree. The request was received from the Member at 471-F, who cited the reasons as structural damage, litter/debris, and the lifting of the pavement causing risk and hazard, and;

WHEREAS, on October 10, 2019, the Landscape Committee recommended to approve the removal of one Carrotwood tree located at 471-F Calle Cadiz based on the removal would be a cost saving to the Mutual as its rapid growth is causing sidewalk cracking as well as cracking in the patio area. Also, there is a Brazilian Pepper tree in good health located at Unit G and with the removal of the Carrotwood, the Pepper tree would eventually assume a better shape due to the competition for available space with these two trees being planted so closely together.

NOW THEREFORE BE IT RESOLVED, November 12, 2019, the Board of Directors approves the request for the removal of one Carrotwood tree;

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

- 11d.** 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 financials for the month of September 2019, and such review is hereby ratified.
- 11e.** Ratify the Revised United Mutual and GRF Committee Appointments Approved on October 14, 2019 (This item was moved to Unfinished Business for discussion)

Director Randazzo made a motion to approve the Consent Calendar as presented. The motion was seconded by Director Achrekar.

Discussion ensued among the Directors.

Director Skillman requested to remove agenda item (11e) Committee Appointments for from the Consent Calendar for discussion.

President Margolis called for the vote on the Consent Calendar as amended and the motion vote of 9-1-0 (Director Armendariz opposed).

12. Unfinished Business

- 12a.** Entertain a Motion to Adopt a Resolution to Require a Recognition Agreement for

Lenders

Director Skillman read a synopsis of the following resolution:

RESOLUTION 01-19-XX
OBJECTIVE STANDARDS FOR APPROVAL
TO LOAN WITHIN UNITED LAGUNA WOODS MUTUAL

WHEREAS, United Laguna Woods Mutual (hereinafter United or Corporation), is a nonprofit mutual benefit corporation, existing under and by virtue of the laws of the State of California, organized for the purpose of providing its Members with housing on a cooperative nonprofit basis pursuant to the provisions set forth in its Occupancy Agreement, Articles of Incorporation, and Bylaws and Board Resolutions (collectively referred to as the "Governing Documents");

WHEREAS, the Corporation's Amended and Restated Bylaws (Bylaws) provide that the purpose of the Corporation is to "manage, maintain, preserve, and administer the business of a common interest development, specifically, a stock cooperative" (Bylaws Article II, Section 1);

WHEREAS, the Board of Directors of the Corporation is authorized to establish policy and perform various administrative activities (Bylaws Article II, Section 3);

WHEREAS, United is a stock cooperative housing development and holds title to all property and structures in United wherein each shareholder-member has ownership and is granted of one share in the Cooperative and is granted the right to occupy a specific unit pursuant to an Occupancy Agreement together with ownership of one share in the cooperative, provided each Shareholder-Member meets the financial qualifications set forth in the Financial Qualifications Policy (rev. 5-23-18);

WHEREAS, pursuant to the above authority or otherwise contained in the Governing Documents, included among the Board of Directors' management responsibilities is the vetting of lenders seeking to loan money on ~~manner~~ to Shareholder-Members unsecured by property within United, in order to ensure the continued solvency of the Corporation;

WHEREAS, the Board of Directors requires a lender to sign its Recognition Agreement, giving United Mutual first right of refusal and agreeing to pay assessments when due in the event the member defaults in its obligation to pay assessments;

WHEREAS, through counsel, the Board of Directors has enumerated objective criteria lenders must satisfy in order to loan to Shareholder-Members within United, including that the perspective-prospective lender:

1. Is either a state or federally chartered bank or credit union;
 2. Insures each deposit account through by the Federal Deposit Insurance Corporation (FDIC), the National Credit Union Administration (NCUA) or otherwise, up to \$250,000.00per account and backed by the full faith and credit of the United States government; and
 3. Meets or exceeds the Capital Requirement pursuant to 12 C.F.R. § 3.10.
Must sign a recognition agreement giving United Mutual first right of refusal
- ~~3. The obligation of the lender to pay assessments in default.~~

NOW, THEREFORE, be it resolved that the following resolution is adopted by the Board of Directors:

1. **Acknowledging and Approving Qualified Lenders.** The Corporation, by and through its Board of Directors, is authorized to approve lenders based on confirmation of satisfaction of the three-three objective criteria set forth above, as follows:

Step 1 Confirm the institution is Insured. If the institution is a state or federal bank or savings association, start by going to the FDIC home page at www.fdic.gov/ and clicking on the "Deposit Insurance" tab and selecting "Bankfind" and entering the bank information. Credit unions are supervised and insured by the NCUA, and confirmation of insurance may be obtained at <https://www.ncua.gov/> by clicking on the Research a Credit Union link and entering the institution's name. As long as the institution's name is returned by either the FDIC or NCUA, the institution has satisfied criteria one and two.

~~**Step 2** Confirm the institution meets or exceeds the Capital Requirement pursuant to 12 C.F.R. § 3.10. All national banks and federal savings associations are subject to the Capital Requirement pursuant to 12 C.F.R. § 3.10. Therefore, if the institution is a national bank or federal savings association, and it is insured by either FDIC or NCUA, it satisfies all three objective criteria. If the institution is not a national bank or federal savings association, an officer or director of the institution must sign an affidavit under penalty of perjury under the laws of the State of California attesting to the fact that the institution meets or exceeds the Capital Requirement pursuant to 12 C.F.R. § 3.10.~~

~~If both the above steps are satisfied, the institution may be deemed an approved lender and upon execution of a Recognition Agreement, allowed to loan on property to Shareholder- Members within United. Otherwise the institution should be advised that it fails to meet the objective criteria established to ensure the continued viability of the Corporation, that they are not approved to loan money on United property to United Shareholder- Members.~~

2. **Further Acts.** The Board of Directors may do and perform such other acts and things as may be reasonably necessary and proper in order to carry into effect the provisions of this Resolution.

BE IT FURTHER RESOLVED, that the officers, directors and agents of this Corporation are authorized to carry out the purpose of this Resolution.

SEPTEMBER Initial Notification
28-days notification for Member review and comment to comply with Civil Code §4360 has been satisfied.

Director Skillman made a motion to refer this item back to committee for revisions. The motion was seconded by Director Randazzo.

Discussion ensued among the Directors.

President Margolis called for the vote and the motion passed by a vote of 10-0-0.

12b. Ratify the Revised United Mutual and GRF Committee Appointments Approved on October 14, 2019 (This item was moved to Unfinished Business for discussion)

Resolution 01-19-75

UNITED LAGUNA WOODS MUTUAL COMMITTEE APPOINTMENTS

RESOLVED, October 14, 2019, that the following persons are hereby appointed to serve the Corporation in the following capacities:

Architectural Control and Standards Committee

Brian Gilmore, Chair
Reza Bastani
Carl Randazzo
Elsie Addington
Non-Voting Advisors: Michael Mehrain, Janey Dorrell, Walt Ridley

Communications Committee

Juanita Skillman, Chair
Elsie Addington
Non-Voting Advisors: Maggie Blackwell

Finance Committee

Elsie Addington, Chair
Sue Margolis
Carl Randazzo
Anthony Liberatore
Brian Gilmore
Non-voting Advisors: Vacant (2)

Financial Review Task Force

Elsie Addington
Brian Gilmore

Governing Documents Review Committee

Andre Torng, Chair
Juanita Skillman
Manuel Armendariz
Sue Margolis
Neda Ardani
Reza Bastani
Non-voting Advisors: Bevan Strom

Landscape Committee

Manuel Armendariz, Chair
Anthony Liberatore
Andre Torng
Non-Voting Advisor: Catherine Brians, Vacant (2)

Maintenance and Construction Committee

Carl Randazzo, Chair
Cash Achrekar
Reza Bastani
Elsie Addington
Brian Gilmore
Non-voting Advisor: Ken Deppe, Walter Ridley, Janey Dorrell

Members Hearing Committee

Anthony Liberatore, Chair
Juanita Skillman
Andre Torng
Neda Ardani

New Resident Orientation

Per Rotation List

Resident Advisory Committee

Neda Ardani, Chair
Cash Achrekar
Juanita Skillman
Non-voting Advisors: Kay Anderson, Nancy Lannon

Handyman Task Force

Cash Achrekar, Chair
Juanita Skillman
Elsie Addington
Carl Randazzo
Anthony Liberatore
Non-voting Advisors: Nancy Lannon, Janey Dorrell and Ester Wright

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 01-19-29, adopted March 12, 2019, 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 01-19-76
GOLDEN RAIN FOUNDATION COMMITTEE APPOINTMENTS

RESOLVED, October 14, 2019, 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:

GRF Business Planning

Sue Margolis
Manuel Armendariz
Elsie Addington, Alternate

GRF Community Activities

Juanita Skillman
Andre Torng
Elsie Addington, Alternate

GRF Finance

Sue Margolis
Elsie Addington
Manuel Armendariz, Alternate

GRF Landscape Committee

Manuel Armendariz
Andre Torng
Neda Ardani, Alternate

GRF Maintenance & Construction

Carl Randazzo
Reza Bastani
Brian Gilmore, Alternate

PAC Renovation Task Force

Carl Randazzo
Juanita Skillman
Sue Margolis, Alternate

GRF Media and Communications Committee

Juanita Skillman
Elsie Addington
Neda Ardani, Alternate

GRF Mobility and Vehicles Committee

Elsie Addington
Reza Bastani
Brian Gilmore, Alternate

GRF Security and Community Access

Neda Ardani
Cash Achrekar
Brian Gilmore, Alternate
Manuel Armendariz

Disaster Preparedness Task Force

Cash Achrekar
Neda Ardani
Reza Bastani, Alternate
Andre Torng

Laguna Woods Village Traffic Hearings

Elsie Addington
Neda Ardani, Alternate

Town Hall Meetings

As Needed

RESOLVED FURTHER, that Resolution 01-19-30, adopted March 12, 2019, 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.

Directors Armendariz made a motion to adopt the United and GRF Committee Appointment as corrected. The motion was seconded by Director Randazzo.

Discussion ensued among the directors.

President Margolis called for the vote on the Committee Appointment resolutions as amended and the motion passed by a vote of 10-0-0.

13. New Business

13a. Entertain a Motion to Introduce for Revised Alteration Standard 27: Soft Water Units

Director Randazzo read a synopsis of the following resolution:

RESOLUTION 01-19-xx
REVISED ALTERATION STANDARD 27:
SOFT WATER UNITS

WHEREAS, the Architectural Controls and Standards Committee recognizes the need to amend Alteration Standards and create new Alteration Standards as necessary; and,

WHEREAS, the Architectural Controls and Standards Committee recognizes the need to revise Alteration Standard 27: Soft Water Unit.

NOW THEREFORE BE IT RESOLVED, November 12, 2019 that the Board of Directors of this Corporation hereby introduces the revisions to Alteration Standard 27: Soft Water Unit, attached as part of the official minutes of this meeting;

RESOLVED FURTHER, that Resolution 01-16-08, adopted January 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 this resolution as written.

NOVEMBER Initial Notification

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 28-days from the postponement to comply with Civil Code §4360.

Director Randazzo made a motion to introduce a resolution to revise alteration standard 27: soft water units for 28-day review. The motion was seconded by Director Armendariz.

Discussion ensued among the Directors.

President Margolis called for the vote and the motion passed by a vote of 10-0-0.

13b. Entertain a Motion to Introduce for Revised Alteration Standard 30: Water Heater Relocation

Director Randazzo read a synopsis of the following resolution:

RESOLUTION 01-19-xx
REVISED ALTERATION STANDARD 30:
WATER HEATER RELOCATION

WHEREAS, the Architectural Controls and Standards Committee recognizes the need to amend Alteration Standards and create new Alteration Standards as necessary; and,

WHEREAS, the Architectural Controls and Standards Committee recognizes the need to revise Alteration Standard 30: Water Heater Relocation.

NOW THEREFORE BE IT RESOLVED, November 12, 2019, that the Board of Directors of this Corporation hereby introduces the revisions to Alteration Standard 30: Water Heater Relocation, attached as part of the official minutes of this meeting;

RESOLVED FURTHER, that Resolution 01-16-08, adopted January 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 this resolution as written.

NOVEMBER Initial Notification

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 28-days from the postponement to comply with Civil Code §4360.

Director Randazzo made a motion to introduce a resolution to revise alteration standard 30: water heater relocation for 28-day review. The motion was seconded by Director Achrekar.

Discussion ensued among the Directors.

Director Achrekar made a motion to this back to committee for revisions to section 3.5. Director Bastani seconded the motion.

President Margolis called for the vote on the amendment to refer this item back to Committee and the motion failed by a vote of 4-6-0 (Directors Gilmore, Armendariz, Torng, Randazzo, Margolis, Skillman opposed).

President Margolis called for the vote and the motion passed by a vote of 7-3-0 (Directors Achrekar, Bastani and Liberatore opposed).

13c. Entertain a Motion to Introduce for Revised Alteration Standard 36: Ramps

Director Randazzo read a synopsis of the following resolution:

RESOLUTION 01-19-xx
REVISED ALTERATION STANDARD 36: RAMPS

WHEREAS, the Architectural Controls and Standards Committee recognizes the need to amend Alteration Standards and create new Alteration Standards as necessary; and,

WHEREAS, the Architectural Controls and Standards Committee recognizes the need to revise Alteration Standard 36: Ramps.

NOW THEREFORE BE IT RESOLVED, November 12, 2019, that the Board of Directors of this Corporation hereby introduces the revisions to Alteration Standard 36: Ramps, attached as part of the official minutes of this meeting;

RESOLVED FURTHER, that Resolution 01-16-08, adopted January 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 this resolution as written.

NOVEMBER Initial Notification

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 28-days from the postponement to comply with Civil Code §4360.

Director Randazzo made a motion to introduce a resolution to revise alteration standard 36: ramps for 28-day review. The motion was seconded by Director Bastani.

Discussion ensued among the Directors.

President Margolis called for the vote and the motion passed by a vote of 9-1-0 (Directors Liberatore opposed).

13d. Entertain a Motion to Approve the Charter of the VMS Liaison Committee

Director Skillman read a synopsis of the following resolution:

RESOLUTION 01-19-85
VMS LIAISON COMMITTEE CHARTER

I. INTRODUCTION

Pursuant to Article VIII, Section 1 of the Amended and Restated Bylaws ("Bylaws") of United Laguna Woods Mutual ("United") and California *Corporations Code* Section 7212, the Board of Directors ("Board") is entitled to create committees to assist it in the execution of their powers and duties. This Charter serves to create the VMS Liaison Committee for United ("Committee").

II. PURPOSE

The Committee's role is advisory pursuant to *Corporations Code* Section 7212(b), in which the Committee Members (as defined in Article III) will serve to liaise between United and Village Management Services, Inc. ("VMS"). The Committee will interface with the Board, VMS, legal counsel, and other relevant individuals, and provide reports and recommendations, as appropriate, to and from United and VMS.

III. COMMITTEE MEMBERS

The Committee shall be comprised of the ~~two (2)~~ three (3) representatives appointed by United to serve on the VMS Boar with the term of Committee membership concurrent with the representatives' term of service on the VMS Board. However, Article III of this Charter cannot be construed to confer any right on United representatives on the VMS Board: Committee Members serve at the leisure of the Board, and may be removed with or without cause, at any time, in the Board's sole discretion.

Service on the Committee imposes a "good standing" requirement, with good standing including satisfaction of each the following:

1. The Committee Member is current in the payment of assessments and all other financial obligations to United and the Golden Rain Foundation, including collections costs;
2. No outstanding violations of the governing documents, as determined by the United Board;
3. There exists no active dispute, including litigation, between the Committee Member and the Association, or individual members of the Board; and
4. Regular attendance at Committee meetings, which requirement precludes the Committee Member's absence from three (3) consecutive meetings.

IV. SCOPE OF AUTHORITY

A. Powers and Duties of the Committee

As an advisory body the Committee's authority is derived solely from the direction of the Board, and the Committee has no implied authority to bind United to contractual obligations or to express any opinion on behalf of United.

The Committee was formed to interface and liaise between United and VMS on matters of common interest to these corporations. To this end, it is anticipated that the Committee will consult with relevant individuals, study pertinent documents, attend the meetings of other corporate boards and committees within Laguna Woods Village, analyze data, draw conclusions and prepare reports to the ends of furthering the efficiency and effectiveness of action taken by United and VMS.

B. Committee Member Compensation and Conduct

No Committee Member shall receive compensation for participation on the Committee except for reimbursement of expenses incurred on behalf of the Committee in performing the above-stated duties as authorized by the Board.

C. Meetings

The Committee shall meet as necessary, in accordance with the direction of the Board, and as required by its duties.

D. Effect of Decisions by the Committee

All conclusions and reports of the Committee are merely advisory, which shall be evaluated and utilized in the sole discretion of the Board.

E. Insurance

United, through Golden Rain Foundation, shall at all times maintain a directors' and officers' liability insurance policy, as required by law and the governing documents (i.e., Bylaws), which shall cover volunteer committee members, among others, for actions and/or omissions done in the official capacity of a Member's service on the Committee, and as authorized by the Board.

F. Confidentiality

Committee Members are obligated to maintain the confidentiality of information obtained in the course of service on the Committee and such information shall only be used for its purpose as provided herein.

The Open Meeting Act authorizes boards to meet in executive session to consider litigation, matters relating to the formation of contracts, member

discipline and personnel matters (Civil Code Section 4935). The underlying principle of the Open Meeting Act is transparency. While focusing primarily on the interests of transparency, by way of Civil Code Section 4935, the California legislature has underscored the importance of individual and corporate privacy. If boards were required to discuss such sensitive matters in a public forum, strategic advantage would be lost and individuals would be irreparably damaged. It is paramount that Committee Members similarly acknowledge and respect the privacy interests of United and its members, exercising constant vigilance in the handling of confidential information.

Director Skillman made a motion to approve a resolution for the VMS Liaison Committee Charter. The motion was seconded by Director Armendariz.

Director Skillman recommended a change to the resolution under paragraph 1 of the Committee Members should be three (3) representatives.

Discussion ensued among the Directors.

President Margolis called for the vote of the Resolution as amended and the motion passed by a vote of 9-1-0 (Directors Liberatore opposed).

13e. Entertain a Motion to Revise the United Maintenance & Construction Committee Charter

Director Randazzo read a synopsis of the following resolution:

RESOLUTION 01-19-86
UNITED MAINTENANCE & CONSTRUCTION COMMITTEE CHARTER

WHEREAS, on January 12, 2010, pursuant to Article VII, Section 1 of the Bylaws, the Board of Directors of this Corporation re-established the Maintenance & Construction Committee as a standing committee; and

WHEREAS, on May 9, 2017, pursuant to the Occupancy Agreement, Article 12 and the Bylaws, the Board established the Architectural Control and Standards Committee as a standing committee separate from the M&C Committee; and

WHEREAS, the Maintenance and Construction Committee's charter is revised to reflect the current focus of this standing committee.

NOW THEREFORE BE IT RESOLVED, November 12, 2019, that the Committee shall maintain a working relationship with the Maintenance & Construction Department of the Managing Agent's organization to ensure that the real property and fixtures owned and managed by United Laguna Woods Mutual are maintained, reconditioned, improved or augmented as necessary or

desired to meet the policies established by the Board of Directors, or as required by government agencies that have standing in establishing public policy; and

RESOLVED FURTHER, that the Committee shall review maintenance service level requirements during the Business Planning process; and

RESOLVED FURTHER, that the Committee shall review budget requirements, service levels, all attendant costs and projected income related to services to be provided by the Maintenance and Construction Department and make necessary recommendations to the Finance Committee and Board of Directors, and

RESOLVED FURTHER, that the Committee shall explore and review suggestions for short- term and long-term improvements and cost effective programs within the Mutual, for approval by the Finance Committee and Board of Directors, and

RESOLVED FURTHER, that the Committee shall review on a continuing basis long-range plans and needs for building and infrastructure maintenance and, in consultation with appropriate committees, recommend to the Board of Directors appropriate means for achieving such plans and needs; and

RESOLVED FURTHER, that the Committee shall review as needed the substance of specifications used for procurement of goods and services for programs under the review of this Committee. The Committee will consult with the Managing Agent regarding award of contracts, as needed.

RESOLVED FURTHER, that the Committee shall review all requests for unbudgeted components or programs suggested by the Maintenance & Construction Department, other committees, and recommend appropriate action to the Board of Directors, and

RESOLVED FURTHER, that the Committee shall monitor major Operating and Reserve maintenance programs, such as roofing, asphalt maintenance and replacement, external painting, and the like; and

RESOLVED FURTHER, that the Committee shall establish building colors palette and determine primary roof, building and trim colors for buildings, as appropriate; updating the palette at least every four years; and

RESOLVED FURTHER, that the Committee shall perform such other tasks as may be approved and assigned by the Board of Directors; and

RESOLVED FURTHER, that Resolution 01-10-57 adopted March 9, 2010 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 Randazzo made a motion to approve a resolution for the United Maintenance & Construction Committee Charter. The motion was seconded by Director Armendariz.

Discussion ensued among the Directors.

President Margolis called for the vote and the motion passed by a vote of 9-1-0 (Directors Liberatore opposed).

13f. Entertain a Motion to Revise the Governing Documents Review Committee Charter

Director Skillman read a synopsis of the following resolution:

RESOLUTION 01-19-xx
GOVERNING DOCUMENTS REVIEW COMMITTEE CHARTER

RESOLVED, December 10, 2019, that the Board of Directors of this Corporation hereby establishes a Governing Documents Review Committee for the purposes of reviewing the United Laguna Woods Mutual governing documents for clarity, legality and current applicability through monthly meetings open to United Members;

RESOLVED FURTHER, that the Board of Directors of this Corporation hereby assigns the duties and responsibilities of this Committee as follows:

1. Review governing documents including policies, resolution and operating rules for compliance with applicable laws;
2. Consider conformance, as required, between each governing document with another governing document;
3. Confer, as appropriate, with United Managing Agent;
4. Consult, as appropriate and upon approval of Board President and Committee Chair approval, with United Corporate Counsel and;
5. Make regular committee progress reports and recommendations to the United Board of Directors regarding proposed revisions to the United governing documents including policies, resolution and operating rules; and

RESOLVED FURTHER, that the Governing Documents Review Committee shall perform such other duties as may be assigned by the Board;

RESOLVED FURTHER, that resolution 01-15-107 approved December 10, 2019 is hereby superseded 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.

Director Tornig made a motion to approve a resolution for the Governing Documents Review Committee Charter. The motion was seconded by Director Armendariz.

Discussion ensued among the Directors.

Director Skillman made a motion to amend the resolution to include definitions of governing documents, change wording in the resolution to make the intent clear. The motion was seconded by Director Randazzo.

Director Achrekar made an amendment to the amendment to refer this item back to committee because of all the revisions discussed. Director Randazzo seconded the motion.

President Margolis called for a vote on the amendment to the amendment.

President Margolis called for the vote on the amendment to refer this item back to committee and the motion passed by a vote of 7-2-0 (Directors Tornig and Armendariz opposed).

- 13g.** Entertain a Motion to Approve United Investment Policy Revisions and Direct Sageview to Transition to Index Fund Portfolio

Director Skillman read a synopsis of the following resolution:

RESOLUTION 01-19-87
UNITED INVESTMENT POLICY REVISIONS

RESOLVED, November 12, 2019 that the Managing Agent of this corporation, and an outside Investment Manager are hereby authorized to invest the funds of the corporation which, in the opinion of said managing agent are not required within a reasonable time to pay obligations of the corporation; and

RESOLVED FURTHER, that the Board of Directors of this Corporation hereby authorizes the Managing Agent of this corporation, to retain an Investment Manager and to give that Manager discretion to transact purchases and sales of investments for the United Laguna Woods Mutual account. Such discretion is subject to the underlying conditions as stated below. The Board will determine the amount to be managed in this discretionary account; and

RESOLVED FURTHER, that all investments on behalf of this corporation must be made with the underlying principles in the following order of priority: (1) safety, (2)

liquidity, where applicable, and (3) yield, and are subject to the following conditions:

1. Notification of confirmation shall be given to the managing agent and treasurer of this corporation upon completion of each investment transaction;
2. For funds administered by the Managing Agent in a non-discretionary account, no investment may be sold, withdrawn, redeemed or otherwise converted to cash prior to maturity without a demonstrated immediate need for the funds and the consent of any two of the following: the Treasurer, the President or the 1st or 2nd Vice President of this corporation. Furthermore, if there is a request that an investment be sold, withdrawn or otherwise converted to cash prior to maturity where there has been no demonstrated immediate need, approval must be received from the Board of Directors of this corporation;
3. Funds shall be invested only in authorized investments as provided herein. Authorized investments are limited to:
 - a. obligations of, or fully guaranteed as to principal by, the United States of America;
 - b. Up to 2030 percent of the portfolio may be invested in Corporate Bonds rated A-BBB through AAA; specifically A3/A-1A-Baa3/BBB-/BBB- or better by Moody's/S&P/Fitch. A bond is only required to meet the criteria of one rating service. If a bond does not meet these minimum credit quality criteria in at least one of the above-mentioned rating services, the bond may not be purchased or if owned, must be removed from the portfolio within 30 days. This removal criteria will not apply to bond mutual funds that have a stated objective of investing in investment grade rated bonds. Removal of downgraded bonds that fall below the investment grade rating will be determined by the fund manager.
 - c. No more than 3% of portfolio is to be invested in any one corporate bond issuer; and
 - d. Up to 25% of the portfolio may be invested in Government Sponsored Federal Agencies, namely FNMA (Federal National Mortgage Association – Fannie Mae), FHLMC (Federal Home Loan Mortgage Corporation – Freddie Mac, and FHLB (Federal Home Loan Bank).
4. Investments on behalf of this corporation may be made concurrently with investments made on behalf of other corporations at Laguna Woods Village. However, separate investment receipts will be held in the name of this corporation. Any such investments may be held for the

account of the corporation in book-entry form;

5. Any authorized investments, as defined in Item 3 above, previously made by said Managing Agent or Investment Manager, are hereby ratified; and

RESOLVED FURTHER, that Resolution 01-17-38 adopted on March 14, 2017, is hereby superseded 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.

Director Skillman made a motion to approve the resolution for the United Investment Policy revisions. The motion was seconded by Director Achrekar.

Discussion ensued among the Directors.

President Margolis called for the vote and the motion passed by a vote of 10-0-0.

14. Committee Reports

- 14a.** Report of the Finance Committee / Financial Report – Director Armendariz showed a presentation on the Treasurer’s Report and reviewed the resale and lease reports. The Committee met on September 24, 2019; next meeting will be November 26, 2019, 1:30 p.m. in the Sycamore Room.
- 14b.** Report of the Architectural Control and Standards Committee – Director Randazzo gave a report from the last Committee meeting. The Committee met on September 19 2019; next meeting will be October 17, 2019, 9:30 a.m. in the Elm Room.
- 14c.** Report of the Communications Committee – Director Skillman. The Committee is working on articles for the Breeze. Maggie Blackwell will be an advisor on the Committee. The Committee did not meet in October 2019; next meeting TBA.
- 14d.** Report of Member Hearings Committee – Director Liberatore gave a report from the last Committee meeting. The Committee met on October 24, 2019; next meeting will be December 26, 9:00 a.m. in the Sycamore Room.
- 14e.** Report of the Governing Documents Review Committee – Director Torng gave a report from the last Committee meeting. The Committee is moving to third Thursday of each month. The Committee met in October 28, 2019; next meeting will be November 21, 2019, 1:30 p.m. in the Sycamore Room.
- 14f.** Report of the Landscape Committee – Director Armendariz gave a report from the last Committee meeting. The Committee met on October 10, 2019; next meeting

will be December 12, 2019, 9:30 a.m. in the Board Room.

- 14g.** Report of the Maintenance & Construction Committee – Director Randazzo gave a report from the last Committee meeting. The Committee is working on increasing parking, building signs, new charter, shepherds crook, street traffic noise, new fencing, and walkway lighting. The Committee met on October 23, 2019; next meeting TBA.
- Handyman Task Force—Director Achrekar gave a report for the Handyman Task Force. The Committee will meeting on November 15, 2019 at 2:00 p.m. in the Sycamore Room.
- 14h.** Report of the Resident Advisory Committee – Director Ardani gave a report from the last Resident Advisory Committee. The Committee met on September 12, 2019; next meeting will be November 14, 2019, 4:00 p.m. in the Sycamore Room.

15. GRF Committee Highlights

- 15a.** Report of the Finance Committee – Director Armendariz gave highlights from the last Committee meeting. The Committee met on October 23, 2019; next meeting will be December 18, 2019, 1:30 p.m. in the Board Room.
- 15b.** Report of the Community Activities Committee – Director Skillman. The Committee met on September 12, 2019; next meeting will be November 14, 2019, 1:30 p.m. in the Board Room.
- 15c.** Report of the Landscape Committee – Director Armendariz gave highlights from the last Committee meeting. The Committee met on August 14 2019; next meeting will be November 13, 2019, 1:30 p.m. in the Board Room.
- 15d.** Report of the Maintenance & Construction Committee – Director Randazzo gave highlights from the last Committee meeting. The Committee met on October 9, 2019; next meeting will be December 11, 2019, 9:30 a.m. in the Board Room.
- PAC Ad Hoc Committee—The Committee met on October 17, 2019; next meeting TBA.
- 15e.** Village Energy Task Force Charter – Director Randazzo gave a report from the last Task Force meeting. The Task Force met September 4, 2019.
- 15f.** Report of the Media and Communication Committee – Director Skillman gave highlights from the last Committee meeting. The Committee met on October 21, 2019; next meeting will be November 18, 2019, 1:30 p.m. in the Board Room.
- 15g.** Report of the Mobility and Vehicles Committee – Director Gilman gave highlights from the last Committee meeting. The Committee met on October 2, 2019 and

October 29, 2019; next meeting will be December 4, 2019, 1:30 p.m. in the Board Room.

- 15h. Report of the Security and Community Access Committee – President Ardani gave highlights from the last Committee meeting. The Committee met in October 28, 2019; next meeting will be December 23, 2019, 1:30 p.m. in the Board Room.
- 15i. Laguna Woods Village Traffic Hearings – Director Skillman summarized the frequently repeated violations heard at the traffic hearings. The hearings were held on October 16, 2019; next hearings will be on November 20, 2019, 9:00 a.m. in the Board Room and 1:00 p.m. in the Sycamore Room.
- 15j. Disaster Preparedness Task Force – Director Ardani gave highlights from the last Committee meeting. The Task Force met on September 24, 2019; next meeting will be on November 26, 2019, 9:30 a.m. in the Board Room.

16. Future Agenda Items

- 16a. Committee Advisor Qualifications, Procedures and Policy
- 16b. Update the Co-Occupancy Qualifications
- 16c. Alternative Heat Source Policy
- 16d. Require a Recognition Agreement for Lenders (Refer back to Committee)
- 16e. Governing Documents Review Committee Charter (Refer back to Committee)

17. Director's Comments

- Director Gilman thanked Dorothy Pacella for the KPI report
- Director Achrekar commented that members should vote by conscience and recommended timer be put on everyone during the meeting, encouraged members to attend;
- Director Armendariz is glad to be back and thanked President Margolis and other board members that voted to revoke his censor;
- Director Torng commented about the KPI and quality control;
- Director Skillman congratulated VMS on the wonderful Halloween Party for the employees, Laguna Hills City Council will discuss the future of the Laguna Hill Mall at the City Council Meeting tonight, rumor control;
- Director Liberatore commented about the concrete around his manor;

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 12:21 p.m. into the Closed Session.

Summary of Previous Closed Session Meetings per Civil Code Section §4935
During the September 10, 2019, Regular Executive Session, the Board:
Approval of Agenda

Approval of the Following Meeting Minutes;

(a) August 1, 2019—Special Regular Closed Meeting

(b) August 6, 2019—Special Closed Meeting

(c) August 13, 2019—Regular Executive Session

Discussed Member Disciplinary Cases

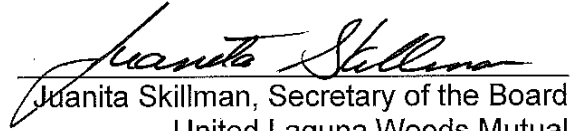
Discussed Personnel Matters

Discuss and Consider Contractual Matters

Discussed and Considered Litigation Matters

19. Adjourn

The meeting was adjourned at 3:34 p.m.



Juanita Skillman, Secretary of the Board
United Laguna Woods Mutual