



APPROVED
BOARD OF DIRECTORS
JANUARY 6, 2010

**MINUTES OF THE
REGULAR SESSION
BOARD OF DIRECTORS' MEETING
December 2, 2009**

A Regular Session meeting of the Board of Directors of the **WOODBIDGE VILLAGE ASSOCIATION (WVA)**, a California nonprofit corporation, was held on Wednesday, December 2, 2009 at 7:54 p.m. at the Community Center, 31 Creek Road, Irvine, California.

The Board met in *Executive Session at 5:05 p.m.*, and considered the following matters: 1) Delinquent Accounts/ALS Summary Update 2) Legal Issues: Fence Violation Issue, Insurance Coverage Matters, Budget Issues, WVA Parking Requirements and Agreement, Ashwood Well Easement Monitoring Request, Royal Street Berm Encroachment Update, Billing Issue and Window Covering Violation Issue, 3) Personnel Matters.

The following Directors were present: Dale Cheema, Don Davis, Barry Katz, Bill Mavity, Gene Sokolski, Bob Woodings and Carolyn Smith Driscoll. Also present were: Executive Director Kevin Chudy, Executive Director Bob Figeira, WVA Attorney Bill Hickey, Controller Carrier Romero, Community Relations Manager John Steeb, Maintenance Manager Tim Lett and Recreation Manager Ralph Redington.

ORAL COMMUNICATIONS

Revised Election Rules

Dinh Ton That of 59 Greenfield spoke to the Board regarding his opinion that the Proposed Revised Election Rules, specifically the section regarding a coin toss for breaking a tie is not in conformance with the California Corporation Code, and that an election tie breaking decision should be resolved by a vote of the members. Attorney Hickey stated that any amendment which materially or adversely affects the membership, should be voted on by the membership, but believes that this action under

duly adopted Election Rules should be acceptable under the provisions in the California Civil Code. Mr. Hickey noted that the coin toss process would potentially save the Association up to \$25,000. Director Davis stated that he does not support the Proposed Revised Election Rules regarding the tie breaking process and believes that breaking any ties should be accomplished via a runoff election. After further discussion regarding this third Consent Calendar Item, a motion was made by Director Woodings, seconded by Director Katz (Director Davis opposed), passing 6/1. It was,

3) **RESOLVED, to adopt the Proposed revised Election Rules and Bylaw**

Amendment as follows:

Election Rules:

Inspectors of Election: Section 13.

13. The Inspector(s) shall determine and announce the results of the election and shall report the results of the election promptly to the Board of Directors. If the Inspectors of Election are unable to determine who was elected as a Director between two (2) candidates because of a tie in the number of votes cast for that position, a coin flip shall determine the elected Director. The Chairperson of the Election Committee shall promptly flip a coin at the Meeting, with the candidate listed first on the ballot, if present, calling either heads or tails before the coin is flipped. If the coin turns face up as called, the person calling shall be declared as the elected candidate. If the coin turns face up opposite as called, the other candidate shall be declared the elected candidate. If the candidate listed first is not present at the Meeting, the other Candidate shall call the heads or tails, and if that Candidate is not present, the Chairman of the Meeting shall make the call. The results shall be recorded in the Minutes of the Regular Session Board Meeting.

Ballots and Tabulation, Sections 11.,12. and 13

11. After the counting of the ballots and the certification of the election results by the Inspector(s) of Election, the ballots shall remain in the custody of the Inspectors of Election for a period of nine (9) months, and thereafter the custody shall be transferred to the Association.

12. If the number of candidates is equal to or fewer than the number of open positions and tabulation is not necessary to determine those candidates who are elected as Directors, then a Member in attendance may make a motion to elect the nominated candidates as presented without a tabulation of the ballots. Upon the Members present agreeing to that motion, the nominated candidates shall thereafter be deemed elected. The ballots will nevertheless be preserved as provided for in Section 11., above.

13. If the motion and waiver of a tabulation described above occurs in an election year where there are three (3) Directors to be elected, with the candidate receiving the third greatest number of votes designated as the "At Large" Director, as specified in the

Bylaws, with the others elected as a North Director and as a South Director, the determination of who will be the “At Large” Director and who will be the North or the South Director, as the case may be, shall be determined by a coin flip utilizing the same procedures as in the case of a tie as detailed in Section 13. **Inspectors of Election**, above, with the candidate listed first on the ballot making the call. If the coin turns up as called, the person calling shall be declared as the elected North or South Lake Director, as the case may be, and the other candidate shall be declared as the “At Large” Director. If the coin turns up opposite as called, the other candidate shall be declared the North or South Lake Director, with the calling candidate declared the “At Large” Director.

Woodbridge Bylaw Amendment:

The following sentence has been added at the end of the second paragraph of Article V. Section 4. of the Bylaws:

In the case of a tie between two candidates, the elected Director deemed to have received the applicable greatest number of votes shall be determined as provided for in the Election Rules of the Association, from time to time. Further, in the case of an election year where there are three (3) Directors to be elected, and there is no tabulation of the ballots, as provided in the Election Rules, the “At Large” Director shall be determined as provided in those Rules.

CONSENT CALENDAR

A motion was made by Director Davis, seconded by Director Mavity, passing unanimously. It was,

- 1) **RESOLVED, to accept the minutes from the Regular Board of Directors Meeting held November 4, 2009.**
- 2) **RESOLVED, to authorize Association Lien Services to record a lien for delinquent assessments and to suspend the Member’s use of the Association’s Community Facilities in accordance with the provisions of the Woodbridge Declaration Article XII, Section 1 (d), in the Delinquent Assessment Collection Policy, for the following accounts:
08897-087-01,08900-047-03, 08981-025-01, 09595-041-02,
09656-008-03, 10161-008-02, 10163-035-02, 10337-057-02,
10345-130-02,10349-022-02, 10361-055-01, 11654-084-02
and 12068-004-01.**

- 6) **RESOLVED, to approve the engagement proposal from Inouye, Shively & Longtin, Certified Public Accountants, at a cost of \$11,000.00 for the audit and tax returns for year ended December 31, 2009 with funding from Operating.**
- 7) **RESOLVED, to contract with Waterline Technologies to purchase twelve pool heaters for the Ashwood, Blue Lake, Briarglen, Firwood, Meadow, Smokestone and Windjammer facilities with a cost of approximately \$19,066.06 with funding from Reserves.**
- 8) **RESOLVED, to contract with Aqua Creations, subject to legal review, to fiberglass the pool, spa and wader at Blue Lake Swim Club, and the spas at the Shorebird, Springvale, Stonecreek, Wintermist and Woodspring facilities with a cost of approximately \$100,580.00 with funding from Reserves.**
- 9) **RESOLVED, to authorize Executive Director Kevin K. Chudy and the Community Relations Manager to attend the CMIA Large Scale Managers Workshop from March 28th through March 31, 2010.**

The following items were removed from the Consent Calendar and discussed individually:

- 4) Resolve to approve the purchase of a new Dell laptop computer with a cost of \$42,461.55 with funding from Capital Improvements.

Director Davis confirmed with Staff that the laptop had already been purchased and commented that he felt the new laptop was too costly and he would like Staff to watch costs more closely. After a brief discussion, a motion was made by Director Davis, seconded by Director Mavity, and passed unanimously. It was,

RESOLVED, to approve the purchase of a new Dell laptop computer with a cost of \$2,461.55 with funding from Capital Improvements.

- 5) Resolve to approve the purchase of a Laser Jet P3005N Printer from Hewlett-Packard Company with a cost of \$890.65 with funding from Capital Improvements.

Director Sokolski questioned the need for a Laser jet printer and Controller Romero responded that it was a replacement for the Maintenance Secretary and that type of printer is needed to accept legal sized paper, envelopes, to perform double-siding, etc. After brief discussion, a motion was made by Director Sokolski, seconded by Director Cheema and passed unanimously. It was,

RESOLVED, to approve the purchase of a new Dell laptop computer with a cost of \$890.65 with funding from Capital Improvements.

DIRECTORS COMMENTS

Proposed Memorial Sundials

Director Mavity requested that President Driscoll allow this agenda item to be moved up, as he may have to leave early. Director Mavity requested that the Board direct Staff to prepare a proposal regarding adding sundials to the Memorial Bench and Tree program, and report back to the Board next month. The Board reviewed a letter prepared by Director Mavity with more details. After a brief discussion, a motion was made by Director Davis, seconded by Director Sokolski, and passing unanimously. It was,

RESOLVED, to authorize Staff to prepare a proposal incorporating sundials into the Memorial Bench and Tree Program and report back to the Board next month.

FINANCIAL STATEMENTS

The Board reviewed the October 2009 Financial Statements. Controller Romero briefly reported on various line items. A motion was made by Director Katz, seconded by Director Woodings, passing unanimously. It was,

**RESOLVED, to accept the Financial Statements for October 2009.
(Exhibit A)**

LIEN FORECLOSURE

President Driscoll reported that the Board met earlier in Executive Session and had voted, in accordance with the Association's Delinquent Assessment Collection Policy, to commence foreclosure proceedings on the liens for the following accounts:

1) 10161-027-03 and 2) 10349-081-01.

COMMITTEE MINUTES

Architectural Committee

Architectural Committee Chair Henry Myers reported that two major remodels are currently in progress.

Finance Committee

Reviewed and no action necessary.

Facilities Committee

Reviewed and no action necessary.

Recreation Committee

Recreation Manager Redington reported that resident calls, both for and against, have been received regarding the proposal concerning reducing Shorebird Pool hours to 10:00 p.m. on weekdays and midnight on the weekends. Mr. Redington noted that the global pool facility hours study requested by the Board would commence in the spring when the Recreation Committee begins its annual facility inspections.

Mr. Redington also stated that the Recreation Committee has elected not to recommend the installation of tennis court lights at Timber Run Park due to the projected high costs, which are estimated at \$42,000, and due to the concerns raised by neighboring residents.

OLD BUSINESS

Blue Lake Swim Club Water Feature Update

Executive Director Chudy reported that no new information had come from the Orange County Health Department regarding the water feature.

NEW BUSINESS

Community Services Field Summary and Lakes Update

The Board reviewed the *Community Services Field Summary* report for October 29 to November 23, 2009. The Board also reviewed the *Front Gate and Spa Usage* report. The Board also reviewed the Lakes Update from October 27 to November 24, 2009.

Adoption of Proposed Revised Retention Basin Garden Area Rules

Executive Director Chudy stated that the Proposed Revised Retention Basin Garden Area Rules have been published to the Membership, and that one letter had been received from the Membership regarding the Rules, which is included in the packet. After a brief

discussion, a motion was made by Director Davis, seconded by Director Katz, passing unanimously. It was,

RESOLVED, to adopt the following Rules, Regulations and Operating Policies for the Garden Area within the Woodbridge Retention Basin, as Chapter 6, Article VI: and

FURTHER RESOLVED, that the effective date of these Rules shall be March 1, 2010; and

FURTHER RESOLVED, in accordance with the provisions of section 6-179 of the below stated Garden Area Rules, the Board of Directors hereby appoints, effective as of March 1, 2010, the Woodbridge Community Garden Club (“WCGC”) as its Committee to monitor the conformance of Members to these Association Rules and their Garden Plot Use Agreement; and

FURTHER RESOLVED, to authorize Staff to notify the Membership of the adoption of these Rules and the effective date in compliance with California Civil Code Section 1357.130.

Chapter 6. Article VI. GARDEN AREA WITHIN THE WOODBRIIDGE RETENTION BASIN

Section 6-173. General. The following Rules shall apply to the use and operation of the garden area by Members within the Woodbridge Village Association Community Facility known as the Retention Basin. The Association shall establish a certain number of garden plots within the Retention Basin, for the use and enjoyment of the Members, in accordance with the following Rules. The use thereof by the Members shall be subject to their compliance with the Rules, and their prior written Agreement to abide by such Rules.

Section 6-174. Use Agreement. Each Member, in order to be eligible to use a garden plot for gardening purposes shall have a valid Woodbridge photo ID access card and shall have signed an Association Garden Plot Use Agreement. The Use Agreement shall contain those terms and conditions as specified from time to time by the Association, and shall be for periods of not more than one year, starting in March of each year. The right to use the garden plot shall also be subject to suspension or revocation pursuant to the procedures stated in Sections 6-180 and 6-181, below.

Section 6-175. Fees. The Association, through its Board of Directors, shall annually establish, at the time of its adoption of the Annual budget, the amount of any registration

fee, if any, to be charged each year to the Member for each of the garden plot's use for that year. In addition, the Member shall pay to the Woodbridge Community Garden Club ("WCGC") the fees established by the WCGC for its functions in administering the Garden Club's activities.

Section 6-176. Assignment of Plots within the Garden Area.

(a) One (1) garden plot may be assigned to one or more Members, for each Lot or unit owned who meet the above stated requirements, in the order of receipt of the Application, together with the fees, if any, and the Association's Use Agreement. Each Member requesting a joint plot assignment shall be on title to the same Lot or Unit.

(b) Members, including those who are requesting a joint plot assignment, who have been assigned an additional plot prior to these new Rules being adopted by the Board of Directors in 2009 may have one (1) additional plot assigned for a period of three (3) years from the effective date of these new Rules, only as long as the Member otherwise remains eligible for a plot assignment. Under no circumstances will any of those Members be assigned more than two (2) plots, jointly or individually. As those Members lose or forego their eligibility, there will be no further priority for the assignment of an additional plot.

(c) A Registered Tenant or Tenants under an Assignment of Privileges from an Owner of a Lot or Unit shall be eligible for a plot assignment for that Lot or Unit, and the Owner of that Lot or Unit shall not be for that Lot or Unit; provided, however, that Owner of a Lot or Unit shall be eligible for an assignment of a plot for another owned Lot or Unit, subject to the same restrictions on the number of plots.

(d) Under no circumstances shall any Member be entitled to more than two (2) Plots, regardless of the number of Lots or Units owned in Woodbridge or otherwise entitled to use, including if that additional plot has been awarded to that Member in accordance with the procedures specified below in Section 6-177 for assignment of excess plots.

(e) Priority of the location of the plot shall be given to the returning Member who was assigned a plot and is requesting the same plot again.

Section 6-177. Assignment of Additional Plots.

(a) If there are plots still available after the above initial assignments, and there are more Members seeking an additional plot, up to the maximum of two (2), than the number then available, those remaining plots will be assigned by a lottery, utilizing fair and equitable procedures, as determined by the Association, and conducted by the WCGC and open to those Members who have been assigned less than two plots wishing to be assigned an additional plot.

(b) After all available Garden Plots have been assigned to Members who have submitted the necessary documents and met the requirements as detailed above, and

there are Members still desiring to be assigned a Plot, a waiting list will be maintained by the Association and Members will be notified when their name comes to the top of the list and a plot is available. A Member not accepting an available Garden Plot within 2 weeks will have his or her name removed from the waiting list.

Section 6-178. Members assigned a Plot, including those jointly assigned, must do their own gardening and cannot turn over their plot to someone else to work, except on a temporary basis with the approval of the Association Representative, and a Woodbridge Community Garden Club representative. A person requested to work a plot for a Member, in the Member's absence, must have written verification from the Member, and which is approved in writing by the WCGC which includes a valid reason why the Licensee is temporarily unable to garden the assigned plot. This written approval, if necessary, must be renewed after 90 days. If an extension beyond this additional 90 days is requested, the matter will be considered by the WCGC for a recommendation to the Association, who will make the final decision.

Section 6-179. The enforcement of these Rules and the imposition of any fines or penalties shall be the responsibility of the Board of Directors of the Woodbridge Village Association, sitting as the Fine/Appeals Panel. The Board of Directors of the Woodbridge Village Association may, by Resolution, appoint the WCGC as its Committee to monitor the conformance of Members to these Association Rules and their Garden Plot Use Agreement. The WCGC may make periodic checks of all garden plots to insure plots are being cared for properly and actively gardened year round. If the WCGC believes that a violation of Association Rules is occurring, the WCGC will make recommendations to the Community Relations Director, who will handle the matter as a Rule violation, to be handled in accordance with the Association's previously adopted and published procedures.

Section 6-180. In addition, the WCGC may recommend to the Association the revocation of the right to use the garden plot for (1) the violation of the Association Rules, including the failure to properly maintain his or her assigned Plot or who abandons his or her Plot, and/or (2) the violation of WCGC Rules which have not been corrected by a Member, after the WCGC had taken all of the specified actions in the WCGC Rules and Regulations with respect to violations, and which, in the view of the WCGC Board constitutes, as a whole, material grounds sufficient for the Board to consider the revocation of the right to use the garden plot in question by the Member.

Section 6-181. In the event of Rule violations, the Association, through the Board's Fine/Appeals Hearing process, may take appropriate actions including fines, suspension of privileges, and/or revocation of the right to use the garden plots.

North and South Lake Lagoon Water Clarity Update

Executive Director Chudy reported that Staff has received three (3) bids for a water quality consultant, and will present them along with a recommendation to the Board next month.

2010 Annual Meeting

Executive Director Chudy recommended that the date for the Annual Meeting and Election of Directors be April 7, 2010. After a brief discussion, a motion was made by Director Davis, seconded by Director Woodings, and passed unanimously. It was,

RESOLVED, to establish Wednesday, April 7, 2010 as the date for the 2010 Annual Meeting and Election of Directors.

WiFi in WVA Facilities

Mr. Chudy reported that the WiFi network would be installed at Stonecreek on Tuesday, December 8th, and a ribbon cutting ceremony will be arranged for the Board once the installation has been completed.

COUNTY, CITY, SCHOOL DISTRICT, AND THE IRVINE COMPANY

IUSD – Alderwood School Site Update

Executive Director Chudy reported that he testified on behalf of the Association at the Irvine City Council Scoping Session regarding the William Lyon Homes proposed plan to build 48 single-family homes on the former Alderwood site. Mr. Chudy also noted that the developer will be meeting with the Association's Architectural Committee soon to present a proposed site plan and elevations.

Woodbridge Shopping Center Article and Mobil Station Demolition Update

The Board reviewed the article provided by the Irvine Company summarizing the current stores and services offered at the Woodbridge Village Center and the status of the gas station. This article will appear in the January edition of *Reflections*.

Woodbridge High School Expansion and Aquatic Center Project

The Board reviewed the Notice of Availability and the Notice of Intent to Adopt a Mitigated Negative Declaration from the IUSD and Mr. Chudy noted that the School District hearing is scheduled to take place on February 10, 2010. Mr. Chudy summarized that the proposed

project includes an aquatic center, music/fitness center, parking lot reconfiguration and other improvements. Mr. Chudy asked if the Board had any comments or if it would like to follow this issue. The Board agreed to receive and file these Notices.

ATTORNEY REPORT

Mr. Hickey noted that he will provide a summary of newly adopted laws and a selected case law update in the January Board packet.

MANAGER'S NOTES

Back up Battery System Recycling/Scrap

Mr. Chudy noted that the old back up batteries are in storage and the Staff plans to use them for a future project.

Flu Shots

The Flu Shot program has been completed.

Committee Holiday Party

Mr. Chudy noted that he will send reminders to the Board Members for the party next week .

Lunch with Mayor Kang

Mr. Chudy reported that the Mayor would like to meet with the Board at his office as opposed to meeting for lunch. The Board suggested that the meeting be planned for after the New Year.

ADJOURNMENT

There being no further business to discuss, a motion to adjourn was made by Director Katz, seconded by Director Sokolski, and passed 7/0. It was,

**RESOLVED, to adjourn the December 2, 2009 Board of Directors' Meeting
at 8:40 p.m.**

Submitted By:

Kevin K. Chudy – Secretary

Attest:

Carolyn Smith Driscoll - President