

MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

January 7, 2014

The Regular Meeting of the Golden Rain Foundation of Laguna Woods Board of Directors, a California non-profit mutual benefit corporation, was held on Tuesday, January 7, 2014, at 9:30 A.M., at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Larry Souza, Marv Rosenhaft, Pat Feeney, Ruth May, Maxine McIntosh, Linda Wilson, Heather Gerson, Margaret Klein, Carol Moore, Richard Palmer, Mary Stone

Directors Absent: None

Others Present: Jerry Storage, Patty Kurzet, Cris Robinson (9:30 A.M. - 11:27 A.M.), Jon Epsten, Esq., Epsten Grinnell & Howell, APC
Executive Session: Jerry Storage, Cris Robinson, Kim Taylor, Jon Epsten, Esq, Luis Rosas

CALL TO ORDER

President Larry Souza served as Chair of the meeting and stated that it was a regular meeting held pursuant to notice duly given and that a quorum was present. The meeting was called to order at 9:30 A.M.

PLEDGE OF ALLEGIANCE TO THE FLAG

Director May led the membership in the Pledge of Allegiance to the Flag.

ACKNOWLEDGEMENT OF PRESS

A representative of the Laguna Woods Globe and the Channel 6 Camera Crew, by way of remote cameras, were acknowledged as present.

APPROVAL OF AGENDA

Without objection, the Board approved the agenda as amended by removing 13(a) *Approve the Acquisition of Arboc Buses for all Approved Bus Replacements* and placing it under the Mobility and Vehicles Committee Report for discussion.

APPROVAL OF MINUTES

Without objection, the Board approved the minutes of the Regular Meeting of December 3, 2013 as written.

MEMBER COMMENTS

- Toni Barrient (2139-O) commented on the Senheiser devices, and displaying the closed captions on the tv monitors.
- Roberta Berk (933-B) commented on the Aliso Creek.
- Charlie Hammer (923-B) commented on United resales.
- Barbara Howard (187-A) commented on the Open Meeting Act.
- Maggie Brown (468-D) commented on GRF Trust issues.

- Kathryn Freshley (5490-N) commented on the cancellation of the GRF Finance Committee Meeting.
- Denny Welch (5517-1C) commented on resales.
- Tony Dauer (96-C) recommended improvements to the Community.
- Jonathan Adler (2315-B) commented on GRF Trust issues.
- Mike Straziuso (4006-2E) commented on the Community governance structure.
- Bert Moldow (3503-A) commented on energy and the GRF Trust.
- Carol Skydell (3070-B) commented on the GRF Trust.

The Directors briefly responded to Members' comments.

DISCIPLINARY HEARING

Ms. Patricia M. English, the Member at 928-A Avenida Majorca, is alleged to have made statements in violation of: Media Use Policy Mission Statement and Guidelines.

Ms. Cris Robinson provided a summary of the hearing process.

Ms. English was present with United Corporate Counsel, Jeff Beaumont, Esq.

Video clips of Ms. English's comments made on TV 6 were played for the Board members.

Mr. Beaumont asked that when the Board adjourns to Closed Session to deliberate on Ms. English's hearing, that the Board take no action and revisit the Media Policy. Mr. Beaumont spoke to the flaws in the Media Use Policy and stated that it is subject to challenge and scrutiny.

Ms. English addressed the Board on the allegation and commented on her First Amendment Rights.

The Board was given the opportunity to ask questions of Ms. English.

Members John Beckett, Jack Bassler, Kathryn Freshley, Jan LaBarge, and Bert Moldow addressed the Board.

GENERAL MANAGER'S REPORT

In the interest of time and at the request of Director Stone, Mr. Storage did not report on the ongoing GRF projects within the Community.

CHAIR'S REPORT

President Souza reported that the Directors' contact information is available in the General Manager's Office, and stated that various committee chair reports will be given every other month.

UNFINISHED BUSINESS

Ms. Cris Robinson provided an update on the Specific Plan process.

Ms. Robinson left the meeting at 11:27 A.M.

The Secretary of the Corporation, Director Linda Wilson, read the following proposed resolution to adopt revisions to the Recreation Division Policy:

RESOLUTION 90-14-xxx

WHEREAS, the Golden Rain Foundation has established a Recreation Division Policy to streamline and reduce confusion regarding use of its facilities by residents; and

WHEREAS, revisions were made to reflect the new wording in the Facility Reservation Agreement;

NOW THEREFORE BE IT RESOLVED, March 4, 2014, that the Board of Directors of this Corporation hereby adopts the revisions to its Recreation Division Policy; and

RESOLVED FURTHER, that Resolution 90-13-87 adopted October 1, 2013 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 Stone moved to amend the Recreation Division Policy by deleting III.E.3.a. in its entirety and altering III.E.3.b. as follows:

3. Boarded Horses, Resident Owned
 - a. ~~The resident must provide proof of ownership or sign an affidavit attesting to the ownership and full financial and decision making responsibility for the board and care of the horse~~
 - b. Only horses solely owned/leased by a resident may be boarded at the Equestrian Center

Director McIntosh seconded the motion and the motion carried unanimously.

Director Wilson moved to approve the policy as amended and postpone it to the March meeting to conform to the 30 day notification requirement. Director Stone seconded the motion and discussion ensued. The motion carried unanimously.

NEW BUSINESS

The Board discussed adopting the Ethics and Conflict of Interest Code.

Director Rosenhaft moved to refer 12(a) *Discuss and Consider Adopting Ethics and Conflict of Interest Code*, 21(a) *Entertain Motion to Establish a Media & Communications Charter*

Review Ad Hoc Committee, and 21(b) Entertain Motion to Establish a Media & Communications Media Policy Review Ad Hoc Committee to a Special Board meeting.

The motion was seconded and discussion ensued. The motion carried without objection.

CONSENT CALENDAR

Without objection the Consent Calendar was approved as amended, and the Board took the following actions:

- Approve Request to Authorize Use of a GRF Bus During the South County Senior Summit on Friday, March 21, 2014.
- Approve Harmonaires Club Request for Use of GRF Bus on January 23, 2014 and January 25, 2014.

RESOLUTION 90-14-01

WHEREAS, by way of Resolution 90-10-25, GRF upgraded its Recreation Division's reservation system software which allows members to purchase tickets to events at GRF facilities with credit cards, either through the lagunawoodsvillage.com website or at GRF recreation facilities; and

WHEREAS, while setting up the internet portal, it was discovered that there is a fee of \$1.00 per ticket for website processing, in addition to the existing credit card processing fees;

NOW THEREFORE BE IT RESOLVED, January 7, 2014, that the Board of Directors of this Corporation hereby approves the implementation of a convenience charge for users who purchase Box Office tickets via the web portal (lagunawoodsvillage.com) to offset the \$1.00 portal fee; 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.

COMMITTEE REPORTS

Director Heather Gerson reported from the Finance Committee.

Directors Gerson and Feeney gave the Treasurer's Report.

Director Marv Rosenhaft reported on the Mobility & Vehicles Committee.

Director Wilson read a proposed resolution approving the acquisition of the Arboc buses for all approved bus replacements with the stipulation that bus value does not exceed \$150,000. Director Wilson moved to approve the resolution. Director Gerson seconded the motion and discussion ensued.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution.

RESOLUTION 90-14-02

WHEREAS, the Mobility and Vehicles Committee considered two bus models for bus replacement and determined the Arboc bus is preferable due to the angle of the ramp, greater headroom, sloped floor and less vibration;

NOW THEREFORE BE IT RESOLVED, January 7, 2014, that the Board of Directors of this Corporation hereby approves the acquisition of the Arboc buses for all approved bus replacements with the stipulation that bus value does not exceed \$150,000 per bus after grants have been applied; 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 Ruth May reported on the Community Activities Committee.

Director Linda Wilson reported from the Security and Community Access Committee.

Director Linda Wilson reported from the Traffic Committee.

Director Marv Rosenhaft reported from the Maintenance and Construction Committee.

Director Larry Souza reported from the Recreation Master Plan Ad Hoc Committee.

Director Wilson read the following proposed resolution approving the Gate 16 Fitness Center with indoor pool as presented by the Architect:

RESOLUTION 90-14-xx

WHEREAS, by way of Resolution 90-13-79, the GRF Board of Directors approved \$18,717,500 for the Laguna Woods Village Recreation Master Plan; and

WHEREAS, to date the GRF Board of Directors has approved \$9,091,307 for Recreation Master Plan tasks; and

WHEREAS, based on input from the Community the Recreation Master Plan Ad Hoc Committee has considered adding an indoor pool to the Gate 16 Fitness Center; and

WHEREAS, the Recreation Master Plan has uncommitted funds in the amount of \$9,626,193; and the Recreation Master Plan Ad Hoc Committee has

recommended that the GRF Board move forward with the approved Plan to construct the Gate 16 Fitness Center with an indoor pool;

NOW THEREFORE BE IT RESOLVED, January 7, 2014, that the Board hereby approves the Gate 16 Fitness Center construction of an indoor pool to be funded from the Recreation Master Plan Fund in the total amount of \$8,300,000; and

RESOLVED FURTHER, that \$1,326,193 will remain uncommitted from the Recreation Master Plan Fund; and

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

Director Rosenhaft moved to approve the resolution. Director Gerson seconded the motion and discussion ensued.

Director McIntosh amended the motion to eliminate the indoor pool. Director Moore seconded the motion and discussion ensued.

Members Kathryn Freshley (5490-N), Roberta Berk (933-B), Judith Troutman (3011-B), Joan Milliman (969-3D), Marc Bayer (796-B), and Faye Pearl (2238-F) commented on the amendment.

By a vote of 2-8-0 (Directors Moore and McIntosh voted in favor) the amendment failed.

Director Stone moved to refer the matter back to the Committee. Director McIntosh seconded the motion. By a vote of 7-3-0 (Directors May, Rosenhaft and Gerson opposed), the motion carried.

Director Pat Feeney reported from the Media & Communications Committee.

Director Maxine McIntosh reported from the Landscape Committee.

Director Dick Palmer reported from the Energy Committee.

Director Wilson read a proposed resolution approving the Energy Committee Charter. Director Wilson moved to approve the resolution. Director Rosenhaft seconded the motion and discussion ensued.

Director McIntosh amended the motion to delete Number 7 "That all products, where practicable, be made by American Companies in America and that each company will consider hiring Military Service Personnel returning to civilian life". Director Feeney seconded the motion and discussion ensued.

Member Marc Bayer (796-B) commented on the amendment.

By a vote of 6-4-0 (Directors McIntosh, Wilson, Stone, Gerson, Feeney, and Klein voted in favor), the amendment carried.

Director Rosenhaft amended the motion to add the following words after Number 2 "based on their research data". Director Stone seconded the motion and the motion carried unanimously.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution as amended:

RESOLUTION 90-14-03

**GOLDEN RAIN FOUNDATION
ENERGY COMMITTEE CHARTER**

WHEREAS, on November 5, 2013, an Energy Committee has been established as a standing committee pursuant to Article 7, Section 7.1.1 of the Bylaws of the Corporation;

NOW THEREFORE BE IT RESOLVED, January 7, 2014, that the Board of Directors of this Corporation hereby assigns the duties and responsibilities of this Committee, as follows:

1. Perform the duties imposed upon all standing committees as set forth in the resolution entitled, "General Duties of Standing Committees".
2. Review monthly energy statements and other reports affecting the energy status of this Corporation and review performances in relation to the objectives of this committee, **based on their research data**.
3. Review the current status of energy consumption and costs within the purview of GRF responsibilities.
4. Review all devices or systems that either generate, control or consume energy that can be considered as part of the Energy Committee's responsibilities and make suggestions to the Board.
5. If the results of this Committee are applicable to the Housing Mutuals, these recommendations can be forwarded to the proper committees within each Housing Mutual.
6. Review vendor proposals and preliminary estimated cost data to evaluate the financial benefits to Board.

~~7. That all products, where practicable, be made by American Companies in America and that each company will consider hiring Military Service Personnel returning to civilian life.~~

8. This Committee shall make energy-related recommendations to the Board.

RESOLVED FURTHER, that the Energy Committee shall perform such other tasks as may be assigned by the GRF President or the Board.

DIRECTORS' COMMENTS

Directors made their final comments.

MEETING RECESS

The regular open meeting recessed at 1:00 P.M. and reconvened into Executive Session at 1:40 P.M.

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

During its Regular Executive Session Meeting of December 3, 2013, the Board revised and approved the minutes of the November 5, 2013 Regular Executive Session. The Board held two member disciplinary hearings; discussed the litigation report, flood mitigation, and legal counsel.

During its Special Executive Session Meeting of December 26, 2013, the Board discussed United Mutual's proposed GRF Bylaw Amendment.

ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting adjourned at 4:40 P.M.

Linda Wilson, Secretary