

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

March 4, 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, March 4, 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, Mary Stone, Richard Palmer

Directors Absent: Richard Palmer (Executive Session) Carol Moore (left Executive Session 3:25PM)

Others Present: Jerry Storage, Kim Taylor, Cris Robinson (10:45 – 11:15) Betty Parker (11:30 – 12:00)
Executive Session: Jerry Storage, Cris Robinson, Kim Taylor, Jon Epstein, Esq (via telephone 1:45 PM,) Bob Mulvihill, Esq. (3:00 PM,) Betty Parker, Luis Rosas, James David

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 McIntosh 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 agenda was approved as written.

APPROVAL OF MINUTES

Without objection, the Board approved the minutes of the Regular Meeting of February 4, 2014 as written; the minutes of February 13, 2014 as written; and the minutes of February 24, 2014 as written.

MEMBER COMMENTS

- Mike Straziuso (4006-2E) commented on the Director moritorium for appearing on TV6.
- Lucy Falk (3377-A) commented on a Thanksgiving dinner event.
- Bert Moldow (3503-A) commented on the Recreation Master Plan and Gate 12.
- Pat English (928-A) commented on work that needs to be done in United Mutual.
- Edward Tao (2306-B) commented on the Recreation Master Plan.

- John Gee (877-B) commented on the handling of money and the Paul Hastings report.
- Marc Bayer (796-B) thanked the Board for their work and spoke of the difference between GRF and the Mutuals.
- Daniel Boone (595-B) thanked the Board for the hearing devices.
- Catherine Brians (2165-C) offered her support to the GRF Board.
- Katherine Freshley (5490-N) commented on dry rot in the community and the Recreation Master Plan.
- Tony Dauer (96-C) commented on an indoor gym and the Recreation Master Plan.
- Maggie Brown (468-D) commented on the Governing Documents and the Friends of the Village meeting.
- Rae Tso (3256-A) commented on the community and the Recreation Master Plan.
- Joan Milliman (969-3E) commented on community and the Recreation Master Plan.
- Ryna Rothberg (704) commented on the descention between the Boards.
- Joan Brown (5587-A) commented on a long term plan for the Community.

The Directors briefly responded to Members' comments.

GENERAL MANAGER'S REPORT

Mr. Storage reported on the ongoing GRF projects within the Community.

CHAIR'S REPORT

President Souza commented on specifics of the Community with regard to the Recreation Master Plan.

UNFINISHED BUSINESS

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

Director Wilson read a proposed resolution adopting the revisions to the Recreation Division Policy, which was postponed to satisfy the 30-day notification requirement. Director Wilson moved to approve the resolution. Director Moore seconded the motion and discussion ensued.

Director McIntosh moved to amend the policy under I. Access to GRF Recreation Facilities (B) Guests/Other (1) Guests must always be accompanied by a resident except at pools and fitness centers where residents ~~may~~ **shall** sign in their adult guests and **may** leave the facility, and no sign-in is required if the guest has a Privilege Pass. The motion was seconded by Director Wilson.

By a vote of 8-1-1 (Directors Stone abstained, Director Klein opposed) the amendment carried.

By a vote of 8-2-0, (Directors Stone, Klein opposed) the motion carried and the Board of Directors adopted the following resolution.

RESOLUTION 90-14-12

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.

The Secretary of the Corporation, Director Linda Wilson, read the following proposed resolution to adopt revisions to the Traffic Rules and Regulations:

RESOLUTION 90-14-XX

WHEREAS, the Golden Rain Foundation Security and Community Access Committee has recommended the adoption of the revised Traffic Rules and Regulations by the Golden Rain Foundation to standardize the traffic rules enforcement program and improve consistency within the Community; and

WHEREAS, the Traffic Rules and Regulations are intended to mirror the California Vehicle Code and to adhere to the Davis-Stirling Act;

NOW THEREFORE BE IT RESOLVED, May 6, 2014, that the Board of Directors of this Corporation hereby adopts the Golden Rain Foundation of Laguna Woods Traffic Rules and Regulations; and

RESOLVED FURTHER, that enforcement of said rules shall commence upon proper notice to the Membership of the Community; and

RESOLVED FURTHER, that Resolution 90-12-17 adopted February 7, 2012, and all other previous traffic rules and regulations are 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 Wilson moved to approve the policy and postpone it to the May meeting to conform to the 30-day notification requirement. Director Gerson seconded the motion and discussion ensued.

Member Barbara Copley (410-D) commented on the resolution.

By a vote of 5-6-0 (Directors Souza, Palmer, McIntosh, Stone, Klein, and Moore opposed) the motion failed.

By way of unanimous consensus the Board directed the Security and Community Access Chair to call a special Security and Community Access meeting to review the proposed changes to the GRF Traffic Rules and Regulations.

NEW BUSINESS

Director Wilson read a proposed resolution adopting the Board Member Document Request Policy. Director Wilson moved to approve the resolution. Director Rosenhaft seconded the motion and discussion ensued.

Ms. Betty Parker answered questions from the Board.

Director Rosenhaft moved to amend the resolution to remove 'or in person' from guideline number 1. Director Wilson seconded the motion.

Members Kathryn Freshley (5490-N) and Johnathon Adler (2315-B) commented on the resolution.

By a vote of 9-0-2 (Directors Moore and Klein abstained) the amendment carried.

Director Rosenhaft moved to add 'only' after consensus: '...consensus only within the relevant committee or board meeting.' in guideline number 5. The motion was seconded by Director Gerson. By a vote of 5-5-0 (Directors Rosenhaft, Gerson, Feeney, Wilson, May in favor) the motion failed.

Director Feeney moved to remove '...which allows for discussion, consensus, and planning of a reasonable response time' from guideline number 4. Director Gerson seconded the motion. By a vote of 6-5-0 (Directors Stone, McIntosh, Palmer, Klein, Moore opposed) the motion carried.

Director Stone moved to remove guideline number 3. Director McIntosh seconded the motion. By a vote of 5-6-0 (Directors Souza, Rosenhaft, Gerson, Feeney, Wilson, May opposed) the motion failed.

Director Wilson moved to adopt the resolution as amended. Director Rosenhaft second the motion.

Director Moore called for a roll call vote.

By the following roll call vote of 5-5-1 the motion failed.

Aye: Directors Feeney, Rosenhaft, Wilson, Gerson, Souza

Nay: Directors Moore, Stone, Klein, McIntosh, Plamer

Abstain: Director May

RESOLUTION 90-14-

WHEREAS, Section 8334 of the California Corporations Code states that “Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.”; and

WHEREAS, the Board desires to uphold statutory rights for each director while ensuring that responses are provided in a timely, equitable manner and without compromising existing service levels for administrative staff and without compromising the privacy rights of any individual;

NOW THEREFORE BE IT RESOLVED, that the Board adopts the following guidelines when responding to requests from a director for association records:

Guidelines for Director Request of Association Records

1. Request shall be made in writing ~~or in person~~, during regular business hours, to the General Manager, the Corporate Secretary, or the appropriate Division Director.
2. Records will be made available in the most reasonable and cost effective manner possible, as determined by the Managing Agent, either: 1) for inspection at the administrative office, 2) by hard copy delivered to the director’s mailbox located in the administrative office, or 3) by email.
3. Records for the current fiscal year will be made available within ten (10) business days of the request. Records for the prior two fiscal years will be made available within thirty (30) calendar days of the request. Records older than the prior two fiscal years may not be readily available and may require longer than 30 calendar days.
4. To minimize cost and potential disruption in administrative services, the Board encourages use of the long standing practice whereby director requests are made at scheduled committee and board meetings ~~which allows for discussion, consensus, and planning of a reasonable response time.~~
5. These guidelines will apply to corporate records and do not provide for any analysis, legal opinion, interpretation, explanation, comparisons, historical background, or opinions on the records requested or of information contained within such records. Any creation of new records or such analyses will be directed by consensus within the relevant committee or board meeting.

CONSENT CALENDAR

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

- (a) Approve the Purchase and Installation of two 8-foot Hunter Green Thermoplastic Picnic Benches, as a Pilot Program, Placed at Aliso Creek.
- (b) Approve the Temple Judea Social and Cultural Club's Request to Bypass the Lottery Process for their 50th Anniversary Gala Banquet to be held January 10, 2015 at Clubhouse 5.
- (c) Approve the Kiwanis Club's Request to Bypass the Rollover Reservation Policy for 2015, and to reduce the Exception Reservation Rate to the Resident Reservation Rate for 2014 only.
- (d) Approve the Men's 18 Hole Golf Club's Request to Hold a Helicopter Ball Drop at their Memorial Golf Tournament, with the contingency of Providing a \$10 Million Limit of Insurance for Aircraft Liability Insurance and Name GRF as an Additional Insured.

COMMITTEE REPORTS

Director Heather Gerson reported from the Finance Committee.

Directors Gerson and Feeney gave the Treasurer's Report.

Director Moore moved to forego all committee reports without resolutions. Director Stone second the motion. By a vote of 6-5-0 (Directors Wilson, Feeney, Rosenhaft, Gerson, Souza opposed) the motion carried.

Third Board Director Ray Gros provided an update on the asphalt program.

The Secretary of the Corporation, Director Linda Wilson, read the following proposed resolution to approve extended gate hours at Gate 12 to accommodate extended events at Clubhouse Two and the Village Greens:

Resolution 90-14-xx

WHEREAS, the Recreation Division allows residents to extend the hours at Clubhouse Two and the Village Greens beyond 11:00 PM because the facilities are not in close proximity to homes; and

WHEREAS, Gate 12, behind which Clubhouse Two and the Village Greens is located, closes at 11:00 PM; and

WHEREAS, the Golden Rain Foundation recognizes the conflict between the facilities hours and Gate 12 hours;

NOW THEREFORE BE IT RESOLVED, May 6, 2014, the Board of Directors of this Corporation hereby approves extended gate hours at Gate 12 to accommodate extended events at Clubhouse Two and the Village Greens; and

RESOLVED FURTHER, residents who contract for extended hours at the clubhouse or the Village Greens will also contract for **a 2 hour** extended gate hours; and

RESOLVED FURTHER, the resident will be billed an amount of \$50 for extended gate hours through the Recreation Division's reservations contract; 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 Wilson moved to approve the policy and postpone it to the May meeting to conform to the 30-day notification requirement. Director Gerson seconded the motion and discussion ensued.

Members Isabel Muennichow (5285) and Barbara Copley (410-D) commented on the resolution.

Director Moore moved to amend the resolution to add '**a 2 hour**' in the first RESOLVED FURTHER. Director Stone second the motion. The amendment carried unanimously.

The motion to approve the policy and postpone it to the May meeting to conform to the 30-day notification requirement as amended carried unanimously.

Director Wilson read a proposed resolution approving the Gate 16 Fitness Center construction to be funded from the Recreation Master Plan Fund in the total amount of \$8,300,000. Director Rosenhaft moved to approve the resolution. Director Gerson seconded the motion and discussion ensued.

Members Marc Bayer (796-B), Kathryn Freshley (5490-N), and Ryna Rothberg (704) commented on the resolution.

Director Moore called for a Roll Call vote.

By the following roll call vote of 6-5-0, the motion carried.

Aye: Directors Rosenhaft, Feeney, May, Wilson, Gerson, Souza

Nay: Directors Moore, Stone, Klein, Palmer, McIntosh

RESOLUTION 90-14-13

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, on December 18, 2013 the Committee endorsed including an indoor pool at the Fitness Center with a budget of \$8,300,000; and

WHEREAS, on January 7, 2014 the Board reviewed the Committee endorsement and sent it back to the Committee for further information; and

WHEREAS, the Recreation Master Plan has uncommitted funds in the amount of \$9,626,193; and on February 19, 2014 the Recreation Master Plan Ad Hoc Committee has recommended that the GRF Board move forward with constructing the Gate 16 Fitness Center with an indoor pool;

NOW THEREFORE BE IT RESOLVED, March 4, 2014, that the Board hereby approves the Gate 16 Fitness Center construction to be funded from the Recreation Master Plan Fund in the total amount of \$8,300,000;

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.

The Secretary of the Corporation, Director Linda Wilson, read the following proposed resolution to approve the Tree signage policy:

RESOLUTION 90-14-xxx

Policy for Tree Signage

WHEREAS, tree signs throughout the Community vary in different shapes, sizes and colors, and the GRF Landscape Committee has found it necessary to establish one sign standard;

WHEREAS, this Corporation also recognizes the need to establish a policy to streamline installation requirements for tree labeling;

NOW THEREFORE BE IT RESOLVED, May 6, 2014, that the Board of Directors of this Corporation hereby adopts the following standard:

1. No one may attach anything to GRF property without prior approval.

2. Begin by contacting the managing agent prior to installation(s).
3. Tree trunks must be at least four inches in diameter.
4. The label must be limited to a 3" x 5" size, with white lettering on a black background using only the botanical and common names of the tree and the country of origin. No names of persons or organizations may appear on any label.
5. Mount with only a galvanized steel nail leaving a two inch space between the trunk of the tree and the end of the nail.

RESOLVED FURTHER, that this resolution shall become in full force and effect on May 6, 2014; and

RESOLVED FURTHER, that Resolution 90-06-97 adopted on November 7, 2006, is hereby superseded and canceled; 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 Wilson moved to approve the policy and postpone it to the May meeting to conform to the 30-day notification requirement. Director Gerson seconded the motion and discussion ensued. The motion carried unanimously.

DIRECTORS' COMMENTS

Due to time constraints, no comments were made.

MEETING RECESS

The regular open meeting recessed at 1:10 P.M. and reconvened into Executive Session at 1:45 P.M.

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

During its Regular Executive Session Meeting of February 4, 2014, the Board approved the minutes of the January 7, 2014 Regular Executive Session. The Board held two member disciplinary hearings; discussed ADA compliance; discussed correspondence from Mutual Counsel; discussed potential litigation issues; discussed Trust issues; discussed seeking legal opinion regarding Board procedures; and reviewed the Litigation Status Report.

ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting adjourned at 4:45 P.M.

Linda Wilson, Secretary