

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

September 17, 2014

A Special Meeting of the Golden Rain Foundation Board of Directors, a California non-profit mutual benefit corporation, was held on Wednesday, September 17, 2014 at 1:30 P.M. at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Mike Comer, Pat Feeney, Dick Palmer, Maxine McIntosh, Mary Stone, Margaret Klein, John Parker, Sharon Roddan, Lucy Shimon, Stanley Feldstein

Directors Absent: Carol Moore

Staff Present: Cris Robinson, Betty Parker, Kim Taylor

Others Present: None

CALL TO ORDER:

President Comer served as Chair of the meeting and stated that it was a special meeting held pursuant to notice duly given and that a quorum was present. The meeting was called to order at 3:10 P.M.

APPROVAL OF THE AGENDA

By unanimous consensus, the Board approved the agenda as amended with the addition of 'Discuss and Consider Inspector of Election.'

MEMBER COMMENTS

John McRae (5500-2H) commented on the Restaurant 19 Bar contract.

Pamela Grundke (2214-B) commented on the Trust and the Restaurant 19 contract.

Director McIntosh moved to approve a proposed resolution authorizing the Agent to file and execute documents required for federal funding under FTA Section 5310 with the Department of Transportation. Director Stone seconded the motion and discussion ensued.

By a vote of 7-1-1 (Director Feldstein opposed and Director Palmer abstained) the motion carried and the following resolution was adopted:

**AUTHORIZING FEDERAL FUNDING UNDER FTA SECTION 5310
(49 U.S.C. SECTION 5310)
WITH CALIFORNIA DEPARTMENT OF TRANSPORTATION**

RESOLUTION 90-14-55

WHEREAS, the U. S. Department of Transportation is authorized to make grants to states through the Federal Transit Administration to support capital projects for non-urbanized public transportation systems under Section 5310 of the Federal Transit Act (**FTA C 9070.1F**); and

WHEREAS, the California Department of Transportation (Department) has been designated by the Governor of the State of California to administer Section 5310 grants for transportation projects for the elderly and disabled; and

WHEREAS, The Golden Rain Foundation desires to apply for said financial assistance to permit operation of paratransit service in Laguna Woods and Laguna Hills; and

WHEREAS, the Golden Rain Foundation has, to the maximum extent feasible, coordinated with other transportation providers and users in the region (including social service agencies; and

WHEREAS, Resolution 90-11-16 adopted February 22, 2011 no longer provides Staff with sufficient authority required by the Department of Transportation to file and execute applications, certification of assurances, contracts and agreements, provide additional information, or submit and approve request for reimbursement of funds from the Department for the Section 5310 projects;

NOW THEREFORE BE IT RESOLVED, September 17, 2014, that the Golden Rain Foundation does hereby authorize Betty Parker, Financial Services Director of PCM Inc. as Agent, to file and execute applications on behalf of the Golden Rain Foundation with the Department to aid in the financing of capital projects pursuant to Section 5310 of the Federal Transit Act (**FTA C 9070.1F**), as amended; and

RESOLVED FURTHER, that PCM Inc. Agent for Golden Rain Foundation, is authorized to execute and file all certification of assurances, contracts or agreements or any other document required by the Department; and

RESOLVED FURTHER, that PCM Inc. Agent for Golden Rain Foundation, is authorized to provide additional information as the Department may require in connection with the application for the Section 5310 projects; and

RESOLVED FURTHER, that PCM Inc. Agent for Golden Rain Foundation is authorized to submit and approve request for reimbursement of funds from the Department for the Section 5310 projects; and

RESOLVED FURTHER, that Resolution 90-11-16 adopted February 22, 2011 is hereby rescinded.

Ms. Parker presented an updated borrowing resolution from Bank of America, a document that is required for a two-year renewal of the existing \$2 Million line of credit, at the discretion of the Board. Discussion ensued regarding the potential need for a line of credit.

Director McIntosh moved to abandon the existing \$2 Million line of credit for GRF. Director Roddan seconded the motion. By a vote of 8-0-1 (Director Feeney abstained) the motion carried.

Director Stone read a proposed resolution approving to single source Inspector of Election services to Martin & Chapman for the remainder of 2014. Director Stone moved to approve the resolution. Director McIntosh seconded the motion and discussion ensued.

By a vote of 9-0-0 the motion carried and the following resolution was adopted:

RESOLUTION 03-14-56

Approve Inspector of Election Services

RESOLVED, September 17, 2014, that due to Martin and Chapman's agreement to conform to the criteria established in the specifications as an Inspector of Election, carrying the proper insurance, and its familiarity with the Community, the Board of Directors of this Corporation hereby approves to single-source the contract to Martin and Chapman to perform the Inspectors of Election services for all remaining Corporate elections in 2014; 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.

Third Laguna Hills Mutual Kathryn Freshley provided a presentation to the Board regarding a proposed Delegation of Actions and Commitments Matrix.

With no further business before the Board of Directors, the special meeting was adjourned at 5:00 P.M.

Mary Stone, Secretary