

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 1, 2016

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 1, 2016, at 9:30 A.M., at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Mike Comer, John Parker, Beth Perak, Margaret Klein, John Beckett, Richard Johnston, Richard Palmer, Joan Milliman, John Luebbe

Directors Absent: Judith Troutman, JoAnn diLorenzo

Staff Present: Open Session: Brad Hudson, Kim Taylor, Cris Robinson, Paul Ortiz, Kurt Rahn
Executive Session: Kim Taylor, Francis Rangel, Jacob Huanosto, Cindy Grace, Laurie Chavarria, and Betty Parker

Others Present: None

CALL TO ORDER

President Mike Comer 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 John Luebbe led the membership in the Pledge of Allegiance to the Flag.

ACKNOWLEDGEMENT OF MEDIA

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 amended by adding "Discuss and Consider Installation of Orange County Water Quality Monitoring Equipment" as agenda item 23b.

APPROVAL OF THE MINUTES

Without objection, the meeting minutes of February 2, 2016 were approved as written.

CHAIR'S REPORT

President Comer commented on the success of the Governance 101 Workshop and announced that there will be a Governance 102 Workshop in the near future which is designed for sitting Board Members. President Comer announced that GRF has new Legal Counsel, Neuland Whitney & Michael and commented on the positive audit results for the Mutual.

MEMBER COMMENTS

- Roberta Berk (933-B) commented on air conditioning problems in some of the Clubhouses in the Community.
- Karen Wood (3160-A) speaking on behalf of the Cat Club voiced her concern over the room reservation fees and asked for clarification.
- Kitty Platt (3249-B) commented on toxic chemicals being used in various items
- Steve Leonard (696-D) spoke to Johnson Controls Workshops.
- Mary Stone (356-C) asked for a moment of silence for the passing of former Board Directors Burns Nugent and Linda Wilson.
- Suzanne Model (3314-A) asked that the Board hold an open Town Hall meeting addressing the proposed Gate Entry Clearance System and presented a list of questions to the Board.
- Grace Sams (3192-B) asked who responds to Security applicants and asked about the proposed Gate Entry Clearance System.
- Franklin Smith (5369-3D) commented on minutes not posted on the website and transparency.
- Dotty Fredericks (776-Q) commented on clearance problems that she had with friends unable to enter the gates and asked for a letter of apology to her guests.
- Bert Moldow (3503-A) spoke to the Process and Procedures Committee for the Boards and spoke to possible delays regarding the current procedures.
- Andre Torng (389-Q) commented on employee Policy and Procedures currently in place and suggested that any grievances should be brought to Brad Hudson, CEO.

GRF Directors Luebbe, Palmer, Johnston, Klein, Beckett, and Milliman briefly responded to Members' Comments.

CEO REPORT

Mr. Bradley Hudson spoke to his commitment to the community, to transparency, updated the Board on his strategy to improve customer service throughout the company, specifically through a website portal and announced a Town Hall meeting scheduled for March 10th at 4:30 PM in the Board room where he is the key note speaker. Mr. Hudson announced that Lori Moss will be starting on March 14th as the new Community Manager.

CONSENT CALENDAR

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

Community Activities Committee

Approve request to allow the Aquadettes Club to use Pool One exclusively for practices on Mondays and Fridays from 11:00 AM to 12:00 PM from March 4 to July 29, 2016.

Accept donation of EZGO golf cart to the Golf Operations Department resolution:

RESOLUTION 90-16-13

Donation of EZGO Golf Cart

RESOLVED, March 1, 2016, the Board of Directors of the Golden Rain Foundation hereby accepts the donation of an EZGO golf cart from Member Steve Edwards; and

RESOLVED FURTHER, the golf cart shall be used by the Golf Operations Department; and

RESOLVED FURTHER, the Golden Rain Foundation Board of Directors sincerely appreciates the generosity of Member Steve Edwards, which reflects the spirit of Laguna Woods Village.

Security & Community Access Committee Recommendation:

Allow Laguna Hills Memorial Day Half Marathon, 10K and 5K Run/Walk to Traverse a Portion of Laguna Woods Village.

COMMITTEE REPORTS

Director Klein reported from the Finance Committee, presented the Treasurer's Report, spoke to the cost of the transition to date, and updated the Members on the Microsoft Dynamics AX conversion project.

Director Klein announced that the existing uniform contract was extended for another 3 months, until June 30, 2016.

Director Luebbe moved to accept National Vending as the vending machine supplier. Director Parker seconded the motion. Discussion ensued. By a vote of 8-0-0 the motion carried.

In Director Judith Troutman's absence, Director John Parker reported from the Maintenance and Construction Committee.

In Director Troutman's absence, Director Beth Perak read a proposed resolution approving \$25,000 for LED Lights and Controller Board for TV6. Director Parker moved to approve the resolution. Director Milliman seconded the motion. Discussion ensued.

Member Juanita Skillman (2154-N) and Bert Moldow (3503-A) commented on the resolution.

By a vote of 8-0-0 the motion carried and the Board approved the following resolution:

RESOLUTION 90-16-14

TV6 Lights

WHEREAS, On January 1, 2016, the controller for the studio lights malfunctioned and every light was turned on for seventy-two hours and the TV6 Staff is now having to turn on each halogen fixture utilizing the breakers from the electrical panel due to the failure of the controller; and

WHEREAS, the GRF Maintenance and Construction Committee and the Finance Committee are recommending a one-time purchase of LED lamps and fixtures to replace the current halogen fixtures and to replace the controller located in the TV6 studio; and

NOW THEREFORE BE IT RESOLVED, March 1, 2016, that the Board of Directors of this Corporation hereby approves a supplemental appropriation of \$25,000, from the Equipment Fund for LED lights and a controller for the TV6 Studio; and

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

The Board briefly discussed investigating development of a new contract for the EMS system. No action was taken.

In Director Judith Troutman's absence, Director John Parker reported from the Clubhouse 2 Renovation Ad Hoc Committee.

Director John Luebbe reported from the Security and Community Access Committee.

Director John Beckett reported from the Mobility and Vehicles Committee.

Director Margaret Klein reported from the Community Activities Committee.

Director Beckett moved to change the name of Clubhouse Three to "Laguna Woods Village Performing Arts Center" and to purchase and install a sign on the building. Director Parker seconded the motion. Discussion ensued.

Members Lucy Shimon (3228-D), Dick Rader (278-D) and Mary Stone (356-C) commented on the motion.

By a vote of 5-1-2 (Director Beckett opposed; Director Luebbe and Palmer abstained) the motion carried.

In Director Troutman's absence, Director Perak read a proposed resolution approving revisions to the Recreation Division Policy – Room Reservation Policy, to prohibit advertising events outside of Laguna Woods Village including electronic communications, to be consistent with Club Policy. Director Parker moved to approve the resolution. Director Luebbe seconded the motion. Discussion ensued.

Members Mary Stone (356-C) and Dick Rader (270-D) commented on the resolution.

RESOLUTION 90-16-xx

**Recreation Division Policy - Room
Reservation Policy to Prohibit Advertising Events to the Outside**

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, the GRF Community Activities Committee is recommending revisions to the Room Reservation Policy;

NOW THEREFORE BE IT RESOLVED, April 5, 2016, that the Board of Directors of this Corporation hereby adopts the revisions to the Recreation Division Policy – Room Reservation Policy, to prohibit advertising events outside of Laguna Woods Village including electronic communications, as attached to the official minutes of this meeting; and

RESOLVED FURTHER, that Resolution 90-15-66 adopted December 1, 2015 is hereby superseded and cancelled to the extent that it differs from the current policy; and

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

By a vote of 5-2-1 (Directors Milliman and Beckett opposed; Director Perak abstained) the motion carried and the resolution was postponed to the April meeting to satisfy the 30-day notification requirement, to comply with Civil Code §4360.

In Director Troutman's absence, Director Perak read a proposed resolution approving revisions to the Recreation Division Policy, to lengthen the advertising time frame for auditorium show ticket sales and poster advertising. Director Parker moved to approve the resolution. Director Johnston seconded the motion. Discussion ensued.

RESOLUTION 90-16-xx

Revisions to the Recreation Division Policy to Lengthen Advertising Time Frame for Clubhouse Three Auditorium

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, the GRF Community Activities Committee is recommending revisions to the Room Reservation Policy;

NOW THEREFORE BE IT RESOLVED, April 5, 2016, that the Board of Directors of this Corporation hereby adopts the revisions to the Recreation Division Policy, to lengthen the advertising time frame for Auditorium show ticket sales and poster advertising, as attached to the official minutes of this meeting; and

RESOLVED FURTHER, that Resolution 90-15-66 adopted December 1, 2015 is hereby superseded and cancelled to the extent that it differs from the current policy; and

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

Member Mary Stone commented on the resolution. Scrivener's error noted as:

*2c. Posters may be displayed a maximum of 4 **3 months** prior to the date of the event (or date of first event in a series).*

By a vote of 8-0-0 the motion carried and the resolution was postponed to the April meeting to satisfy the 30-day notification requirement, to comply with Civil Code §4360.

In Director Troutman's absence, Director Perak read a proposed a resolution to approve increasing the catering fee to \$1.00 per plate and the fee will be automatically increased by 10% on January 1, 2017 and each year thereafter. Director Perak moved to approve the resolution. Director Johnston seconded the motion. Discussion ensued.

RESOLUTION 90-16-xx

Increase Catering Fee

WHEREAS, GRF currently charges caterers servicing club/organization and resident private parties a caterers' fee of \$0.80 per plate when providing services within GRF facilities; and

WHEREAS, this fee has not been changed since at least 2007;

NOW THEREFORE BE IT RESOLVED, April 5, 2016, the catering fee is hereby increased to \$1.00 per plate and this fee will be automatically ~~increased by 10% on January 1, 2017 reviewed and each year thereafter.~~

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

Director Milliman moved to remove "automatically increased by 10% on January 1, 2017 and each year thereafter" and to add to "review an increase annually." Director Beckett seconded the motion.

Member Dick Rader (270-D), Juanita Skillman (2154-N), Jane Dorrell (642-B) and Roberta Berk (933-B) commented on the motion.

Director Milliman moved to restate her amendment to: the catering fee is hereby increased to \$1.00 per plate and this fee will be automatically ~~increased by 10% on January 1, 2017 reviewed and each year thereafter.~~ Director Parker seconded the motion.

By a vote of 8-0-0 the amendment carried.

By a vote of 8-0-0 the motion carried as amended and the resolution was postponed to the April meeting to satisfy the 30-day notification requirement, to comply with Civil Code §4360.

In Director Troutman's absence, Director Perak read a proposed resolution to approve charging a \$25 kitchen fee when the kitchen is used for meal preparation/service while renting a small dining room and a \$50 kitchen fee, shall be charged while renting a large dining room or main lounge. Director Perak moved to approve the resolution. Director Klein seconded the motion. Discussion ensued.

RESOLUTION 90-16-xx

Establish Kitchen Fee

WHEREAS, residents *and or Club* from time to time make use of the GRF kitchens when renting a reservable room, and

WHEREAS, GRF currently charges a caterers' fee when residents *and or Club* hire a caterer but does not charge a fee for the use of kitchens when a caterer has not been hired,

NOW THEREFORE BE IT RESOLVED, April 5, 2016, a \$25 kitchen fee shall be charged to the reserving resident *and or Club* when the kitchen is used for meal preparation/service while renting a small dining room (Clubhouses 1 and 2 Dining Rooms and Clubhouse 6 Main Lounge), and a \$50 kitchen fee shall be charged while renting a large dining room or main lounge (Clubhouse 3 Dining Rooms, and Main Lounges in Clubhouses 1, 2, 5, and 7; Clubhouse 6 Main Lounge is considered a small dining room).

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

Director Klein moved to amend the resolution to add: *and or club* in each of the first 3 paragraphs (as noted in the resolution) Director Perak seconded the motion.

Members Andre Torng (389-Q), Mary Stone (356-C), Jane Dorrell (642-B) and Joe (2140-D) commented on the motion.

By a vote of 8-0-0 the motion carried as amended and the resolution was postponed to the April meeting to satisfy the 30-day notification requirement, to comply with Civil Code §4360.

In Director JoAnn diLorenzo's absence, Director Beth Perak reported from the Media and Communications Committee.

Director Parker moved to approve the Vision and Mission Statements as presented. Director Luebbe seconded the motion. Discussion ensued.

Members Bert Moldow (3503-A) and Mary Stone (356-C) commented on the motion.

Director Parker withdrew his motion. Director Luebbe concurred.

Without objection, the board moved discussion of the proposed Vision Statement and Mission Statements to the Governance 102 Workshop with FutureSense.

Director Parker reported from the Landscape Committee.

Director Parker moved to approve creating an RFP for the hiring of a consultant to develop a plan of action to maximize the utilization of existing Garden Centers 1 & 2, in lieu of the creation of a New Garden Center 3. Director Beckett seconded the motion. Discussion ensued.

Members Bert Moldow (3503-A), Juanita Skillman (2154-N) and Roberta Berk (933-B) commented on the motion.

Director Parker accepted the revision to the motion to remove "in lieu of the creation of a New Garden Center 3."

By a vote of 8-0-0 the motion carried as amended.

Director John Luebbe reported from the Energy Committee.

VMS Director Torng distributed Solar IRR handouts to the Board.

Without objection, the Board agreed to have a closed workshop to revisit the Johnson Controls (JCI) Energy Project proposal.

Director Richard Johnston reported from the Laguna Woods Village Traffic Hearings.

Director John Beckett reported from the AED Task Force.

UNFINISHED BUSINESS

No Unfinished Business came before the Board.

FUTURE AGENDA ITEMS

No items were discussed.

DIRECTORS' COMMENTS

The Directors made their final comments.

MEETING RECESS

The Board recessed at 1:05 PM and reconvened back into open session at 1:06 PM and took the following actions:

NEW BUSINESS

Director Beckett moved to allow the installation of Orange County Water Quality Monitoring Equipment. Director Milliman seconded the motion. By a vote of 8-0-0 the motion carried.

The Board discussed suspending the Delegation of Actions and Commitments.

Director Luebbe moved to suspend the Delegation of Actions and Commitments resolution. Director Johnston seconded the motion. By a vote of 8-0-0 the motion carried.

The Board recessed at 1:11 PM and reconvened into Executive Session at 2:05 PM.

ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting adjourned at 4:50 PM.

Beth Perak, Acting Secretary
Golden Rain Foundation

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

During its Regular Executive Session Meeting of February 2, 2016, the Board approved the Special Executive Session meeting minutes of December 21, 2015, the Regular Executive Session of January 5, 2016, Special Executive Session of January 8, 2016, and the Special Executive Session of January 22, 2016, as written. The Board held two (2) Disciplinary Hearings; approved three (3) deactivation of cable services on behalf of the Mutuels; approved one (1) request for hearing; held one (1) common area damage restoration hearing; discussed and considered RFP for Gate Access System; discussed and considered NBCU Contract and discussed litigation matters.

During the Special Executive Session meeting of February 8, 2016, the Board discussed and considered litigation matters.

During the Special Executive Session meeting of February 9, 2016, the Board discussed and considered Corporate Counsel and Contractual matters.

During the Special Executive Session meeting of February 22, 2016, the Board discussed and considered litigation matters.

II. USES OF GRF RECREATION FACILITIES

G. ROOM RESERVATIONS

1. General

- a) Facilities shall only be rented by Laguna Woods Village residents (except for memorials). The requestor must be prepared to show his/her Laguna Woods Village identification card upon request in order to check room availability or make/change/cancel reservations.
- b) Requestor must be an authorized agent of a club/organization to check availability or make/change/cancel reservations on behalf of the club/organization.
- c) Rentable rooms shall not be used to conduct a business, promote a product, or solicit for service. Caterers, entertainers, speakers, and instructors are permitted as service providers to the group.
- d) It is prohibited to advertise event to the general public through media in general circulation outside of Laguna Woods Village including electronic communications. Website and Globe articles should say "for Laguna Woods Village residents and their guests only".
- e) It is prohibited to advertise events to the general public through media in general circulation outside of Laguna Woods Village including electronic communications. Website and Globe articles should say "for Laguna Woods Village residents and their guests only".
- f) Rooms are assigned based on planned attendance and availability; exclusive use of the patio is included for those rooms with patio access.
- g) Clubhouse reservation hours are 8:00 AM until 10:00 PM seven days per week, **except for New Year's Eve**.
- h) All weddings and/or wedding receptions for nonresidents are limited to only parents, children, and grandchildren of residents.
- i) The GRF Pricing Policies contains two rates: resident rate and exception rate, refer to the GRF Pricing Policies
 - (1) Exception rate applies:
 - a. To any non-Laguna Woods Village organization/club/group for which a resident makes a reservation.
- j) It is prohibited to use the room for anything but the stated purpose (birthday party, anniversary, family reunion, etc.).
- k) Individual residents/clubs/organizations are limited to two special events/fund raisers per year per group. Special events/fundraisers include sales of any kind and events not regularly carried on that are conducted for the primary purpose of raising funds to support the local club or other non-profit purpose.
- l) Reservations may be cancelled or moved as necessary to accommodate government elections, GRF and Mutual meetings, facility renovations, GRF approved requests, Recreation coordinated community-wide events, etc.; Clubhouse Three Rehearsal Room reservations may be cancelled or moved if the Auditorium is booked.
- m) The length of a reservation must include the set up/decorating, caterer preparation, and clean up time.

- n) Every reservation must submit a Facility Check Out form to the Clubhouse staff at the conclusion of the event indicating the number of residents and non-residents.
- o) Cancellation of a paid reservation requires 14 days' notice and contact with the reservation desk; cancellation or changes to paid reservations (with the exception of an extension in hours) will result in a fee of the minimum for that facility per reservation.
- p) Refunds will be credited to the requestor's credit card or via check by request.
- q) "No shows" and cancellation within 14 days of the reservation date will result in the complete forfeiture of the room reservation fees.

Lengthen Advertising Time Frame for Clubhouse Three Auditorium

II. USES OF GRF RECREATION FACILITIES

H. TICKET SALES/ DISTRIBUTION/REFUNDS

1. Auditorium Events/Programs

- a. Tickets are available no more than 90 days prior to the scheduled event
- b. There is a limit four free tickets or six paid tickets per manor for Recreation Division coordinated events/programs
- c. No refunds are available on the day of the event for Recreation Division events
- d. Consignment tickets for Auditorium events are limited to 25% of the total number of tickets

2. Other Events/Programs

- a. Clubs/organizations and residents may distribute free tickets at the applicable facility for upcoming events as scheduled with the facility Supervisor

L. FLYER RACKS AND BULLETIN BOARDS

2. Clubhouse Three Lobby Poster Area, Clubhouse Three Lobby Bulletin Board and Clubhouse Five Glass Enclosed Bulletin Board

- a. Displaying posters is subject to space availability
- b. Clubhouse Three Lobby posters must not be larger than 33" by 40"; Clubhouse Three and Five bulletin boards have a 22" by 17" maximum
- c. Posters may be displayed a maximum of -4 **3 months** prior to the date of the event (or date of first event in a series)
- d. The Clubhouse Three Lobby poster area is for events with tickets sold at the Box Office
- e. The Clubhouse Three Lobby bulletin board is for use by residents and clubs/organizations that schedule events in the Clubhouse Three Auditorium on regular basis but do not distribute tickets through the Clubhouse Three Box Office
- f. The Clubhouse Five glass enclosed bulletin board is for use by residents and clubs/organizations that have events scheduled in the Clubhouse Five Main Lounge or the Clubhouse Three Auditorium