

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 3, 2017

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 3, 2017, at 9:30 A.M., at 24351 El Toro Road, Laguna Woods, California.

Directors Present: John Parker, JoAnn diLorenzo, Beth Perak, Judith Troutman, Joan Milliman, Richard Palmer, Tom Sirkel, Ray Gros, Diane Phelps, Kathryn Freshley and John Beckett

Directors Absent: None

Staff Present: Open Session: Brad Hudson, Lori Moss, Betty Parker, and Kim Taylor
Executive Session: Brad Hudson, Lori Moss, Kim Taylor, and Jacob Huanosto

Others Present: Dan Kenney, VMS Director, Fred Whitney and Robert Hartley of Neuland Whitney & Michael, Corporate Counsel

CALL TO ORDER

President John Parker 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 AM.

PLEDGE OF ALLEGIANCE TO THE FLAG

Director Tom Sirkel 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

Director diLorenzo moved to approve the agenda, Director Sirkel seconded the motion.

Without objection, the Board agreed to add as Agenda Item 20: "Traffic Hearing Update – Ray Gros."

Director diLorenzo moved to approve the agenda as amended, Director Sirkel seconded the motion. By a vote of 9-0-0 (Director Beckett was absent for the vote) the motion carried.

APPROVAL OF THE MINUTES

Director diLorenzo moved to approve the minutes of December 6, 2016, as written. Director Perak seconded the motion. By a vote of 9-0-0 (Director Beckett was absent for the vote) the motion carried.

CHAIR'S REPORT

Chair John Parker provided an overview of the Christmas Day Dinner and thanked all the volunteers for giving of their Christmas day to volunteer at the dinner.

Update from VMS – Director Dan Kenney

Dan Kenney, Chair, Village Management Services, Inc. (VMS) provided an overview of the steps being taken by the VMS Board working on Strategic planning, five goals were implemented: 1. Provide exemplary customer service; 2. Facilitate efficient operations; 3. Provide a safe Community; 4. Provide transparent communications; Become an employer of choice. VMS Chair Kenney answered questions from the Board.

CEO REPORT

Mr. Bradley Hudson, CEO/General Manager, stated that many events have taken place during the Holiday season and thanked the residents for all their efforts. Mr. Hudson thanked the Executive Staff for their support during the Holiday Season. Mr. Hudson stated that extra services were offered during the holiday including the bus system. The Holiday events were well attended, with some of the events sold out. The GM's office have received very positive feedback regarding the events. Mr. Hudson announced that the TV6 broadcast of "This Day" is in HD for the first time this morning and announced the resignation of Kim Taylor. Mr. Hudson answered questions from the Board.

OPEN FORUM

- Juanita Skillman (2154-N) commented on the Christmas Day Dinner and thanked all the volunteers, including the staff Bus driver for giving of their Christmas Day to volunteer.
- Andre Torng (389-Q) wished everyone a Happy New Year and asked if there are any measurements in place to help evaluate security in the Community.
- Marion Levine (438-D) thanked everyone for their support of the Laguna Woods Foundation this year.
- Ryna Rothberg (704) commented on the Christmas Day dinner and acknowledged the volunteers for the dinner.
- Maxine McIntosh (68-C) thanked Kim Taylor and commented about a complaint with the Clubhouse 2 renovation.

GRF Directors Tom Sirkel, JoAnn diLorenzo, Beth Perak, and CEO Brad Hudson briefly responded to Members' Comments.

CONSENT CALENDAR

No items came before the Board under the Consent Calendar.

UNFINISHED BUSINESS

No Unfinished Business came before the Board.

NEW BUSINESS

Approve MACC Charter

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving revisions to the MACC Charter. Director diLorenzo moved to approve the resolution. Director Phelps seconded the motion. Discussion ensued.

By a vote of 10-0-0 the following resolution carried:

RESOLUTION 90-17-01

**GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
MEDIA AND COMMUNICATIONS COMMITTEE CHARTER**

WHEREAS, the Media and Communications Committee (formerly the Broadband Committee) has been established pursuant to Article 7, Section 7.1.1 of the Bylaws of the Corporation; and

NOW THEREFORE BE IT RESOLVED, January 3, 2017, that the Board of Directors of this Corporation hereby assigns the duties and responsibilities of this Media and Communications Committee, as follows:

1. Comply with Resolution G-89-95, "General Duties of Standing Committees," adopted October 3, 1989:

GENERAL DUTIES OF STANDING COMMITTEES

- a. Advise and recommend to the Board, goals, policies and expectations in the committee's area of concern, and in management's divisional performance, for the purpose of evaluating ongoing experience; these goals, policies and expectations should be quantifiable or otherwise measurable, wherever possible and appropriate.
- b. Assure mutual understanding, between committee and respective management division, of approved goals, policies and expectations.
- c. Keep informed generally regarding the extent and quality of of operational performance.
- d. Seek an acceptable level of congruence among board expectations, management performance and, generally, resident experience and desire.
- e. Seek optimum benefit/cost results in the committee's area of concern.
- f. Review on a continuing basis the long range needs of the Laguna Woods Village community, its residents, facilities, services and programs, within the committee's area of concern, and develop information that will assist this corporation, or the housing corporations, in addressing anticipated future needs within their areas of responsibility. Forward

recommendations and information based on said review to the Board of Directors of this corporation, to other standing committees of this corporation, or to other governance entities as appropriate.

2. Promote two-way communications to the community by every medium available.
3. Ensure the maintenance and operation of GRF Broadband and cable services system, the website, social media, and all publications and broadcasts under the committee's jurisdiction.
4. Serve as liaison between the GRF Board, Broadband Services and Resident Services personnel.
5. Work with GRF committees and the GRF Board of Directors on matters related to areas of responsibility in this Charter.
6. Review the capital requirements, service levels, and projected revenue related to the GRF Broadband Services Division, other activities referenced in this Charter, and make recommendations to the GRF Business Planning Committee.
7. Review all non-budgeted requests originated by the GRF Broadband Services Division or the CEO/General Manager's Division, and recommend appropriate action to the Finance Committee.
8. Review management recommendations that the Headend (signal processing facility) and TV-6 facilities, equipment and operations, owned or managed by this corporation, are maintained as necessary to sustain a consistent level of performance to meet the requirements of the Community, the City of Laguna Woods franchise agreement, and FCC regulations.
9. Direct the managing agent to prepare specifications and contracts used for procurement of programming, services, and commercial advertisements. Review and modify criteria as appropriate.
10. Direct the managing agent to implement capital plan projects per Board-approved scope of work.
11. Serve as a liaison between the GRF Board and the managing agent to ensure that all communication services, and any associated equipment, are appropriate for the intended services and make recommendations to all Boards as necessary.
12. Perform such other duties as may be assigned by the GRF Board of Directors.

Entertain Motion to Approve Revisions to the GRF Pricing Policy Relative to Garden Center Fees – Resolution (initial notification - must postpone to February to conform to the 30-day notification requirement)

Secretary of the Board, Director JoAnn diLorenzo, read the following resolution approving revisions to the Laguna Woods Village Garden Center Pricing Policy. Discussion ensued.

RESOLUTION 90-17-xx

GRF Pricing Policy Relative to Garden Center Fees

WHEREAS, according to Resolution 90-12-132, which established guidelines for shared costs and fees certain fees, can be imposed upon users of various recreational facilities in order to control crowding and minimize over-usage, and to recover operating costs; and

WHEREAS, by way of Resolution 90-06-32, the Board of Directors adopted a Resident Division Fee Schedule which lists fees charged to residents and non-residents to use GRF shared facilities;

NOW THEREFORE BE IT RESOLVED, February 7, 2017, that the Board of Directors of the Corporation hereby adopts the GRF Pricing Policy relative to Garden Center Fees:

Garden Center Rental Pricing Policy

- Garden Plot Rental Fee shall be charged annually for each type of plot (Garden Plot, Tree Plot, and Shade Area Bench)
- The Plot Rental Fee, rounded up to the nearest dollar, shall be based on the estimated annual per square foot cost of the facility applied to the maximum square feet per size category of Garden plots and the average square feet for Tree and Shade Area Bench; and will be adjusted annually on the basis of annual operational costs, capital costs, and the percentage(s) shared (subsidized) by the community at large as illustrated in the table below:

Plot Type	Percentage Shared by the Community*
Garden Plots	68
Tree Plots	90
Shade Area Bench	68

*Per Resolution 90-12-132, Guidelines for Shared Costs & Fees, 1% to 99%

If grandfathered up to 400 Sq. Ft., the resident will pay for two Garden plots.

- The GRF Board of Directors will periodically review the estimated annual cost of each plot type and determine what shared percentage to apply in order to maintain an equitable and reasonable division between the user and the monthly assessment (per Resolution 90-12-

132, Guidelines for Shared Costs and Fees)

RESOLVED FURTHER, that rototilling and plot clean-up services will become chargeable services and shall be removed from the Fee Schedule; and

RESOLVED FURTHER, that Resolution 90-13-01 adopted January 4, 2013 is hereby amended to the extent that it differs; and

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

Director diLorenzo moved to approve the resolution. Director Phelps seconded the motion. Discussion ensued.

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

By a vote of 10-0-0 the resolution was postponed to the February Board meeting to comply with Civil Code §4360.

Entertain Motion to Approve a Bicycle Patrol Unit with a Supplemental Appropriation of \$2,200 Funded from the Contingency Fund – Resolution

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving a Bicycle Patrol Unit with a Supplemental Appropriation of \$2,200 Funded from the Contingency Fund.

Director diLorenzo moved to approve the resolution. Director Sirkel seconded the motion.

Member Bert Moldow (3503-A) commented on the resolution.

Director diLorenzo moved to change the date of the resolution and Director Sirkel seconded the motion to read:

“NOW THEREFORE BE IT RESOLVED, ~~February 7, 2017~~, **January 3, 2017**, that the Board of Directors of this Corporation hereby establishes a Bicycle Patrol Unit with a supplemental appropriation of \$2,200 to be funded from the Contingency Fund;”

By a vote of 9-1-0 (Director Beckett opposed) the amendment carried.

By a vote of 9-0-1 (Director Beckett abstained) the motion carried and the Board approved the following resolution as amended:

RESOLUTION 90-17-02

WHEREAS, the Security & Community Access Committee has recommended establishing a Bicycle Patrol Unit with a supplemental appropriation of \$2,200 to be funded from the Contingency Fund, to patrol areas where traditional patrol vehicles cannot; and

WHEREAS, there have been cases in which accessibility has been limited due to the size of the vehicle or the distance to cover was too far by foot; and

WHEREAS, a Bicycle Patrol Unit is an effective solution for the Laguna Woods Village Security Division to address these issues;

WHEREAS, a Bicycle Patrol Unit is an effective public relations tool in that it provides interaction with the community and results in more than twice as many field contacts with the public;

NOW THEREFORE BE IT RESOLVED, ~~February 7, 2017~~, **January 3, 2017**, that the Board of Directors of this Corporation hereby establishes a Bicycle Patrol Unit with a supplemental appropriation of \$2,200 to be funded from the Contingency Fund; and

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

COMMITTEE REPORTS

Director Diane Phelps reported on the Finance Committee and presented a financial update.

Additional Occupant Fee

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving an additional occupant fee.

Director diLorenzo moved to approve the resolution. Director Phelps seconded the motion.

By a vote of 10-0-0 the motion carried and the Board approved the following resolution:

RESOLUTION 90-17-03

WHEREAS, the Additional Occupant Fee, also known as the Third Party Occupancy Fee, is a fee that provides cost offsets to Golden Rain Foundation for services and community facilities provided to additional residents residing a manor; and

WHEREAS, the fee amount is calculated annually at 25% of the Total GRF Assessment, rounded to the nearest whole dollar; and

WHEREAS, the current fee is \$49 per manor per month for each additional occupant over two and will remain unchanged for 2017;

NOW THEREFORE BE IT RESOLVED, January 3, 2017, that the Board of Directors of this Corporation hereby acknowledges the Additional Occupant Fee

amount of \$49 per manor per month for each additional occupant over two, effective January 1, 2017; and

RESOLVED FURTHER, that such fee shall be reflected on the Fee Schedule; 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 Beth Perak reported from the Community Activities Committee.

Discuss and Consider Closing the Billiard Room in Clubhouses 5 and 6 and Continue Analysis of Utilization of Billiard Areas in Clubhouses 1 and 3 in Conjunction with Billiard Clubs and Room Usage Needs

Director Milliman moved to approve closing the Billiard Room in Clubhouses 5 and 6 and to continue analysis of the utilization of Billiard areas in Clubhouses 1 and 3 in conjunction with Billiard Clubs and room usage needs. Director Phelps seconded the motion.

Members Dick Rader (270-D), Bert Moldow (3503-A) and Andre Torng (389-Q) commented on the motion.

By a vote of 10-0-0 the motion carried.

Director JoAnn diLorenzo reported on the Media and Communications Committee.

President John Parker reported on the Landscape Committee.

Director Judith Troutman reported on the Maintenance and Construction Committee.

Director Tom Sirkel reported on the Security and Community Access Committee.

Director Ray Gros provided a Traffic Hearing Update.

Director Beth Perak reported on the Mobility and Vehicles Committee.

The Contracts and Procedures Task Force was disbanded, no report was given.

FUTURE AGENDA ITEMS

(a) Status Update on Pianos – Brain Gruner

DIRECTORS' COMMENTS

The Directors made final comments.

MEETING RECESS

The Board recessed at 11:55 AM and reconvened into Executive Session at 12:40 PM.

ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting adjourned at 3:45 P.M.

JoAnn diLorenzo, Secretary
Golden Rain Foundation

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

During its Regular Executive Session Meeting of December 6, 2016, the Board approved the Regular Executive Session meeting minutes of November 1, 2016; approved eight (8) Mutual's Request for Deactivation of Cable Services; held four (4) Disciplinary Hearings; discussed and considered the Probate Petition; discussed and considered Mutual 50 Landscape Contract; discussed and considered Moulton Parkway matter; discussed and considered Member matters; discussed and considered other Contractual matters; discussed Personnel matters with Mr. Hudson; discussed and considered Litigation matters; and reviewed the litigation status report.