

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

February 7, 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, February 7, 2017, at 9:30 A.M., at 24264 El Toro Rd, Laguna Woods, California.

Directors Present: John Parker, JoAnn diLorenzo, Beth Perak, Judith Troutman, Joan Milliman, Richard Palmer, Tom Sirkel, Ray Gros, Kathryn Freshley, John Beckett, and Diane Phelps (via phone disconnected at 12:15 P.M.)

Directors Absent: None

Staff Present: Open Session: Brad Hudson, Lori Moss, Brian Gruner, and Leslie Cameron
Executive Session: Brad Hudson, Lori Moss, Leslie Cameron, and Blessilda Fernandez

Others Present: VMS Director Lisa Bender, Mutual No. 50 Director Ryna Rothberg, VMS Director Mary Stone, ULWM Director Andre Tornng, ULWM Director Juanita Skillman, TLHM Director Burt Moldow, and Fred Whitney and Robert Hartley of Neuland Whitney & Michael, Corporate Counsel

1) 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.

2) PLEDGE OF ALLEGIANCE TO THE FLAG

Director Tom Sirkel led the membership in the Pledge of Allegiance to the Flag.

3) 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.

4) APPROVAL OF AGENDA

Director Beckett motioned and seconded by Director diLorenzo to postpone Item 13d. By a vote of 8-1-2 (Director Milliman opposed, Directors Troutman and Phelps abstained) the motion carried.

Without objection, the Board agreed to approve the amended agenda

5) APPROVAL OF THE MINUTES

Director diLorenzo, moved to approve the minutes of January 3, 2017 as amended page 4 and 5 are out of order. January 16, 2017, is approved as written. Seconded by Director Sirkel the motion carried unanimously.

6) CHAIR'S REPORT

- Chair John Parker thanked the City of Laguna Woods for use of their board room
- provided an overview of the change in the GRF committee meetings
- Committees will meet every other month except for the Communication Committee will meet every month
- Chair Parker referenced the GRF Code of Conduct as an expectation for new Directors.

7) Update from VMS – Director Lisa Bender

Lisa Bender, Chair, Village Management Services, Inc. (VMS) provided an overview of the goals for the community including updating the Strategic Plan in the next few months. Director Bender spoke about current changes that have been made in staff, customer service, and operations.

8) CEO REPORT

Mr. Bradley Hudson, CEO/General Manager, spoke briefly about the following:

- Chuck Holland is creating a small film on how to use the new guest app so Residents can sign guests in without needing to call
 - Chris Spahr is the new customer service administrator
 - A Care Giver window is being opened in Resident Services to handle the influx of Care Givers
 - The new gym is almost completed and new equipment will be arriving soon
 - Garden Center gate, damaged by car wreck on Moulton will be fixed soon
 - Bike theft is happening more frequently, valuables should be secured
 - Performing Arts Center has a lot of events that are happening in February
 - Changes to TV 6 are still ongoing
 - New routing information will be unveiled soon for bus transportation
- (a) Director Beckett and Mr. Hudson presented a Good Samaritan Commendation to Life guard Emilio Basurto for use of an AED to save a life.

(9&10) OPEN FORUM

- Sue Margolis (34-C) commented on the garden centers club and summarized their ideas and concerns for the Garden Centers
- Katherine Platt (3249-B) Commented on the Garden Centers and the Garden Center news blurb
- Roberta Burke (933-B) commented on the deactivated passes and the Care Provider Policy
- Chris Collin (3306-Q) from the Laguna Woods Foundation gave a review of the work they have been doing

- Director Moldow (3503-A) commented on the improved security, the gates, purchasing light poles, and a 3-5 year budget plan.
- Maxine Macintosh (68-C) spoke about the lectern for the room remodel and commented on the CAC meeting
- Bill Fitzekam (405-D) Commented on communication to Residents when services are being removed from the community.
- Dick Radar (270-D) commented on the GRF Code of Conduct

GRF Directors Troutman, Freshley, Sirkel, Perak, Chair Parker, and CEO Brad Hudson briefly responded to Members' Comments.

11) CONSENT CALENDAR

No items came before the Board under the Consent Calendar.

12) UNFINISHED BUSINESS

(a) Entertain Motion to Approve Revisions to the GRF Pricing Policy Relative to Garden Center Fees – Resolution (the 30-day notification requirement has been satisfied)

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving revisions to the GRF Pricing Policy Relative to Garden Center Fees. Director diLorenzo moved to approve the resolution. Director Sirkel seconded the motion. Discussion ensued.

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

RESOLUTION 90-17-05

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 Plots; 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.

December initial Notification

30-Day notification to comply with Civil Code §4360 has been satisfied.

(b) Entertain Motion to Approve Additional Garden Center Standards for Garden Plots – Resolution (the 30-day notification requirement has been satisfied)

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving Additional Garden Center Standards for Garden Plots. Director diLorenzo moved to approve the resolution. Director Sirkel seconded the motion. Discussion ensued.

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

RESOLUTION 90-17-06

Additional Garden Center Standards for Garden Plots

WHEREAS, as a part of the Garden Center Improvements the GRF Landscape Committee approved engineering standards for Garden Plots to ensure proper construction standards and uniformity of garden plots; and

NOW THEREFORE BE IT RESOLVED, February 7, 2017, that the Board of Directors of this Corporation hereby approves the interim Garden Center Standards for garden plots, as attached to the official minutes of this meeting; and

RESOLVED FURTHER, that Resolution 90-16-50, adopted November 1, 2016, 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.

December initial Notification

30-Day notification to comply with Civil Code §4360 has been satisfied.

13) NEW BUSINESS

(a) Entertain Motion to Approve Martin & Chapman as Inspector of Election for 2017 Resolution

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving Inspector of Election Services. Director diLorenzo moved to approve the resolution. Director Milliman seconded the motion. Discussion ensued.

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

RESOLUTION 90-17-07

Approve Inspector of Election Services

RESOLVED, February 7, 2017, 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 approve single-sourcing the contract to Martin and Chapman to perform the Inspectors of Election services for all Corporate elections in 2017; and

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

(b) Entertain Motion to Approve Staff's Recommendation for Additional Funding for the Board Room Technology Project - Resolution

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving Additional Funds for Board Room Technology. Director diLorenzo moved to approve the resolution. Director Gros seconded the motion. Discussion ensued.

By a vote of 8-2-0 (Director Beckett and Sirkel opposed) the following resolution carried:

RESOLUTION 90-17-08

Additional Funds for Board Room Technology and Renovation

WHEREAS, the revised 2016 Capital Plan, approved on June 7, 2016, by Resolution 90-16-23, included funding of \$200,000 for a board room technology project; and

WHEREAS, additional funding is required for demolition and full replacement of the dais, new carpeting, drywall patch and paint, new seating, and new window treatments; and

NOW THEREFORE BE IT RESOLVED, February 7, 2017, that the Board of Directors of this Corporation hereby approves a supplemental appropriation not to exceed \$101,000, to be funded from the Facilities Fund, to complete the Board Room Technology Project; and

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

Director Troutman wanted the official record to reflect that she hopes getting too far into a project and then increasing the funds needed doesn't become a regular practice.

Director Parker asked to have complete scopes of work on projects before presenting to the Board.

Director Skillman (2154-N) commented on the wording of the resolution title and noted that the title should include *and renovation*. The Board agreed unanimously to add Renovation to the title of the Resolution.

(c) Entertain Motion to Approve Staff's Recommendation for Additional Funding for the Simulstat Antenna Project – Resolution

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving Additional Funds for Simulstat Antenna. Director Milliman moved to approve the resolution. Director Troutman seconded the motion. Discussion ensued.

- Dick Rader (270-D), Director Andre Torng (389-Q), and Director Burt Moldow (3503-A), commented on the Simulstat Antenna Project
- Director Juanita Skillman (2154-N) commented on the funding of the

By a vote of 9-1-0 (Director diLorenzo opposed and Director Freshley was absent for the vote) the following resolution carried:

RESOLUTION 90-17-09

Additional Funds for Simulstat Antenna

WHEREAS, the 2017 Capital Plan, approved September 6, 2016 by Resolution 90-16-38, includes funding of \$202,000 for the purchase and delivery of a Simulstat Antenna; and

WHEREAS, additional funding is required for infrastructure and civil work, including foundation and electrical design, permitting, and construction required for installation; and

NOW THEREFORE BE IT RESOLVED, February 7, 2017, that the Board of Directors of this Corporation hereby approves a supplemental appropriation not to exceed \$113,600, to be funded from the Equipment Fund, to complete the Simulstat Antenna project; and

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

(d) **Entertain Motion to Approve Revisions to Golden Rain Foundation Director Code of Conduct - Resolution**

Director Beckett motioned and seconded by Director diLorenzo to postpone Item 13d. By a vote of 8-1-2 (Director Milliman opposed, Directors Troutman and Phelps abstained) the motion carried.

(e) **Entertain Motion to Approve Staff's Recommendation Implementing Clubhouse Piano Assessment Report – Resolution**

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving Clubhouse Piano Assessment and Replacement. Director diLorenzo moved to approve the resolution. Director Gros seconded the motion. Discussion ensued.

Joyce Nanchy (429-C) commented on the Clubhouse Piano Assessment and Replacement

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

RESOLUTION 90-17-10

Clubhouse Piano Assessment and Replacement

WHEREAS, the community currently has 13 acoustical and four digital pianos in various recreational facilities, many of which are 30 years old and require more than routine maintenance; and

WHEREAS, a piano assessment report determined that nine pianos should be disposed of and replaced with six more economical digital pianos;

NOW THEREFORE BE IT RESOLVED, February 7, 2017, that the Board of Directors of this Corporation hereby approves a supplemental appropriation not to exceed \$15,000, to be funded from the Equipment Fund, to purchase six digital pianos and the evaluation of the Steinway piano; and

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

- (f) **Entertain Motion to Approve Revised Recreation Policies – Resolution (initial notification - must postpone to April to conform to the 30-day notification requirement)**

Secretary of the Board, Director JoAnn diLorenzo, read a resolution approving Revisions to the Recreation Division Policy. Director diLorenzo moved to postpone the resolution. Director Sirkel seconded the motion. Discussion ensued.

Chair Parker asked for a room capacity minimum for Clubhouse 5 and to add the Billiards Room for Clubhouse 5 and 6 to the room reservation policy.

Resolution will be brought back to the March Board meeting with revisions to the Resolution.

By a vote of 9-1-0 (Director diLorenzo opposed) the motion carried to add the following Revisions to Golden Rain Foundation Recreation Division Policy; executive club officers must be resident members per GRF Bylaws, room capacity requirements, and suspension of guest fees at pools and fitness centers from May 1, 2017 to August 31, 2017.

RESOLUTION 90-17-XX

Revisions to the Recreation Division Policy

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 Community Activities Committee recommended revisions to the Recreation Division Policy;

NOW THEREFORE BE IT RESOLVED, April 4 2017, that the Board of Directors of this Corporation hereby adopts the revisions to its Recreation Division Policy; as Item 1

RESOLVED FURTHER, that Resolution 90-16-15 adopted December 16, 2016, Resolution 90-15-52 adopted October 6, 2015, Resolution 90-15-53 adopted October 6, 2015, Resolution 90-16-32 adopted August 2, 2016, and Resolution 90-16-42 adopted September 6, 2016, are hereby superseded and cancelled to the extent that they differ; and

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

February Initial Notification

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 30-days from the postponement to comply with Civil Code §4360.

14) COMMITTEE REPORTS

(a) Director Diane Phelps reported on the Finance Committee

(c) Director Beth Perak reported on the Community Activities Committee

(d) Director JoAnn diLorenzo reported on the Media and Communications Committee.

(e) President John Parker reported on the Landscape Committee.

(f) Director Judith Troutman reported on the Maintenance and Construction Committee.

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

(1) Director Ray Gros provided a Traffic Hearing Update.

(h) Director Beth Perak reported on the Mobility and Vehicles Committee.

15. FUTURE AGENDA ITEMS

(a) None

DIRECTORS' COMMENTS

The Directors made final comments.

MEETING RECESS

The Board recessed at 12:45 PM and reconvened into Executive Session at 1:38 PM.

ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting adjourned at 4:45 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 February 7, 2017, the Board approved the Regular Executive Session meeting minutes of January 3, 2016; approved four (4) Mutual's Request for Deactivation of Cable Services; held two (2) Disciplinary Hearings; discussed and considered Verizon Cell Tower Site; discussed and considered Member matters; discussed and considered other Contractual matters; discussed and considered Litigation matters; and reviewed the litigation status report.