

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

April 4, 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, April 4, 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, Ray Gros, Kathryn Freshley, John Beckett, Diane Phelps, Tom Sirkel (via phone until 11:55 AM)

Directors Absent: None

Staff Present: Open Session: Brad Hudson, Catherine Laster
Executive Session: Brad Hudson, Catherine Laster, Francis Rangel

Others Present: None

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 Beth Perak 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 JoAnn diLorenzo moved to approve the agenda. Director Beth Perak seconded the motion. Without objection, the agenda was approved as presented.

APPROVAL OF THE MINUTES

Director diLorenzo moved to approve the minutes of March 7, 2017, as written. Director Perak seconded the motion. Without objection, the minutes were approved as written.

CHAIR'S REPORT

President Parker thanked the City of Laguna Woods for the use of Council Chambers while the Village's Board Room is under renovation. President Parker announced the outcome of the Special Meeting of the Corporate Members, held on March 30, 2017. President Parker explained that the Corporate Members vote to approve the amendments to the Trust and

Bylaws ended the litigation discord between the Mutuals. President Parker also acknowledged and praised VMS Inc. employee, Luis Lopez, for his valiant efforts coming to the aid of a Gate Ambassador in medical distress.

UPDATE FROM VMS – Chair Dan Kenney

Mr. Dan Kenney, Chair, Village Management Services, Inc. (VMS) spoke about Earthquake insurance in the community, and commented about staff receiving training to respond in the event of a seismic emergency. VMS Chair Kenney commended staff for their response to the prior months' rainstorms and mentioned the reopening of the Fitness Center on the first floor of the Community Center. Chair Kenney explained that the VMS Board is currently examining an employee benefit comparison, implementing a succession and cross training plan, and arranging for a Department Head to report the status of their Division at each VMS meeting. Chair Kenney also commented on the Human Resources Division's management of the life support equipment, and voiced his appreciation for the Maintenance and Construction Division's Paint Crew.

CEO REPORT

Mr. Bradley Hudson, CEO/General Manager, expressed his satisfaction in hearing how staff members are performing lifesaving deeds due to the mandatory training and the availability of AED equipment. Mr. Hudson thanked Director John Beckett for leading the lifesaving training and equipment project. Mr. Hudson affirmed that "Dwelling Live", the Community's gate access program, is now available as a mobile App for smartphones; explained the App's features and how it would help improve the guest entry process. Mr. Hudson revealed the new early hours for the Village Fitness Center; the effort to bring back quality work in the Landscape Department; and the debut of a new TV Personality on Channel 6. Mr. Hudson spoke on how the new transportation vans that will be replacing the Lift Bus/B-Bus will be more efficient. Mr. Hudson indicated the Trainers for the Bike Patrols are back in the community; and the importance of not dumping bulk items near the trash bins. Mr. Hudson also pointed out the changes within Resident Services and the Department's efforts to provide better customer service.

MEMBERS COMMENTS

- Carolyn Pardoe (5036) commented on her concern about the Drone Policy and how would it be enforced. She requested the Board reconsider the policy.
- Andre Torng (389-Q) commented on the disposition of the Board Members; addressed the Code of Conduct and communication from the Boards.
- Debbie Bloom (3109-P) voiced her concern about nonresidents taking up space at activities and events. She requested a special seating policy, giving priority to residents over nonresidents.
- John McNamara (5371-3A) commented about the Drone Policy benefit for the security of the Community, but is concerned about the policy for non-security uses.
- Stephanie Irving (3045-N) – expressed her feelings that the new equipment in the Fitness Center is a different quality than the old equipment and requested a Trainer review the equipment and propose changes.

- Pat English (928-A) conveyed her happiness that the lawsuit regarding the Trust was behind the Community. She also questioned why an item on the agenda was over the \$500K limit.
- Maxine McIntosh (68-C) expressed her concern about the entrance to the new Fitness Center not accounting for handicap parking, weather and night entry.

Directors Freshley, Gros, Perak, Palmer, Phelps, Beckett, diLorenzo and Chair Parker briefly responded to Members' comments.

CONSENT CALENDAR

Director diLorenzo requested agenda item 11(a) the motion Discontinuing the Support of Analog Television Service be pulled from the Consent Calendar and be placed under New Business as item 13 (c).

Director Beckett requested the motion Establishing an Ad Hoc Committee on the remodel potential of the Performing Arts Center be pulled from the Consent Calendar and be placed under New Business as item 13 (d).

Without objection the Board agreed to pull the above-mentioned items. Director Freshley moved to approve the Consent Calendar as amended (approval of agenda Items 11 c, d & e). Director Gross seconded the motion. Discussion ensued.

By a vote of 9-0-1, (Director diLorenzo abstained), the Board approved the Consent Calendar as amended and the Board took the following actions:

Maintenance and Constructions Committee Recommendations:

Supported the Maintenance and Constructions Committee's denial of signage at Cul-de-Sac Nos. 206 and 217.

Approved the Purchase of Fall Protection Equipment for \$38,000 from the Miscellaneous Equipment Fund.

Approved Directing Staff to Assess the Condition of the Lawn Bowling Greens.

UNFINISHED BUSINESS

Secretary of the Board, Director JoAnn diLorenzo, read a proposed resolution to approve revisions to the Recreation Division Policy regarding room capacity requirements, and the addition of the Billiards Rooms as rentable space. Director Beckett seconded the motion. Discussion ensued.

Director diLorenzo moved to amended paragraph 4 of the resolution. Director Beckett seconded the motion. The motion was unanimous to amend paragraph 4 of the resolution.

Chair Parker made a motion to approve the resolution as amended. Director Freshley seconded the motion.

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

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 regarding Room Capacity Requirements, and the addition of Billiards Rooms at Clubhouses 5 and 6 as rentable space; and

RESOLVED FURTHER, that these revisions to the current Recreation Division Policy are adopted ~~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 the prior Resolution 90-16-42 adopted September 6, 2016, is hereby superseded and cancelled 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.

April Initial Notification initial notification – (must postpone to June to conform to the 30-day notification requirement) Should the Board endorse the proposed Revision to the Recreation Policy, 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.

Secretary of the Board, Director JoAnn diLorenzo, read a proposed resolution to approve revisions to the to the Recreation Division Policy to include the policy addition that Executive Club Officers must be resident members; and to permit the Temporary Suspension of Pool and Fitness Center Guest Fees from May to August 2017. Director Milliman made a motion to approve the resolution as written. Director Phelps seconded the motion. Discussion ensued.

Carolyn Pardoe (5036), Mary Stone (356-C), Andre Torng (389-Q) and Maxine McIntosh (68-C) commented on the resolution.

By a vote of 9-1-0 (Director diLorenzo opposed) the motion carried and the Board approved the following resolution with scrivener's modification:

RESOLUTION 90-17-13

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 to include the policy addition that Executive Club Officers must be resident members; and Permit the Temporary Suspension of Pool and Fitness Center Guest Fees from May to August 2017; and

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.

30-day notification requirement has been satisfied

NEW BUSINESS

Chair Parker commented on the endorsement and requested revisions to the endorsement for Paddle and Pickleball Courts on Parcel 3. Discussion ensued. Catherine Laster, Executive Assistant, read the proposed revisions to the endorsement.

Maxine McIntosh (68-C), Mary Stone (356-C), Jackie Martin (5101), Roy Higa (658-P), Doug Tummond (4005-1A), Walter Siegel (3363-3A) and Joan Brown (5005-1A) spoke in support of the endorsement.

Mary Wall (236-D), Lynn Dumcur (Ayers Hotel Representative) and Debbie Bloom (3109-P) spoke against the endorsement.

Director Milliman made a motion to approve the revisions to the endorsement as stated. Director Perak seconded the motion.

By a vote of 8-2-0 (Directors diLorenzo and Beckett opposed) the endorsement carried and the Board approved the following revised recommendations:

Paddle and Pickleball Courts

The existing facility is reached its useful life, lacks basic amenities and does not have direct access to parking. For several years, pickleball has gained in popularity, both nationally and locally amongst senior sports enthusiasts, and we expect this trend to continue.

This project has been in some form of progression since at least 2009. Parcel 3 is the appropriate location. Enough analysis has been completed for the GRF Board to continue with this project.

A motion was made to accept staff's recommendation:

1. ~~Direct staff to proceed with full design development documents for a twelve court facility located on Parcel 3;~~ To direct staff to proceed with construction documents for the maximum number of courts and fencing that can be constructed on Parcel 3, with a budget not to exceed \$500,000;
2. Reaffirm your prior authorization to finalize and submit necessary and appropriate land-use applications to the City of Laguna Woods; and
3. ~~Approve a design-bid-build project delivery methodology with contracted design and project management elements;~~
4. ~~Direct staff to prepare design development documents to facilitate a base bid, eight court package with an additive alternate bid component consisting of four additional courts and amenities including lights, restrooms, court cover etc.; and;~~
5. Return to GRF M&C for review of design construction documents, within the next 90 75 days.

Director diLorenzo, read the resolution to approve a supplemental appropriation not to exceed \$120,000 for EV One Dual Charging Station (six total) at Clubhouse 1,2, & 5. Director diLorenzo moved to the resolution be approved as written. Director Phelps seconded the motion. Discussion ensued.

Ryna Rothgerg (Towers) and Mary Stone (356-C) spoke against using funds for this project.

By a vote of 0-9-0 the motion failed.

RESOLUTION 90-17-XX- Failed

WHEREAS, the GRF Energy Committee requested staff to investigate the installation of electric vehicle (EV) charging stations at the Community's clubhouses; and

WHEREAS, the GRF Maintenance and Construction Committee realizes the benefit of installing EV charging stations in the Community as an innovative amenity to address the rising popularity of electric vehicle ownership; and

NOW THEREFORE BE IT RESOLVED, April 4, 2017, that the Board of Directors of this Corporation hereby authorizes a supplemental appropriation, not to exceed \$120,000, to be funded from the Facilities Fund, for the installation of one dual EV charging station at Clubhouses 1, 2, & 5 (six total); and

RESOLVED FURTHER, to authorize staff to execute the contact with a vendor that will provide a turn-key solution; and

RESOLVED FURTHER, to authorize staff to develop a policy for use of the charging stations and cost affiliated with the stations operation; and

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

Director Freshley moved to approve the endorsement to Discontinue the Support of Analog Television Service on January 8, 2018, as written, on agenda item 11(a) (moved to New Business 13(c)). Director Perak seconded the motion. Discussion ensued.

By a vote of 8-1-0 (Director diLorenzo opposed) the motion carried and the Board approved the following endorsement:

Discontinue the Support of Analog Television Service on January 8, 2018

The Media and Communication Committee met on March 20, 2017, and at Chair diLorenzo request discussed analog service. Mr. Holland presented information and Ms. Esperon reported that there were approximately 6,000 digital subscribers aka subs in the Village, itemized below:

- 840 have a standard box which suggests a subset of these subs have an Old Tube Style TV, aka an Analog set (some subs already have an HDTV and not watching HD).
- 414 have a digital to analog converter which suggests a subset of these subs have an Old Tube Style TV, aka an Analog set (some subs already have an HDTV and not watching HD).

- 230 have CableCARDS in either a TiVo or HDTV. It is unknown how many of the TiVo users have Analog or HDTV's.
- This information suggests there are 6,736 residences that have any combination of an Old Tube Style TV, aka an Analog set, a HDTV, DirecTV, Dish Network, or the homes are vacant.

Mr. Hudson stressed the importance of discontinuing analog in order to increase bandwidth allowing for more digital content and video on demand.

Director Perak expressed concern with discontinuing analog but knew it was necessary, she suggested that residents with analog TVs be given direction on next steps.

Director Wellikson felt it was important to do what is best for the community as a whole.

A recommendation was made by Director Perak to move toward eliminating analog by January 8, 2018. Director Wellikson seconded. The committee voted unanimously in favor.

The GRF Media and Communications Committee came to a consensus to recommend moving towards eliminating Analog by January 8, 2018.

Director Troutman stated the reason for the Ad Hoc Committee for the Renovation of the Performing Arts Center (PAC). Chair Parker announced the Board Members' composing the Committee and added Juanita Skillman, United Mutual Director, as a part of the Committee.

Dick Rader (270-D), Mary Stone (356-C) and Maxine McIntosh (68-C) commented on the resolution.

Director Beckett made a motion for the proposed Committee to be called a Task Force. Director Milliman seconded the motion. Discussion ensued. Director Beckett requested permission from the Board to withdraw his motion. With no objection the motion was withdrawn.

Director Troutman moved to approve the resolution to create an Ad Hoc Committee for the remodel of the Performing Arts Center (PAC) , presented as agenda item 11(b) (moved to New Business 13(d)) . Director Milliman seconded the motion.

By a vote of 8-1-0 (Director Beckett opposed) the motion carried and the Board approved the following resolution:

RESOLUTION 90-17-14

**GOLDEN RAIN FOUNDATION
PERFORMING ARTS CENTER RENOVATION
AD HOC COMMITTEE CHARTER**

WHEREAS, on April 4, 2017, the Board of Directors of this Corporation established the Performing Arts Center (PAC) Renovation Ad Hoc Committee (RAHC) in accordance with the Golden Rain Foundation By-laws Article 7, Section 7.1.1 for the purpose of providing feedback for the potential renovations and upgrades to the PAC.

NOW THEREFORE BE IT RESOLVED, April 4, 2017, that the Board of Directors of this Corporation hereby assigns the duties and responsibilities of this Renovation Ad Hoc Committee (RAHC) as follows:

1. The PAC Renovation Ad Hoc Committee (RAHC) will be provided with and review all current Consultants and VMS Staff Reports relative to the proposed renovations to The Performing Arts Center.
2. The Renovation Ad Hoc Committee (RAHC) may make suggestions, revisions, changes, approvals, or disapprovals of said Reports. When evaluating said Reports, concepts for the renovation, such as architectural designs, the Renovation Ad Hoc Committee (RAHC) shall consider the overall Community needs, uses and future growth.
3. Furthermore, the Renovation Ad Hoc Committee (RAHC) shall serve as the Liaison between the Golden Rain Foundation Maintenance and Construction Committee (GRF-M&C), the Community Activities Committee (CAC), and the Finance Committee. The Renovation Ad Hoc Committee (RAHC), in its duty as Liaison, will first gather the input of the Golden Rain Foundation Maintenance and Construction GRF-M&C Committee (GRF-M&C) and the Community Activities Committee (CAC).
4. The Renovation Ad Hoc Committee (RAHC), as Liaison, will submit such gathered inputs to the Consultants and the VMS Staff. The Consultants will then prepare a Preliminary Proposal for the submission to the Ad Hoc Committee and VMS Staff for review.
5. The Consultants' Preliminary Proposal will include an Assessment and Schematic Design and Design Development for the Renovation of the Performing Arts Center (PAC) including the proposed Scope of Work (SOW) and a proposed line item budgetary consideration.

6. The Scope of Work for the Preliminary Proposal for renovation of the Performing Arts Center will focus on:
 - The Architectural considerations,
 - The Original Schematic site and floor plans,
 - The Proposed Schematic Site and Floor Plans changes,
 - The Proposed Building Elevations and Landscape plans,
 - The Interior design,
 - The Theatrical design,
 - The primary interior activity relationships related to the building and program adjacencies.
 - All interior and exterior Finish Materials and Color Finishes,
 - Parking accommodations and locations,
 - Overall site improvements.
7. Upon approved review of the Consultants' Preliminary Proposal by the Renovation Ad Hoc Committee (RAHC) and the VMS Staff, the Ad Hoc Committee will present the Preliminary Proposal to the GRF Maintenance and Construction Committee (GRF-M&C) and the Community Activities Committee (CAC) for each committee's review and approval of the implementation plan for the recommended facility upgrades.
8. Upon the final approvals of the Implementation Plans for the recommended facility upgrades by both the GRF Maintenance and Construction Committee (GRF-M&C) and the Community Activities Committee (CAC), then the Renovation Ad Hoc Committee (RAHC) shall present the Implementation Plans to the Finance Committee for its approval.
9. The Renovation Ad Hoc Committee, upon the approval of the Finance Committee, will submit such approval to the Consultants and the VMS staff.
10. The Consultants and the VMS Staff may then commence implementation of the Performing Arts Center Renovation according to the approved Implementation Plans.
11. The Consultants and the VMS staff will provide at least monthly reports to the Chair of the Renovation Ad Hoc Committee.
12. Ad Hoc Committee shall report on the plan implementation activities to the Golden Rain Foundation Board periodically at Board meetings or when requested by the Golden Rain Foundation Board.

RESOLVED FURTHER, that the Performing Arts Center (PAC) Renovation Ad Hoc Committee (RAHC) shall perform such other duties as may be assigned by the Golden Rain Foundation Board and upon conclusion of the Committee's work, it will be disbanded by the Board.

COMMITTEE REPORTS

Director Diane Phelps reported from the Finance Committee. Director Phelps also commented on the formation of a Tax Task Force, to include various Mutual Directors and Resident Advisors.

Director Beth Perak reported from the Community Activities Committee. Director Perak advised of the meeting date changed to Tuesday, April 25, 2017; and the change in GRF policy regarding no disposables provided for Clubs.

Director JoAnn diLorenzo reported from the Media and Communications Committee.

President John Parker reported from the Landscape Committee.

Director Judith Troutman reported from the Maintenance and Construction Committee.

There was no report from the Security and Community Access Committee this month.

Director Ray Gros provided a Traffic Hearing Update.

Director Beth Perak reported from the Mobility and Vehicles Committee.

FUTURE AGENDA ITEMS

Entertain Motion to Approve a Drone Policy – **Resolution (March initial notification - must postpone to June to conform to the 30-day notification requirement)**

DIRECTORS' COMMENTS

The Directors made final comments.

MEETING RECESS

The Board recessed at 1:15 PM and reconvened into Executive Session at 1:55 PM.

ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting adjourned at 3:34 PM.



JoAnn diLorenzo, Secretary
Golden Rain Foundation

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

During its Regular Executive Session Meeting of April 4, 2017, the Board approved the Regular Executive Session meeting minutes of March 7, 2017; held three (3) Disciplinary Hearings; discussed and considered Suspension of Cable for Violations, Ad Insertion and Emeritus Contractual matters; and reviewed the litigation status report.