



OPEN SESSION

Minutes of the Regular Meeting of the Golden Rain Foundation Tuesday, January 2, 2019, 9:30 a.m. 24351 El Toro Road, Laguna Woods, California

Directors Present: Beth Perak, Annette Sabol Soule, Joan Milliman, Jim Matson, Richard Palmer, Ray Gros, Diane Phelps, Pat English, Don Tibbetts, and Judith Troutman

Directors Absent: Bert Moldow

Staff Present: Siobhan Foster, Eileen Paulin, Chuck Holland, Chris Spahr, and Whitney Thornton

Others Present: United Mutual: Juanita Skillman, Elsie Addington, and Andre Torng
VMS: Lisa Bender, Ron Beldner, Mary Stone, and Dick Rader

1. Call to Order

President Perak called the meeting to order at 9:30 a.m.

2. Pledge of Allegiance to the Flag

Director Gros observed a moment of silence for law enforcement officers and veterans then led the meeting in the Pledge of Allegiance to the Flag.

3. Acknowledgment of Media

A representative of the Laguna Woods Globe and the Village Television Camera Crew, by way of remote cameras, were acknowledged.

4. Approval of Agenda

Director Milliman made a motion to move agenda items 11b, 11c, and 11d to the closed session agenda. Director Sabol Soule seconded the motion and the agenda passed by unanimous consent as amended.

5. Approval of Minutes

Director Phelps made a motion to approve the minutes of December 4, 2018, as presented. The motion was seconded by Director Matson and it passed by unanimous consent.

6. Report of the Chair

President Perak welcomed Judith Troutman to the GRF Board, expressed Bert Moldow best wishes and a speedy recovery, recognized Lisa Bender as the new

Chair of the VMS Board wished everyone a Happy New Year, and announced the word and working theme of the year for the GRF Board will be 'Team'. President Perak elaborated on the 'Team' goals and highlighted past examples.

7. Update from VMS

Director Bender gave an update of the VMS Board meetings for the month of December:

- VMS Board functions;
- VMS Board structure;
- Introduction of new Board members;
- Invitation to residents to volunteer within the community;
- Overview of Recreation and Special Events in 2018; and
- Overview of Information Technology 2018 achievements.

8. CEO Report

COO Foster gave a report on upcoming community events and updates on current projects:

- General Services update;
- Introduction of Chris Laugenour, Director of Transportation & Maintenance;
- Areas under the direction of Chris Laugenour are transportation, fleet management, janitorial, street and side, waste management, and the service center;
- Code Red notifications and registrations; and
- NCAA Football Championship viewing party.

9. Open Forum (Three Minutes Per Speaker)

Members spoke on the following topics: Television in CH 1 Drop-In Lounge, special needs children living in the community, channel 3 on Village TV, and Round-Up usage in the community.

10. Responses to Open Forum Speakers

Several Directors and COO Foster responded to and provided input regarding member comments.

11. Consent Calendar

- (a) GRF Committee Appointments Update

RESOLUTION 90-19-01 **GRF Committee Appointments**

RESOLVED January 2, 2018, that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Business Planning Committee

Diane Phelps, Chair (GRF)
Beth Perak, (GRF)
Rosemarie diLorenzo, (Third)
Jack Connelly, (Third)
Gary Morrison, (United)
Juanita Skillman, (United)
Al Amado, (Mutual 50)

Community Activities Committee

Annette Sabol Soule, Chair (GRF)
Joan Milliman, (GRF)
Diane Phelps, (GRF)
Steve Parsons (Third)
Cush Bhada, (Third)
Jack Connelly, Alternate (Third)
Jon Pearlstone, Alternate (Third)
Sue Margolis, (United)
Andre Torng, (United)
Juanita Skillman, Alternate (United)
Ryna Rothberg, (Mutual 50)
Non-Voting Advisers: Leon St. Hilaire, *Shaun Tumpane*

Finance Committee

Diane Phelps, Chair (GRF)
Pat English, (GRF)
Beth Perak, (GRF)
Rosemarie diLorenzo, (Third)
Jack Connelly, (Third)
Steve Parsons, Alternate (Third)
Gary Morrison, (United)
Juanita Skillman, (United)
Carl Randazzo, Alternate (United)
Al Amado, (Mutual 50)
Non-Voting Advisers: Greg Corigliano

Landscape Committee

Bert Moldow, Chair (GRF)
Judith Troutman, (GRF)
Jim Maston, (GRF)
Maggie Blackwell, (United)
Manuel Armendariz, (United)
Anthony Liberatore, Alternate, (United)
John Frankel, (Third)
James Tung, (Third)
Jon Pearlstone, Alternate, (Third)

Vacant (Mutual 50)

Maintenance & Construction Committee

Jim Matson, Chair (GRF)
Richard Palmer, (GRF)
Don Tibbetts, (GRF)
John Frankel, (Third)
Bunny Carpenter, (Third)
Cush Bhada, Alternate (Third)
Paul Chao, Alternate (Third)
Carl Randazzo, (United)
Cash Achrekar, (United)
Sue Margolis, Alternate (United)
Ryna Rothberg, (Mutual 50)
Non-Voting Advisers: John Luebbe, Ruth Matson

Media and Communications

Joan Milliman, Chair (GRF)
Annette Sabol Soule, (GRF)
Pat English, (GRF)
Lynn Jarrett, (Third)
Roy Bruninghaus, (Third)
Jack Connelly, Alternate (Third)
Bunny Carpenter, Alternate (Third)
Maggie Blackwell, (United)
Elsie Addington, (United)
Juanita Skillman, Alternate (United)
Ryna Rothberg, (Mutual 50)
Non-Voting Advisers: Steve Carman, Lucy Parker, *Sheila Bialka*

Mobility & Vehicles Committee

Ray Gros, Chair (GRF)
Don Tibbetts, (GRF)
Jim Matson, (GRF)
Cush Bhada, (Third)
John Frankel, (Third)
Jon Pearlstone, Alternate (Third)
Lynn Jarrett, Alternate (Third)
Elsie Addington, (United)
Andre Torng, (United)
Juanita Skillman, Alternate (United)
John Dalis, (Mutual 50)
Non-Voting Advisers: Vashti Williams, vacant (1)

PAC Renovation Ad Hoc Committee

Beth Perak, Chair (GRF)

Joan Milliman, (GRF)
Richard Palmer, (GRF)
John Frankel, (Third)
Cush Bhada, (Third)
Carl Randazzo, (United)
Sue Margolis, (United)
Juanita Skillman, Alternate (United)
Irving Waaland, (Mutual 50)
Non-Voting Advisers: Sheila Bialka

Security and Community Access

Don Tibbetts, Chair (GRF)
Ray Gros (GRF)
Pat English, (GRF)
Roy Bruninghaus, (Third)
John Frankel, (Third)
Cush Bhada, Alternate (Third)
Steve Parsons, Alternate (Third)
Reza Bastani, (United)
Carl Randazzo, (United)
Non-Voting Advisers: Larry Cunningham, Frank Tybor

Disaster Preparedness Task Force

Judith Troutman, Chair (GRF)
Roy Bruninghaus, (Third)
John Frankel, (Third)
Steve Parsons, Alternate (Third)
Jon Pearlstone, Alternate (Third)
Cash Achrekar, (United)
Reza Bastani, (United)
Gary Morrison, Alternate (United)
Inesa Nords-Leth, (Mutual 50)

Laguna Woods Village Traffic Hearings

Ray Gros, Chair (GRF)
Jack Connelly, (Third)
John Frankel, Alternate (Third)
Elsie Addington, (United)
Cash Achrekar, Alternate (United)
Board Members by Rotation (Mutual 50)

Village Energy Task Force

Bert Moldow, Chair (GRF)
Richard Palmer (GRF)
Sue Margolis (United)
Carl Randazzo (United)

Paul Chao, (Third)
John Frankel (Third)
Cush Bhada, Alternate (Third)
Advisers: Steve Leonard, Bill Walsh, Sue Stephens
Board Members by Rotation (Mutual 50)

RESOLVED FURTHER, that Resolution 90-18-58 adopted December 4, 2018, is hereby superseded and cancelled; and

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

- ~~(b) Approval of Resolution to File in Small Claims Court against Customer ID's #748~~
- ~~(c) Approval of resolution to File in Small Claims Court against Customer ID's #761~~
- ~~(d) Approval of resolution to File in Small Claims Court against Customer ID's #769~~
- (e) Consistent with its statutory obligations the Board members individually reviewed and approved Golden Rain Foundation financials for the month of November 2018 and by this vote ratify that such review be confirmed in this month's Board Member Open Session Meeting minutes.

Director English moved to approve the consent calendar. Director Sabol Soule seconded the motion and it passed by unanimous consent.

12. Unfinished Business

- (a) None

13. New Business

- (a) Entertain a Motion to Approve Supplemental Funding for Vehicle Purchase

Director Milliman, Secretary of the Board, read the following:

RESOLUTION 90-19-02

Supplemental Funding for Van Replacement

WHEREAS, on October 14, 2018, a GRF-owned handicapped accessible Plan-A-Ride van with liability-only insurance coverage was damaged beyond repair in an accident; and

WHEREAS, on December 5, 2018, the Mobility and Vehicles Committee confirmed the need for the vehicle used by Transportation and approved the replacement of the van;

NOW THEREFORE BE IT RESOLVED, January 2, 2019, the Board of Directors of this Corporation hereby authorizes a supplemental appropriation in the amount of \$45,000, to be funded from the Equipment Fund, for the purchase of a replacement van.

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

Director Milliman moved to approve the resolution for supplemental funding for vehicle purchase. Director Gros seconded the motion and it passed by unanimous consent.

(b) Entertain a Motion to Approve a Resolution for Financial Transfers by VMS

Director Milliman, Secretary of the Board, read the following:

RESOLUTION 90-19-03

Financial Transfers by VMS, Inc.

WHEREAS, Golden Rain Foundation (the "Association" or "GRF") is a California non-profit mutual benefit corporation organized for the purpose of operating ~~the condominium project known to provide services as Golden Rain Foundation~~ pursuant to the provisions set forth in its Articles of Incorporation, Bylaws, Rules and Board Resolutions (collectively, the "Governing Documents");

WHEREAS Village Management Services, Inc. ("VMS") is a California non-profit mutual benefit corporation organized primarily for the purpose of providing management services to, among other associations, GRF, pursuant to the provisions set forth in the Association's Governing Documents, services that currently include, among other things, making financial transfers from one or more accounts that it maintains as trustee on behalf of the Association;

WHEREAS, the Association, through its volunteer Board of Directors ("Board"), is responsible for, among other things, managing and operating the Association in accordance with the Association's Governing Documents and the Davis-Stirling Common Interest Development Act;

WHEREAS, pursuant to Article IX, Section 9.6.4.2 of the Bylaws for GRF, "The Treasurer shall ... [d]eposit or cause to be deposited, all money and other valuables in the name and to the credit of this Corporation with such depositories as may be designated by the Board of Directors; disburse the funds of this Corporation as may be ordered by the Board of Directors; render to

the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of this Corporation; and have other powers and perform other duties as may be prescribed by the Board of Directors or Bylaws. Such responsibilities may be delegated to a member of the staff of the managing agent by this Corporation.”; and

WHEREAS, Article VI, Section 6.1.2 of the Bylaws provides: “The Board may delegate the management of the activities of this Corporation to any person or persons, or management company, provided that the policies, activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.”; and

WHEREAS, pursuant to *Corporations Code* Section 7210, “... The board may delegate the management of the activities of the corporation to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.”; and

WHEREAS, the Association’s managing agent is currently VMS, pursuant to a duly executed management agreement; and

WHEREAS, pursuant to Article XII, Section 12.2 of the Bylaws, the “Books and accounts of this Corporation and GRF Trust shall be kept under the direction of the Treasurer or the managing agent. ...”; and

WHEREAS, pursuant to Article X, Section 10.1.2 of the Bylaws, “The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this Corporation and such authority may be general or confined to specific instances ...”; and

WHEREAS, *Civil Code* Section 5380 regulates the conduct of an association’s managing agent in managing the association’s funds, and pursuant to *Civil Code* Section 5380(a), “A managing agent of a common interest development who accepts or receives funds belonging to the association shall deposit those funds that are not placed into an escrow account with a bank, savings association, or credit union or into an account under the control of the association, into a trust fund account maintained by the managing agent in a bank, savings association, or credit union in this state.”; and

WHEREAS, pursuant to *Civil Code* Section 5380(b), the written approval of the Board is required for VMS (including its employees rendering services and performing its duties as managing agent of GRF), who accepts or receives funds on behalf of the Association, to deposit said funds into an interest-bearing account in a bank, savings association, or credit union in the State of California;

and

WHEREAS, effective January 1, 2019, *Civil Code* Section 5380(b) prohibits a managing agent from making financial transfers greater than ten thousand dollars (\$10,000) or five percent (5%) of an association's total combined reserves and operating account deposits, whichever is lower, from accounts maintained by the managing agent as trustee for the association, without obtaining prior written approval from the Board of the Association; and

WHEREAS, the Board has determined that it is in the best interests of the Association for VMS to be granted the authority to make said financial transfers, electronic or otherwise, without having to obtain the Board's prior written approval for each such financial transfer, and wishes to authorize/direct VMS through its employees, to make said transfers as required by the Association; and

WHEREAS, the Board recognizes the convenience to the mutual members of making payments in the form of a single disbursement and hereby sets forth as an approved policy that those portions of payments received by GRF relating to a mutual member's obligation to their respective mutual are hereby authorized to be transferred into an account under such mutual's control immediately upon receipt and without further action by GRF; and

WHEREAS, the Board hereby establishes, as a standing policy, that the approval of any contract also constitutes an approval to transfer any sums necessary to bear the payments set forth in such approved contract, and, further, that the approval of each annual budget or supplemental appropriation is an express authorization to transfer the funds associated with the expenses in such approved budget;

NOW, THEREFORE, BE IT RESOLVED, beginning on January 1, 2019, and continuing thereafter until repealed or replaced by GRF, that the Association hereby adopts the following resolution, pursuant to *California Civil Code* Section 5380, authorizing financial transfers by VMS on behalf of the Association from one or more accounts, that VMS maintains as trustee on behalf of the Association, as may be necessary for VMS to fulfill its contractual duties to the Association, provided the following requirements are met:

- (a) The account is in the name of the Association;
- (b) All of the funds in the account are covered by insurance provided by an agency of the federal government or private institution offering coverage equal to, or exceeding, such government-backed insurance;
- (c) VMS discloses to the Board, via account summaries, statements or otherwise, the nature of the account, how interest will be calculated and paid,

whether service charges will be paid to the depository and by whom, and any notice requirements or penalties for withdrawal of funds from the account(s). All of which must be noticed to the Association with the Association's financials on no less than a monthly basis to allow the Board to meet its statutory duties;

(d) No interest earned on funds in the account shall inure directly or indirectly to the benefit of VMS or any party other than the Association; and

(e) Transfers of greater than ten thousand dollars (\$10,000) or five percent (5%) of the Association's total combined reserve and operating account deposits, whichever is lower, including transfers for the payment of utilities or other Association expenses, shall not be authorized from the account without prior written approval from the Board; for purposes of this Section (e), this Resolution shall be deemed the "prior written approval from the Board" as required by *Civil Code* Section 5380.

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

CERTIFICATE

I, Joan Milliman, hereby certify:

1. That I am the duly elected and acting Secretary of GOLDEN RAIN FOUNDATION; and
2. That the above Resolution constitutes the Resolution of the GOLDEN RAIN FOUNDATION Board of Directors as duly adopted by a vote of the Board at a duly called and noticed Board meeting held on January 2, 2019, at Laguna Woods Village, California.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of January, 2019.

Secretary



Print Name

JOAN A. MILLIMAN

Director Milliman moved to approve the resolution for financial transfers by VMS and to ratify any financial transactions since January 1, 2019. Director Phelps seconded the motion and discussion ensued among the Directors.

Director Milliman moved to omit “the condominium project known to provide services as Golden Rain Foundation”. Director Troutman seconded the motion and it passed by unanimous consent.

President Perak called for a vote on the motion and it passed by unanimous consent.

- (c) Entertain a Motion to Approve a Resolution to Adopt the Revised Media and Communications Committee Charter

Director Milliman, Secretary of the Board, read the following:

RESOLUTION 90-19-04

**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

WHEREAS, this charter has not been updated since its original adoption April 1, 2014;

NOW THEREFORE BE IT RESOLVED, January 2, 2019, 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

- i. 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.
- ii. Assure mutual understanding, between committee and respective management division, of approved goals, policies and expectations.
- iii. Keep informed generally regarding the extent and quality of operational performance.

- iv. Seek an acceptable level of congruence among board expectations, management performance and, generally, resident experience and desire.
- v. Seek optimum benefit/cost results in the committee' s area of concern.
- vi. 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.

COMMITTEE'S AREAS OF CONCERN

- 2. Promote two-way communications within 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 Marketing and Communications Division (MarComm).
- 5. Work with GRF committees and 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, the Marketing and Communications Division or the CEO/COO, and recommend appropriate action to the Finance Committee.

8. Ensure that the Headend, Broadband and Village Television 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 communication services, and any associated equipment, are appropriate for the intended services. Make recommendations to all Boards, as necessary.

12. Perform such other duties as may be assigned by the GRF Board of Directors.

RESOLVED FURTHER, Resolution 90-14-17, adopted April 1, 2014, is hereby superseded and canceled; 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 Milliman moved to approve the resolution to adopt the revised Media and Communications Committee Charter. Director Phelps seconded the motion and discussion ensued among the Directors.

President Perak called for a vote on the motion and it passed by unanimous consent.

(d) Entertain a Motion to Accept the Traffic Engineer Proposal

Director Milliman moved to accept the traffic engineer proposal to conduct the study to evaluate the need for traffic-calming measures in the area of Calle Aragon and CH1. Director Phelps seconded the motion and it passed by unanimous consent.

14. Committee Reports

- (a) Report of the Finance Committee/Financial Reports – Director Phelps.
Next meeting February 20, 2019, at 1:30 p.m. in the Board Room.

- (b) Report of the Community Activities Committee – Director Sabol Soule. Next meeting January 10, 2019, at 1:30 p.m. in the Board Room.
- (c) Report of the Maintenance & Construction Committee – Director Matson. Next meeting February 13, 2019, at 9:30 a.m. in the Board Room.
 - Report of the Performing Arts Center (PAC) Renovation Ad Hoc Committee - Director Perak. Next meeting TBA
 - Report of Village Energy Task Force – President Perak. Next meeting January 9, 2019, at 9:00 a.m. in the Willow Room.
- (d) Report of the Media & Communications Committee – Director Milliman. Next meeting January 21, 2019, at 1:30 p.m. in the Board Room.
- (e) Report of the Mobility & Vehicles Committee – Director Gros. Next meeting February 6, 2019, at 1:30 p.m. in the Board Room.
- (f) Report of the Security & Community Access Committee – Director Tibbetts. Next meeting February 25, 2019, at 1:30 p.m. in the Board Room
 - Report of the Traffic Hearings – Director Gros. Next meeting January 16, 2019, 9:00 a.m. in the Board Room & 1:00 p.m. in the Pine Room.
 - Report of the Disaster Preparedness Task Force- Director Troutman. Next meeting January 29, 2019, 9:30 a.m. in the Cypress Room.
- (g) Report of the Landscape Committee – President Perak. Next meeting January 16, 2019, at 1:30 p.m. in the Board Room.

15. Future Agenda Items - *All matters listed under Future Agenda Items are Resolutions on 30-day public review or items for a future Board Meeting. No action will be taken by the Board on these agenda items at this meeting. The Board will take action on these items at a future Board Meeting.*

- (a) Entertain a Motion to Approve a Resolution for Permanent Elimination of Fitness Guest Fees **(December initial notification - must postpone to February to conform to the 30-day notification requirement)**
- (b) Entertain a Motion to Approve a Resolution for Permanent Elimination of Aquatic Guest Fees **(December initial notification - must postpone to February to conform to the 30-day notification requirement)**
- (c) Entertain a Motion to Approve a Resolution for Summer Lap Swim for Children **(December initial notification - must postpone to February to conform to the 30-day notification requirement)**

- (d) Entertain a Motion to Approve a Resolution for Revisions to Open House Directional Uniform Signage Policy (**December initial notification - must postpone to February to conform to the 30-day notification requirement**)
- (e) Entertain a Motion to Approve a Resolution for Digital Cable Services Fee Structure and Tier System (**December initial notification - must postpone to February to conform to the 30-day notification requirement**)

16. Directors' Comments

- Director English and Director Palmer wished a Happy New Year to all;
- Director Troutman expressed appreciation for being back on the GRF Board;
- Director Matson read a letter he received regarding lawn bowling;
- Director Gros provided information on the Laguna Canyon Foundation;
- Director Sabol Soule wished a Happy Holiday to all and noted it was a great meeting ;
- Director Milliman wished a Happy New Year to all and encouraged team work;
- Director Phelps expressed best wishes to Director Moldow; and
- President Perak hoped that Director Moldow would be returning soon and wished a Happy New Year to all.

- 17. Recess** - *At this time, the Meeting recessed for lunch and reconvened to Executive Session to discuss the following matters per California Civil Code §4935.*

Closed Executive Session Agenda

Approval of Agenda

Approval of Minutes

(a) December 4, 2018 – Regular Executive Session

Discuss and Consider Member Disciplinary Matters

Discuss and Consider Personnel Matters

Discuss and Consider Contractual Matters

Discuss and Consider Litigation Matters

Discuss Litigation Report Summary

18. Adjournment



Joan Milliman, Secretary of the Board
Golden Rain Foundation