

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

December 2, 2008

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 December 2, 2008, at 9:30 A.M., at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Erwin Stuller, Bob Miller, Ruth May, Don Tibbetts, Bea McArthur, Ken Hammer, Ray Gros, Mark Schneider, Bob Hatch, Jim Matson, Burns Nugent

Directors Absent: None

Others Present: Milt Johns, Patty Kurzet, and Janet Price (9:56 A.M.- 10:16 A.M.); Executive Session: Milt Johns, Patty Kurzet, Cris Trapp

Designated Representative from Mutual Fifty : None

CALL TO ORDER

Erwin Stuller, President, 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.

A moment of silence and reflection was held to honor our US Troops who are serving our Country, and for those who are in harm's way.

PLEDGE OF ALLEGIANCE TO THE FLAG

Director Bob Miller led the membership in the Pledge of Allegiance to the Flag.

ACKNOWLEDGEMENT OF PRESS

The Chair acknowledged Cheryl Walker from the Laguna Woods Globe, but was not in attendance, and by way of remote cameras, the TV Channel 6 Camera Crew.

APPROVAL OF AGENDA

Without objection, the agenda was approved as submitted.

APPROVAL OF MINUTES

The Board reviewed and approved the Minutes of the Regular Session of November 4, 2008 and the Minutes of the Organizational Meeting of November 13, 2008 were approved as amended by substituting the name "Tibbetts" with "Miller" under the Treasurer paragraph.

CHAIR'S REPORT

President Stuller commented on marketing and beautifying the Community to increase manor sales and commented on the need to decrease the length of the Board meetings.

President Stuller announced the proper procedure for conducting the Meeting.

OLD BUSINESS

The Board entertained the motion postponed from the prior month regarding an increase in guest fees for bridge players.

Herbert Schwartz (2005-C) addressed the Board on the fee increase.

Director Schneider made a motion to amend the motion to revise the effective date to read "January 1, 2009." The motion was seconded and after discussion, carried unanimously.

By a vote 9-0-1 (Director Hatch abstained), the main motion as amended carried and the Board of Directors adopted the following resolution:

RESOLUTION 90-08-92

WHEREAS, on May 2, 2006, by way of Resolution 90-06-32, the Board of Directors of this Corporation approved the Resident Fee Schedule for 2007; and

WHEREAS, the Community Association Committee recommends establishing a fee for use of the Bridge Room for residents or guests;

NOW THEREFORE BE IT RESOLVED, December 2, 2008 that the Board of Directors hereby revises the 2007 Resident Fee Schedule as follows:

- Add a \$4.00 Bridge Room Guest Fee

RESOLVED FURTHER, that the gross guest fees shall be collected on behalf of and paid to GRF in appropriate and timely accountability; and

RESOLVED FURTHER, that such change shall be effective January 1, 2009; and

RESOLVED FURTHER, that Resolution 90-06-32 adopted May 2, 2006 is hereby amended; 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 Hammer made a motion to host a holiday party this year. Director Matson seconded the motion and discussion ensued.

Member Libby Marks (82-Q) inquired on the funding source for the party.

By a vote 6-3-1 (Directors Hatch, May and McArthur opposed and Director Miller abstained), the motion carried.

Ms. Janet Price entered the meeting at 9:56 A.M.

NEW BUSINESS

The Secretary of the Corporation, Director Bea McArthur, read the proposed committee assignments. Director McArthur moved to approve the resolution. Director Ken Hammer seconded the motion and discussion ensued on additional appointments.

Director Bob Miller moved to amend the motion by adding Jim Hart as a non-voting advisor to the Finance Committee. The motion was seconded and carried without objection.

Director Miller moved to amend the motion by adding David Talcott as a non-voting advisor to the Golf Starter Ad Hoc Committee. The motion was seconded and carried without objection.

Director McArthur moved to amend the motion by adding Eliot Brody and Bob Payne as non-voting advisors to the Broadband Committee. The motion was seconded and carried without objection.

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

RESOLUTION 90-08-93

RESOLVED, December 2, 2008 that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Broadband Services Committee

Bea McArthur, Chair (GRF)
Burns Nugent, Vice Chair (GRF)
Mark Schneider (GRF)
Isabel Muennichow (Third)
Kathryn Freshley (Third)
John Dalis (United)
Marty Rubin (United)
Keith Wallace (Mutual 50)
*Non-Voting Advisors: **Eliot Brody, Bob Payne***

Business Planning

Erwin Stuller, Chair (GRF)
Bob Miller, Vice Chair (GRF)
Don Tibbetts (GRF)
John Paulus (Third)
Kathryn Freshley (Third)
Paul Vogel (United)
Lloyd Foster (United)

Richard Wurzel (Mutual 50)

Bus Services Committee

Ken Hammer, Chair (GRF)
Don Tibbetts, Vice Chair (GRF)
Ray Gros (GRF)
Dominic Burrasca (Third)
Cynthia Conners (Third)
John Dalis (United)
Arlene Miller (United)
Janet Schwartz (Mutual 50)
Non-Voting Advisors: TBA

Community Activities

Mark Schneider, Chair (GRF)
Bob Hatch, Vice Chair (GRF)
Ruth May (GRF)
Carol Moore (Third)
Carol Skydell (Third)
Gail McNulty (United)
John Dalis (United)
Richard Wurzel (Mutual 50)
Non-Voting Advisor: TBA

Finance

Bob Miller, Chair (GRF)
Burns Nugent, Vice Chair (GRF)
Bob Hatch (GRF)
John Paulus (Third)
Stanley Feldstein (Third), Kathryn Freshley (alternate Third)
Paul Vogel (United)
Marv Rosenhaft (United)
Richard Wurzel (Mutual 50)
*Non-Voting Advisor: Allen Cohen, **Jim Hart***

Gate Renovation Ad Hoc Committee

Bea McArthur (GRF)
Don Tibbetts (GRF)
Mark Schneider (GRF)
Bevan Strom (United)
Maxine McIntosh (United)
xxxx (Third)
xxxx (Third)
Dick Gray (Mutual 50)

Golf Starter Building Ad Hoc Committee

Don Tibbetts (GRF)

Jim Matson (GRF)
Ken Hammer (GRF)
Bevan Strom (United)
Lloyd Foster (United)
Stanley Feldstein (Third)
Kathryn Freshley (Third)
xxxx (Mutual 50)
*Non-Voting Advisor: Dick Sharp, **David Talcott***

Government & Public Relations

Ruth May, Chair (GRF)
Jim Matson, Vice Chair (GRF)
Burns Nugent (GRF)
Isabel Muennichow (Third)
Carol Skydell (Third)
Marty Rubin (United)
Arlene Miller (United)
Dick Gray (Mutual 50)
Non-Voting Advisor: Denise Welch

Laguna Canyon Foundation

Ray Gros

Landscape Committee

Jim Matson, Chair (GRF),
Bea McArthur, Vice Chair (GRF)
Ruth May (GRF)
Stanley Feldstein (Third)
Carol Moore (Third)
Linda Wilson (United)
Maxine McIntosh (United)

Maintenance & Construction

Don Tibbetts, Chair (GRF)
Ken Hammer, Vice Chair (GRF)
Jim Matson (GRF)
Don Lippert (Third)
John Paulus (Third)
Bevan Strom (United)
Marv Rosenhaft (United)
Non-Voting Advisor: Bob Morton and Joseph Heller

Security and Community Access

Ray Gros, Chair (GRF)
Ken Hammer, Vice Chair (GRF)
Bob Hatch (GRF)
Larry Souza (Third)

Dominic Burrasca (Third)
Linda Wilson (United)
Gail McNulty (United)
Non Voting Advisor: Libby Marks, John Dudley

Select Audit

Erwin Stuller
Bob Miller

RESOLVED FURTHER, that Resolution 90-08-24 adopted April 1, 2008 is hereby superseded and cancelled.

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.

CONSENT CALENDAR

No items came under the Consent Calendar.

COMMITTEE REPORTS

Director Don Tibbetts reported on the Treasurer's Report and from the Finance Committee.

The Secretary of the Corporation read a proposed resolution approving the Finance Committee Charter. Director Miller moved to approve the resolution and Director Tibbetts seconded the motion.

Member Libby Marks (82-Q) commented on the resolution.

Without objection, the Board agreed to revise the words "PCM" with "Managing Agent" under number 10.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 90-08-94

GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
FINANCE COMMITTEE CHARTER

WHEREAS, a Finance Committee has been established pursuant to Article 7, Section 7.1.1 of the bylaws of the corporation:

NOW THEREFORE BE IT RESOLVED, December 2, 2008, the Board of Directors of this corporation hereby assigns the duties and responsibilities of this Committee, as follows:

1. Perform the duties imposed upon all standing committees as set forth in the resolution entitled, "General Duties of Standing Committees."
2. Serve as liaison between the GRF Board and the Financial Services Division.
3. Review the capital requirements, service levels and projected revenues related to the Financial Services Division operations and recommend appropriate action to the GRF Business Planning Committee.
4. Review the monthly financial statements and any other reports affecting the financial status of this corporation and review the performance of the Managing Agent in relation to the annual operating budget.
5. Review the proposed GRF Business Plan, as presented by the GRF Business Planning Committee, and recommend to the GRF Board action regarding same, including the amount of the assessment required to meet the following year's operating budget and reserves.
6. Review any unplanned expenditures proposed by any other committee to determine the impact on and adequacy of related reserves, and recommend appropriate action to the GRF Board.
7. Regularly review, in cooperation with the Financial Services Director, all insurance and risk management programs for the Laguna Woods Village Community, including GRF, the GRF Trust and the mutual housing corporations, and recommend to the Boards of the several corporations the actions to be taken to maintain adequate protection and coverage.
8. Review the investment of funds of GRF and the GRF Trust to determine that standards set by the GRF Board are being complied with, and recommend to the GRF Board changes in such investment standards and procedures as may be deemed advisable.
9. Review reports and recommendations from the Select Audit Committee, and recommend to the Board any appropriate action in connection therewith.
10. Examine the need for one or more operational review(s) of the Managing Agent's organizational entities at least once each year. If a need for review(s) is perceived and determined to be feasible, recommend such to the Board. Direct the preparation and submittal of RFPs and subsequent contracts for operational reviews. Serve as liaison between operational review consultants and the Board, and make recommendations to the Board based on consultant's findings.

RESOLVED FURTHER, that the committee shall perform such other tasks as are assigned by the GRF President or the Board.

RESOLVED FURTHER, that Resolution G-98-88 mandates that any standing committee member who misses four (4) of the regularly scheduled monthly meetings within any twelve (12) month period may be removed from that committee by a vote of the Board of Directors.

RESOLVED FURTHER, that Resolution 90-05-87, adopted December 6, 2005 is hereby superseded and canceled.

Ms. Price left the meeting at 10:16 A.M.

Director Ruth May reported from the Government and Public Relations Committee.

Director Ken Hammer reported from the Bus Services Committee.

Director Mark Schneider reported from the Community Activities Committee.

The Secretary of the Corporation read a proposed resolution accepting a donation from the Saddleback Kiwanis Club. Director McArthur moved to approve the resolution. Director Tibbetts seconded the motion.

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

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 90-08-95

RESOLVED, December 2, 2008 that the Board of Directors of this Corporation hereby accepts the donation of \$500 from the Saddleback Kiwanis Club; and

RESOLVED FURTHER, that the funds shall be used to support the Fitness Centers as determined by staff; and

RESOLVED FURTHER, that the donation to the Golden Rain Foundation shall not qualify as a tax-deductible charitable contribution; and

RESOLVED FURTHER, that the President of this Corporation is hereby authorized to advise said donor in writing and to express the thanks of the corporation.

The Secretary of the Corporation read a proposed resolution approving the request of the Orange County Seniors Golf Association to hold a golf tournament. Director McArthur moved to approve the resolution. Director Hatch seconded the motion.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 90-08-96

RESOLVED, December 2, 2008, that the Board of Directors of this Corporation hereby approves the request of the Orange County Seniors Golf Association to hold a golf tournament in Laguna Woods Village on October 5, 2009; and

RESOLVED FURTHER, that full guest fees and the outside rental fee for the clubhouse rental will apply; 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.

The Secretary of the Corporation read a proposed resolution approving the request of the Sunshine Performance Club to display posters at all the clubhouses for two events. Director McArthur moved to approve the resolution. Director Miller seconded the motion.

By a vote of 9-1-0 (Director Nugent opposed), the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 90-08-97

WHEREAS, the Board of Directors of this Corporation adopted Resolution 90-07-81 which approved the new Recreation Division Policy, Section II Use of Clubhouses and Community Center Rooms; and

WHEREAS, Section XIII(j) *Clubhouse Bulletin Boards, Posting Flyers, Announcements, etc*, only allows posters advertising events at Clubhouse Three; and

WHEREAS, the Sunshine Performance Club requests permission to place posters in all clubhouses promoting two yearly benefit shows;

NOW THEREFORE BE IT RESOLVED, December 2, 2008, that the Board of Directors of this Corporation hereby makes an exception to the Policy and approves the request of the Sunshine Performance Club to display posters at all the clubhouses for two events on January 24, 2009 and July 25, 2009; 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.

The Board considered the information from the golf clubs regarding a proposed new golf starter building. Director Schneider reported that the information has been forwarded to the Ad Hoc Committee for its review.

The Secretary of the Corporation read the following proposed resolution approving the revised Recreation Division Policy with respect to "Section XXIII Garden Center:"

RESOLUTION 90-08-

WHEREAS, the Board of Directors of this Corporation adopted Resolution 90-

07-82 on November 6, 2007, which approved Section III of the new Recreation Division Policy with respect to "Recreational Facilities;" and

WHEREAS, a recommendation has been made by the Community Activities Committee to make additional changes to further accommodate the needs of the residents;

NOW THEREFORE BE IT RESOLVED, January 6, 2009, that the Board of Directors of this Corporation hereby approves the revised Recreation Division Policy with respect to "Section XXIII Garden Center," effective January 6, 2009, by adding the following paragraph:

Effective January 1, 2009, the square footage of vegetable plot billable garden space of current gardeners with more than 800 square feet of billable garden space per manor will be reduced to 800 square feet of billable garden space per manor, and further that those gardeners with more than 800 square feet of billable garden space have until December 31, 2009 to vacate the additional square footage.

RESOLVED FURTHER, that Resolution 90-07-82 adopted November 6, 2007 is hereby amended; and

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

Director McArthur moved to approve the resolution. Director May seconded the motion and discussion ensued.

Members Maxine McIntosh (68-C), Patricia Gothard (61-Q), and Isabel Muennichow (5285) addressed the Board on the resolution.

Director McArthur made a motion to postpone the motion to the Old Business portion of the January Board Meeting to satisfy the required statutory thirty-day notice requirement. The motion was seconded and carried unanimously.

The Secretary of the Corporation read the following proposed resolution approving the revised Recreation Division Policy with respect to "Section XXII Fitness:"

RESOLUTION 90-08-

WHEREAS, the Board of Directors of this Corporation adopted Resolution 90-07-82 on November 6, 2007, which approved Section III of the new Recreation Division Policy with respect to "Recreational Facilities;" and

WHEREAS, a recommendation has been made by the Community Activities Committee to make additional changes to further accommodate the needs of the residents;

NOW THEREFORE BE IT RESOLVED, January 6, 2009, that the Board of Directors of this Corporation hereby approves the revised Recreation Division Policy with respect to "Section XXII Fitness," effective January 6, 2009; by adding the following paragraph:

Cell phones, video players, and reading materials are prohibited while using treadmills. As a courtesy to others, participants are asked to place cell phones on vibrate and limit conversations to outside the room.

RESOLVED FURTHER, that Resolution 90-07-82 adopted November 6, 2007 is hereby amended; and

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

Director Schneider moved to approve the resolution. Director McArthur seconded the motion and discussion ensued.

Mr. Steve LaFortune, Recreation Manager, provided clarification on the resolution.

Director Schneider made a motion to postpone the motion to the Old Business portion of the January Board Meeting to satisfy the required statutory thirty-day notice requirement. Director McArthur seconded the motion, and the motion carried unanimously.

Director Bea McArthur reported from the Landscape Committee.

Director Bea McArthur reported that the Gate Renovation Ad Hoc Committee did not meet.

Director Don Tibbetts reported from the Maintenance and Construction Committee.

Director Bea McArthur reported from the Broadband Committee.

Director Erwin Stuller reported from the Security and Community Access Committee.

MEMBER COMMENTS ON COMMITTEE REPORTS

- Maxine McIntosh (68-C) commented on the golf starter building
- Mary Wall (239-D) commented on gate renovation and security issues
- Jerry Sheinblum (3488-C) commented on security

MEMBER COMMENTS

- Barbara Copley (410-D) commented on the inability to speak on agenda items
- Mary Wall (239-D) commented on gate renovation

RESPONSES TO MEMBER COMMENTS

- No responses were made

DIRECTOR'S COMMENTS:

- Director Matson encouraged the residents to attend committee meetings
- Director May commented on the committee schedules for the month of December
- Director Schneider commented on pool closures

MEETING RECESS

The meeting recessed at 11:16 A.M. and went into Executive Session at 11:23 A.M.

During its Regular Executive Session Meeting of November 4, 2008 the Board reviewed and approved the Minutes of the Regular Executive Session Meeting of October 7, 2008; and discussed legal and contractual matters.

During its Special Executive Session Meeting of November 21, 2008, the Board of Directors discussed contractual matters.

ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting adjourned at 12:01 P.M.

Elizabeth C. McArthur, Secretary