



OPEN SESSION

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

Wednesday, November 4, 2020, 9:30 a.m.
24351 El Toro Road, Laguna Woods, California
Virtual Meeting

Directors Present: Bunny Carpenter, Egon Garthoffner, Judith Troutman, Joan Milliman, Sue Stephens, Yvonne Horton, Don Tibbetts, Bert Moldow, Gan Mukhopadhyay, James Hopkins, Jon Pearlstone

Directors Absent: None

Staff Present: Jeff Parker-CEO, Siobhan Foster-COO, Carlos Rojas, Brian Gruner, Betty Parker, Cheryl Silva, Grant Schultz, and Becky Jackson

Others Present: VMS: Diane Phelps
Mutual 50: Al Amado, Ryna Rothberg
Third Board: John Frankel

1. Call to Meeting to Order / Establish Quorum

President Carpenter called the meeting to order at 9:30 a.m. and established that a quorum was present.

2. Pledge of Allegiance -- Director Garthoffner

Director Garthoffner led the meeting in the Pledge of Allegiance to the Flag.

3. Acknowledgment of Media

The media and the Village Television crew are present remotely by way of cameras.

4. Approval of Agenda

President Carpenter requested to move agenda item 13c. to consent calendar.

Because of objection the item was not moved.

Hearing no objections, the agenda was approved.

5. Approval of Minutes

- a. October 6, 2020--Regular Open Meeting

b. October 9, 2020—Meet the Candidates

Hearing no corrections, the minutes of October 6, 2020, Regular Open Session were approved without objection.

Hearing no corrections, the minutes of October 9 2020, Meet the Candidates were approved without objection.

6. Report of the Chair

President Carpenter announced the annual and organizational meeting on November 12, 2020 at 10:00 a.m. The COVID-19 mask policy resolution has expired, and the community will follow the state and county guidelines.

7. VMS Board Update -- Director Phelps

Director Phelps gave an update from the last VMS Board Meeting. Kurt Wiemann, Director of Landscape Services, shared a presentation of Landscape Services at the last VMS Regular Board Meeting. Director Phelps shared the presentation with the GRF Board.

- Landscape Services Overview
- Staffing Levels
- All Landscape Tickets 2010-2020 Comparison
- New Process for Landscaping Tickets

8. CEO Report

Jeff Parker-CEO and Siobhan Foster-COO gave a report on the following items:

- Update on network outage:
 - Staff is still in the process with working out issues.
 - The impact has been more with scheduling process, email communication, intermittent phone system problems, resident services continues to take phone calls and email, but schedule work with the departments is problematic.
 - Objective is that in a short period of time to have this worked out.
 - Most of the external systems, reservations programs, are working.
 - Working to address any issues with manor alterations and real estate escrow closings.
- According to the Orange County Health Care Agency (OCHCA), COVID-19 cases have increased in Orange County—increase to 306, 177 cases hospitalized. We have been moved back to the red tier. Orange County may need to go back to the purple tier which is the most restrictive level.
- New Resident Orientation sessions have returned. Contact Becky Jackson for reservations.
- The recent Irvine Silverado fires increased our need to update residents on how to obtain information in the event of a fire. Residents are encouraged to register for OC Alert Program, check OC Fire Authority for updated information about the fire area.
- Drive-in shows are available Clubhouse 5. Resident can make reservations through the online reservation system.
- Exercise options have been provided for residents to exercise outdoors at the outdoor fitness center.

9. Open Forum (Three Minutes per Speaker)

President Carpenter asked staff to read member comments:

Member's comments were read by Becky Jackson on the following topics:

- Thanked the board for the outside gym. Requested more step machines and commented that many residents are not wearing masks.

10. Responses to Open Forum Speakers

Several Directors responded to and provided input regarding the member comment.

- Director Horton commented that we have not had a landscape committee meeting since August. The next meeting will be in November.

11. Consent Calendar

Recommendation from the Finance Committee:

- a. Consistent with its statutory obligations a subcommittee of the Board consisting of the Treasurer and at least one other board member reviewed and approved preliminary Golden Rain Foundation financials for the month of September 2020 and by this vote ratify that such review be confirmed in this month's Board Member Open Session Meeting minutes.

President Carpenter asked for approval of the Consent Calendar.

Discussion ensued among the directors.

Hearing no objection, the Consent Calendar was approved.

12. Unfinished Business

- a. Update on Modified Temporary COVID-19 Rules Resolution

Jeff Parker-CEO commented about the Temporary COVID-19 Rules Resolution for 120 days. This resolution expired on October 26, 2020. The other boards decided not to renew the resolution and wanted to follow the state and Orange County guidelines. Because of the current state and county guidelines, our current tier level limits social gatherings.

Staff will communicate with residents on what the state and county guideline and limitations are. CEO Parker encouraged residents to wear their masks.

CEO Parker and Carlos Rojas, Director of Security and Community Access, answered questions from the board.

13. New Business

- a. Entertain a Motion to Approve the 2021 GRF Resident and Guest Fees

President Carpenter asked for a motion to approve the 2021 GRF Resident and Guest fees. The rates will not change, and staff will continue to use the existing fees.

Director Pearlstone made a motion to approve the 2021 GRF Resident and Guest Fees.

Director Tibbetts seconded the motion.

Discussion ensued among the directors.

President Carpenter called for the vote and the motion passed by majority vote.

- b. Entertain a Motion to Increase Letter of Credit from \$1,430,000 to \$1,800,000 as Required Collateral for Workers Compensation Insurance Policy

Director Milliman made a motion to approve the increase letter of credit. The motion was seconded by Director Horton.

President Carpenter called for the vote and the motion passed by majority vote.

- c. Entertain a Motion to Approve the Resolution to Update the GRF Committee Appointments

RESOLUTION 90-20-53
GRF Committee Appointments

RESOLVED November 4, 2020, that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Business Planning Committee

Sue Stephens, Chair (GRF)
Jon Pearlstone, (GRF)
James Hopkins (GRF)
Steve Parsons (Third)
Robert Mutchnick (Third)
Sue Margolis (United)
Manuel Armendariz (United)
Brian Gilmore, Alternate (United)
Al Amado, (Mutual 50)

Community Activities Committee

Jon Pearlstone, Chair (GRF)
Bunny Carpenter (GRF)
Yvonne Horton (GRF)
Annie McCary (Third)
Cush Bhada, (Third)
Doug Gibson, Alternate (Third)
John Frankel, Alternate (Third)
Andre Torng (United)

Elsie Addington (United)
Ryna Rothberg, (Mutual 50)
Advisor: Janey Dorrell, Ed Tao, and Roland Boudreau

Equestrian Center Ad Hoc Committee

Bunny Carpenter, Chair (GRF)
Yvonne Horton (GRF)
Vacant (GRF)
Cush Bhada (Third)
Annie McCary, (Third)
Andre Torng (United)
Vacant (United)
Advisors: Gary Empfield, Stefanie Brown, Bunny Lipinski, Susan Hemberg

Finance Committee

Jon Pearlstone, Chair (GRF)
James Hopkins (GRF)
Gan Mukhapadhyay (GRF)
Steve Parsons (Third)
Robert Mutchnick (Third)
Reza Karimi, Alternate (Third)
Sue Margolis (United)
Brian Gilmore (United)
Manuel Armendariz, Alternate (United)
Al Amado, (Mutual 50)
Advisor: Rosemarie diLorenzo

Purchasing Ad Hoc Committee

Bunny Carpenter, Chair (GRF)
Yvonne Horton (GRF)
Vacant (GRF)
Carl Randazzo (United)
Cash Achrekar (United)
Brian Gilmore, Alternate (United)
Steve Parsons (Third)
Robert Mutchnick (Third)
Cush Bhada, Alternate (Third)

Strategic Planning Committee

Jon Pearlstone, Chair (GRF)
James Hopkins (GRF)
Gan Mukhapadhyay (GRF)
Robert Mutchnick (Third)
Steve Parsons (Third)
Lynn Jarett, Alternate (Third)
Sue Margolis (United)
Brian Gilmore, (United)
Andre Torng, Alternate (United)

Landscape Committee

Yvonne Horton, Chair (GRF)
Bert Moldow (GRF)
Vacant (GRF)
Lynn Jarrett, (Third)
Reza Karimi, (Third)
Cush Bhada, Alternate (Third)
Manuel Armendariz, (United)
Andre Torng (United)
Neda Ardani, Alternate (United)
Vacant (Mutual 50)

Maintenance & Construction Committee

Egon Garthoffner, Chair (GRF)
Bert Moldow (GRF)
Gan Mukhapadhyay (GRF)
Cush Bhada (Third)
John Frankel (Third)
Doug Gibson, Alternate (Third)
Ralph Engdahl, Alternate (Third)
Carl Randazzo, (United)
Reza Bastani (United)
Brian Gilmore, Alternate (United)
Inesa Nord-Leth (Mutual 50)
Advisor: Richard Palmer, **Steve Leonard, Bill Walsh**

Clubhouse 1 Renovation Ad Hoc Committee

Bert Moldow, Chair (GRF)
Egon Garthoffner (GRF)
Gan Mukhapadhyay (GRF)
~~Robert Mutchnick (Third)~~
John Frankel (Third)
Cush Bhada (Third)
Ralph Engdahl (Third)
Carl Randazzo (United)
Manuel Armendariz (United)
Sue Margolis, Alternate (United)
Advisors: Steve Leonard, Bill Walsh

Media and Communications

Joan Milliman, Chair (GRF)
Bunny Carpenter (GRF)
Annie McCary (Third)
Lynn Jarrett (Third)
Craig Wayne, Alternate (Third)

Doug Gibson, Alternate (Third)
Elsie Addington, (United)
Neda Ardani (United)
Ryna Rothberg, (Mutual 50)
Advisors: Carmen Pacella, Frank Tybor, Tom Nash, Juanita Skillman

Mobility & Vehicles Committee

Don Tibbetts, Chair (GRF)
Egon Garthoffner (GRF)
Judith Troutman (GRF)
Craig Wayne (Third)
John Frankel, (Third)
Cush Bhada, Alternate (Third)
Elsie Addington, (United)
Reza Bastani (United)
Neda Ardani, Alternate (United)
John Dalis, (Mutual 50)
Advisor: Vashi Williams

Security and Community Access

Don Tibbetts, Chair (GRF)
Bert Moldow (GRF)
Vacant (GRF)
Cush Bhada (Third)
Doug Gibson (Third)
Annie McCary, Alternate (Third)
John Frankel, Alternate (Third)
Neda Ardani (United)
Cash Achrekar (United)
Brian Gilmore, Alternate (United)
John Dalis (Mutual 50)

OTHER COMMITTEES:

Disaster Preparedness Task Force

Carlos Rojas, Chair (VMS)
Bert Moldow, (GRF)
Sue Stephens (GRF)
Judith Troutman, Alternate (GRF)
John Frankel, (Third)
Annie McCary, (Third)
Doug Gibson, Alternate (Third)
Cash Achrekar, (United)
Andre Torng, (United)
Reza Bastani, Alternate (United)
Board Members by Rotation (Mutual 50)
Advisors: Tom Soule, Bruce Bonbright

GRF Bylaws Ad Hoc Committee (new)

Sue Margolis, **Chair** (United)
Bunny Carpenter (GRF)
Bert Moldow (GRF)
Steve Parsons (Third)
Lynn Jarrett (Third)
Elsie Addington (United)
Ryna Rothberg (Mutual 50)
Sue Stephens (Mutual 50)

Laguna Woods Village Traffic Hearings

(Chair will alternate between Boards)
Yvonne Horton (GRF)
Sue Stephens (GRF)
John Frankel (Third)
Doug Gibson (Third)
Robert Mutchnick, Alternate (Third)
Elsie Addington (United)
Neda Ardani, Alternate (United)
Board Members by Rotation (Mutual 50)

Select Audit Task Force

Jon Pearlstone (GRF), Chair
Elizabeth Roper (United)
Peggy Moore (Third)
Diane Phelps (VMS)

Insurance Ad Hoc Committee (new)

Sue Margolis, **Chair** (United)
Jon Pearlstone, **Chair**-(GRF)
Cash Achrekar, Co-Chair (United)
Anthony Liberatore (United)
Carl Randazzo (United)
Andre Torng (United)
Vacant (Third)
Advisor: Diane Fortner

RESOLVED FURTHER, that Resolution 90-20-52 adopted October 6, 2020, is hereby superseded and cancelled; and

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

Director Milliman made a motion, seconded by Director Moldow, to approve the resolution to update the GRF Committee Appointments

Discussion ensued among the directors and amendments were suggested.

President Carpenter called for a motion to amend the resolution as suggested.

Director Moldow made a motion to approve the amendments. The motion was seconded by Director Troutman.

President Carpenter called for a vote on the motion as amended and the motion passed by majority vote.

14. The Board did not take a break.

15. Committee Reports

- a. Report of the Finance Committee/Financial Reports – Director Pearlstone gave an update from the committee. The committee met on October 21, 2020; next meeting December 16, 2020, at 1:30 p.m. as a virtual meeting.
 - (1) GRF Treasurer’s Report – Director Pearlstone
 - (2) GRF Finance Committee Report
- b. Strategic Planning Committee—Director Pearlstone gave an update from the committee. First meeting was held on October 15, 2020 at 11:45 a.m. as a virtual meeting.
- c. Report of the Community Activity Committee – Director Pearlstone gave an update from the committee. The committee met on October 8, 2020; next meeting November 23, 2020, at 1:30 p.m. as a virtual meeting.
 - (1) Equestrian Center Ad Hoc Committee – President Carpenter gave an update on the committee. During the fire, the committee to in horses that were displaced by the fires. The committee met on October 27, 2020; next meeting TBA.
- d. Report of the Landscape Committee – Director Horton. The committee met on August 12, 2020; next November 9, 2020 at 1:30 p.m.
- e. Report of the Maintenance & Construction Committee – Director Garthoffner gave an update from the committee. He commented on updates for the Performing Arts Center (PAC). The committee met on October 14, 2020; next meeting December 9, 2020 at 9:30 a.m. as a virtual meeting.
 - (1) Report of the Clubhouse 1 Renovation Ad Hoc Committee – Director Moldow gave an update from the committee. The Committee met on September 2, 2020; next meeting October 23, 2020 at 1:00 p.m.
- f. Report of the Media and Communications Committee—Director Milliman gave an update on the committee. The Committee met on October 19, 2020; next meeting will be held on November 16, 2020, at 1:30 p.m. as a virtual meeting.
- g. Report of the Mobility & Vehicles Committee – Director Tibbetts update on the committee. The Committee met on October 7, 2020; next meeting December 2, 2020,

at 1:30 p.m. as a virtual meeting.

- h. Report of the Security & Community Access Committee – Director Tibbetts gave an update on the committee. The Committee met on October 26, 2020; next meeting December 28, 2020, at 1:30 p.m. as a virtual meeting.
 - (1) Report of the Laguna Woods Village Traffic Hearings – Director Horton gave an update on the hearings. The Traffic Hearings were cancelled in October; next Traffic Hearings will be held on November 18, 2020 at 9:00 a.m. and 1:00 p.m. as a virtual meeting.
- i. Report of the Disaster Preparedness Task Force – Director Troutman gave an update on the task force. The Task Force met on September 29, 2020; next meeting November 24, 2020 at 9:30 a.m. as a virtual meeting.
- j. GRF Bylaw Ad Hoc Committee –President Carpenter gave an update on the committee. The committee met on September 16, 2020; next meeting October 30, 2020 at 2:30 p.m.

16. Future Agenda Items - *All matters listed below are items for a future Board Meetings. 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.*

17. Directors' Comments

- Director Moldow commented about the recommended changes to the GRF Committee Appointments.
- Director Garthoffner commented about the recommended changes to the GRF Bylaws.
- Director Troutman commented that the GRF Board are Trustees to the Trust.
- President Carpenter commented about equal representation on the GRF Committees.
- Director Horton asked for the legal opinion on the GRF Bylaw changes.
- Director Mukhopadhyay asked why the other board do not trust the GRF Board.
- Director Milliman commented the GRF Board represents the entire community. She asked by the other boards write our bylaws.

18. Recess - *At this time, the Meeting recessed for lunch and reconvened to Executive Session to discuss the following matters per California Civil Code §4935: Member Disciplinary Matters; Personnel Matters; Contractual Matters; and Litigation Matters.*

The meeting was recessed at 11:37 p.m.

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

During the October 6, 2020, Regular Closed Session, the Board:

Approved the Agenda

Approved the Minutes of:

(a) September 1, 2020 – Regular Closed Session

Discussed Member Disciplinary Matters

Discussed and Considered Personnel Matters

Discussed Legal/Legislation Matters

Discussed COVID-19 Emergency Issues

19. Adjournment

The meeting was adjourned at 3:30 p.m.

Judith P Troutman

Judith Troutman, Secretary of the Board
Golden Rain Foundation