



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**

Tuesday, December 1, 2020, 9:30 a.m.
24351 El Toro Road, Laguna Woods, California
Virtual Meeting

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

Directors Absent: None

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

Others Present: VMS: James Tung

1. Call 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 asked for any changes to the agenda.

- Director Milliman added VMS Update as agenda item 6a.
- President Carpenter moved agenda item 10b. to 11a. Bank of America Borrowing
- President Carpenter added anti-harassment policy to agenda item 12d.

By unanimous consent, the agenda was approved as corrected.

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5. Approval of Minutes

- a. November 4, 2020--Regular Open Meeting
- b. November 12, 2020—Organizational Meeting

Hearing no corrections, the minutes of November 4, 2020, Regular Open Session, were approved without objection.

Hearing no corrections, the minutes of November 12, 2020, Meet the Candidates, were approved without objection.

6. Report of the Chair

President Carpenter had no report and wished everyone Happy Holidays.

6a. VMS Board Update -- Director Tung gave a report from the VMS Board Meeting in November. At the VMS Board meeting, Betty Parker-CFO gave a financial report.

7. CEO Report

Jeff Parker-CEO and Siobhan Foster-COO gave a report on the following items. Jeff Parker opened with a powerpoint presentation on Orange County COVID-19 status:

- According to the Orange County Health Care Agency (OCHCA), COVID-19 cases have increased in Orange County. He showed a presentation on COVID-19 cases and guidelines:
- Cumulative Cases to Date: 78,553
- Daily COVID Positive Cases Received: 734
- Cumulative Deaths to Date: 1,577
- Deaths Reported: 0
- Cumulative Tests to Date: 1,452,198
- Tests Reported Today: 7,015
- Cases Currently Hospitalized: 605
- Cases Currently in ICU: 146
- Current Tier: Purple Widespread (Tier 1)
- Adjusted Daily Case Rate per 100,000: 18.7%
- Positivity Rate: 7.6%
- Background on COVID-19 disease outbreak:
- Current Status: The Village is adhering to state and Orange County guidelines
- Face Coverings
- Indoor and Outdoor Gatherings and Activities
- Limited Stay-at-Home Order
- Vaccines

Jeff Parker-CEO answered questions from the Board.

Siobhan Foster-COO reported on the following:

- Bulky Item Pick-up will be held on Saturday December 19
- The Holiday Golf Cart Parade will be held on Saturday December 5
- Transportation Services Holiday Changes, Plan-a-Ride will be available for

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Christmas Eve and New Year's Eve

- Census Response Rate was 81.6%

Jeff Parker-CEO and Siobhan Foster-COO answered questions from the Board.

- Jeff Parker-CEO gave an update on the data recovery operation

8. 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:

- A member commented about the increase in number of COVID-19 cases.
- A member commented about the jump in COVID-19 cases reported in the Globe. Requested a resolution on wearing mask in the Village.

9. Responses to Open Forum Speakers

Several Directors responded to and provided input regarding member comments.

- President Carpenter responded that staff is doing an excellent job getting the word out about wearing masks.

10. 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 October 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.

Hearing no objection, the Consent Calendar was approved 10-0-1. (Director Stanley abstained)

11. Unfinished Business

11a. Approve the Resolution for Bank of America Borrowing with Updated List of Officers

Director Milliman read the following resolution:

RESOLUTION 90-20-57

WHEREAS, the Golden Rain Foundation maintains a letter of credit with Bank of America in an amount sufficient to meet collateral requirements for the Workers Compensation Insurance policy; **and**

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WHEREAS, on November 4, 2020, the Board authorized an increase in the letter of credit by \$370,000 to meet Safety National collateral requirements for renewal of the workers compensation policy; **and**

WHEREAS, the underlying borrowing resolution with Bank of America requires periodic updates when board officers change.

RESOLVED, that on December 1, 2020, the Board ratifies the Borrowing Resolution (attached) with updated officer signatures.

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 made a motion to approve the Bank of America Borrowing Policy. The motion was seconded by Director Moldow and the motion passed without objection.

12. New Business

- a. Entertain a Motion to Approve the Destination Shopping Fee

Director Milliman read the following Resolution:

RESOLUTION 90-20-58
BOARD RESOLUTION REGARDING THE ADOPTION OF
DESTINATION SHOPPING FEE

WHEREAS, the Transportation division offers a Destination Shopping excursion program for residents that began in May 2017; **and**

WHEREAS, the program has provided trips to local shopping centers two to three times per month at no cost, with residents signing up by lottery drawing; **and**

WHEREAS, on October 7, 2020, the Mobility and Vehicles Committee approved a user fee of \$10 to help offset operating cost.

NOW THEREFORE BE IT RESOLVED, December 1, 2020, that the Board of Directors hereby approves a \$10 fee per user to participate in the program; **and**

~~**WHEREAS**; the rules shall be hereby adopted pursuant to this Resolution and shall be deemed an effective governing document and effective operating rules for GRF.~~

RESOLVED FURTHER, that this resolution shall be in effect when the Destination Shopping program is reinstated in 2021; **and**

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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 made a motion to approve the resolution regarding adoption of a destination shopping fee. Director Tibbetts seconded the motion.

Director Milliman made an amendment to the resolution and requested that paragraph 5 be stricken from the resolution because it contains duplicate information. Director Horton seconded the motion.

President Carpenter called for the vote on the amendment and the motion passed without objection.

President Carpenter called for the vote on the motion as amended and the motion passed without objection.

Chris Laugenour, Director of Transportation Services, answered questions from the board.

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

RESOLUTION 90-20-59
GRF Committee Appointments

RESOLVED December 1, 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)
Deborah Dotson (Third)
Donna Rane-Szostak, Alternate (Third)
Sue Margolis (United)
Manuel Armendariz (United)
Brian Gilmore, Alternate (United)
Al Amado, (Mutual 50)

Strategic Planning Committee

Jon Pearlstone, Chair (GRF)
James Hopkins (GRF)
Gan Mukhapadhyay (GRF)
Robert Mutchnick (Third)

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Cush Bhada (Third)
Steve Parsons, Alternate (Third)
Sue Margolis (United)
Andre Torng (United)
Brian Gilmore, Alternate (United)

Community Activities Committee

Jon Pearlstone, Chair (GRF)
Bunny Carpenter (GRF)
Yvonne Horton (GRF)
Deborah Dotson (Third)
Reza Karimi (Third)
Annie McCary, Alternate (Third)
Andre Torng (United)
Cash Achrekar (United)
Elsie Addington, Alterate (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)
Deborah Dotson, Alternate (Third)
Azar Asgari (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)
Steve Parsons (Third)
Donna Rane-Szostak (Third)

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Ralph Engahl, Alternate (Third)
Carl Randazzo (United)
Cash Achrekar (United)
Brian Gilmore, Alternate (United)

Landscape Committee

Yvonne Horton, Chair (GRF)
Lyn Stanley (GRF)
Vacant (GRF)
Lynn Jarrett, (Third)
Reza Karimi, (Third)
Donna Rane-Szostak, Alternate (Third)
Manuel Armendariz, (United)
Andre Torng (United)
Anthony Liberatore, Alternate (United)
Vacant (Mutual 50)

Maintenance & Construction Committee

Egon Garthoffner, Chair (GRF)
Bert Moldow (GRF)
Gan Mukhapadhyay (GRF)
John Frankel (Third)
Ralph Engdahl (Third)
Deborah Dotson, Alternate (Third)
Carl Randazzo, (United)
Brian Gilmore (United)
Reza Bastani, 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)
John Frankel (Third)
Cush Bhada (Third)
Ralph Engdahl, Alternate (Third)
Carl Randazzo (United)
Manuel Armendariz (United)
Sue Margolis, Alternate (United)
Advisors: Steve Leonard, Bill Walsh

Energy Solutions Ad Hoc Committee

Sue Stephens, Chair (GRF)
Bert Moldow, (GRF)
Egon Garthoffner (GRF)
Vacant (United)
Vacant (United)

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Vacant (Third)

Vacant (Third)

Advisors: Steve Leonard, Bill Walsh

Media and Communications

Joan Milliman, Chair (GRF)

Bunny Carpenter (GRF)

Lyn Stanley (GRF)

Annie McCary (Third)

Lynn Jarrett (Third)

Deborah Dotson, Alternate (Third)

Elsie Addington, (United)

Neda Ardani (United)

Cash Achrekar, Alternate (United)

Ryna Rothberg, (Mutual 50)

Advisors: Carmen Pacella, Frank Tybor, Tom Nash, Juanita Skillman, Lucy Parker

Mobility & Vehicles Committee

Don Tibbetts, Chair (GRF)

Egon Garthoffner (GRF)

Joan Milliman (GRF)

Craig Wayne (Third)

Reza Karimi (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)

Lyn Stanley (GRF)

Cush Bhada (Third)

Craig Wayne (Third)

Donna Rane-Szostak, Alternate (Third)

Manuel Armendariz (United)

Anthony Liberatore (United)

Andre Torng, Alternate (United)

John Dalis (Mutual 50)

OTHER COMMITTEES:

Disaster Preparedness Task Force

Carlos Rojas, Chair

Bert Moldow, (GRF)

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Sue Stephens (GRF)
John Frankel, (Third)
Annie McCary, (Third)
Donna Rane-Szostak, 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

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)
Deborah Dotson (Third)
Cush Bhada, Alternate (Third)
Neda Ardani (United)
Elsie Addington, Alternate (United)
Board Members by Rotation (Mutual 50)

Select Audit Task Force

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

Insurance Ad Hoc Committee (new)

Sue Margolis, Chair (United)
Cash Achrekar, Co-Chair (United)
Jon Pearlstone (GRF)
Bunny Carpenter (GRF)
James Hopkins (GRF)
Anthony Liberatore (United)
Carl Randazzo (United)
Andre Torng (United)
Reza Karimi (Third)

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Robert Mutchnick (Third)

Advisor: Diane Fortner

RESOLVED FURTHER, that Resolution 90-20-53 adopted November 4, 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 approve the resolution to update the committee appointments with the suggested amendments and the motion passed without objection.

- c. Entertain a Motion to Establish an Ad Hoc Committee to Research Energy Solutions

Director Stephens made a motion to approve the Research of Energy Solutions Ad Hoc Committee. The motion was seconded by Director Moldow.

Discussion ensued among the directors.

President Carpenter called for the vote and the motion passed, unanimously

- d. Entertain a Motion to Establish an Advisory Committee to Review the GRF Code of Conduct and Anti-Harassment Policy

President Carpenter commented these are advisory groups that do not require staff and asked for volunteers for this committee.

Director Milliman made a motion to establish the GRF Board Code of Conduct Advisory Committee with Directors Carpenter, Milliman, Stanley, Stephens and Horton. The motion was seconded by Director Horton.

Discussion ensued among the directors.

President Carpenter called for the vote and the motion passed without objection.

13. The Board did not take a break.

14. Committee Reports

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- 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. Next meeting TBA.
- c. Report of the Community Activities Committee – Director Pearlstone gave an update from the committee. The committee met on October 8, 2020; next meeting December 10, 2020, at 1:30 p.m. as a virtual meeting.

(1) Equestrian Center Ad Hoc Committee – President Carpenter gave an update on the committee. The committee met on October 27, 2020; next meeting December 3, 2020.

- d. Report of the Landscape Committee – Director Horton. The committee met on November 30, 2020; next meeting February 10, 2021.
- e. Report of the Maintenance & Construction Committee – Director Garthoffner gave an update from the committee. The committee discussed the PAC renovations. The committee met on November 13, 2020, in closed session; 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 October 23, 2020; next meeting TBA.
- 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 December 14, 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 February 3, 2021, 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 August 24, 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 last met on October 21, 2020; next Traffic Hearings will be held on December 16, 2020, at 9:00 a.m. and 1:00 p.m. as a virtual meeting.

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- i. Report of the Disaster Preparedness Task Force – Director Moldow gave an update on the task force. The Task Force met on November 24, 2020; next meeting TBA.
 - j. GRF Bylaw Ad Hoc Committee –President Carpenter gave an update on the committee. The committee met on October 30, 2020; next meeting TBA.
 - k. Software Research Group – Director Hopkins gave an update from the research group. The Research Group met on October 2, 2020; Next meeting TBA.
- 15. 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.**
- a. Update Resolution on the Distribution of Telephone Directories and Community Maps
- 16. Directors' Comments**
- Director Horton thanked Director Torng for his help on the Equestrian Center.
 - VMS Director Tung asked the board about the expectations of the VMS Board.
 - Director Stanley asked if the board could conduct a resident survey.
 - Director Milliman commented that the Media and Communications Committee is working on a resident survey.
- 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: Member Disciplinary Matters; Personnel Matters; Contractual Matters; and Litigation Matters.**

The meeting was recessed at 11:34 a.m.

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

During the November 4, 2020, Regular Closed Session, the

Board: Approved the Agenda

Approved the Minutes of:

(a) October 6, 2020 – Regular Closed Session

(b) October 28, 2020 – Emergency Closed Session

Discussed Member Disciplinary Matters

Discussed and Considered Personnel Matters

Discussed Legal/Legislation Matters

Discussed COVID-19 Emergency Issues

18. Adjournment

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

DocuSigned by:

Joan Milliman

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Joan Milliman, Secretary of the Board