



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, May 03, 2022, 9:30 a.m.
24351 El Toro Road, Laguna Woods, California
Board Room/Virtual Meeting**

Directors Present: Bunny Carpenter, Egon Garthoffner, James Hopkins, Don Tibbetts, Gan Mukhopadhyay, Joan Milliman, Debbie Dotson, Yvonne Horton, Reza Karimi, Juanita Skillman, Elsie Addington

Directors Absent: None

Staff Present: CEO - Siobhan Foster, Makayla Schwietert, Michelle Estrada, Carlos Rojas, Eileen Paulin, Robert Carroll

Other's Present: United: Lenny Ross, Cash Achrekar, Cush Bhada, Diane Casey, VMS: Leleng Isaacs

1. Call Meeting to Order/ Establish Quorum - President Carpenter

President Carpenter called the meeting to order at 9:32 a.m. and established that a quorum was present.

2. Pledge of Allegiance

Director Dotson led the Pledge of Allegiance to the Flag.

3. Acknowledgment of Media

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

4. Approval of Agenda

President Carpenter asked if the board had any changes to the agenda.

There being no changes or objections, the agenda was approved by unanimous consent.

5. Approval of Minutes

- a. March 17, 2022 – GRF Board Agenda Prep Meeting
- b. April 5, 2022 – GRF Board Regular Open Meeting

There being no objections, the minutes of March 17, 2022 – GRF Board Agenda Prep Meeting, April 05, 2022 – GRF Board Regular Open Session were each approved by unanimous consent.

6. Report of the Chair

President Carpenter announced the following:

- First Insurance Ad Hoc Meeting will be held on May 9, 2022
- All directors were invited to the final Age Well meeting
- Expressed her appreciation of the community

7. CEO Report

Siobhan Foster-CEO gave a report on the following items:

- The final Age Well Town Hall is on May 4, 2022, in Clubhouse 1 at 1 p.m.
- Residents are invited to Memorial Day at Performing Arts Center on May 30, 2022 at 1 p.m. Free admission tickets for reserved seating are available at the box office.
- Received construction notice from City of Laguna Woods to improve sidewalks on Santa Maria Avenue and El Toro between Calle Sonora and Calle Corta. The estimated date of completion is this Friday, May 6, 2022.
- Water conservation requirements from El Toro Water District are available on the Village website.

8. Open Forum (Three Minutes per Speaker)

At this time members were allowed to address the Board of Directors regarding items not on the agenda.

- A member commented on technical issues that occur during various committee and board meetings.

9. Responses to Open Forum Speakers

The following are responses to the open forum speakers:

- Director Dotson responded to the member comment and confirmed that technical issues have been addressed and asked members for their patience.

10. Consent Calendar

All matters listed under the Consent Calendar were recommended for action by committees and were enacted by the board by one motion. In the event an item was removed from the Consent Calendar by members of the board, such item(s) would be the subject of further discussion and action by the board.

Recommendation from the Finance Committee:

10a. 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 March 2022, and by this vote ratified that such review be confirmed in this month's Board Member Open Session Meeting minutes.

There being no objections, the Consent Calendar was approved unanimously.

11. Unfinished Business

11a. Update to Committee Appointments

Director Milliman read the following resolution:

RESOLUTION 90-22-22 **GRF Committee Appointments**

RESOLVED, May 3, 2022, that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Strategic Planning Committee

Debbie Dotson, Chair (GRF)
James Hopkins (GRF)
Gan Mukhopadhyay, Alternate (GRF)
Robert Mutchnick (Third)
Nathaniel Ira Lewis (Third)
Anthony Liberatore, Alternate (United)
Cash Achrekar (United)
~~Reza Bastani (United)~~
~~Diane Casey (United)~~
Ryna Rothberg (Mutual 50)
Advisors: Dick Rader, ~~Gay Page~~

Community Activities Committee

Yvonne Horton, Chair (GRF)
Elsie Addington (GRF)
Joan Milliman, Alternate (GRF)
Annie McCary (Third)
Cush Bhada (Third)
Maggie Blackwell (United)
~~Pearl Lee (United)~~
~~Diane Casey (United)~~
Ryna Rothberg, (Mutual 50)
Advisor: Roland Boudreau, ~~Ajit Gidwani~~

Equestrian Center Ad Hoc Committee

Bunny Carpenter, Chair (GRF)
Yvonne Horton (GRF)
Cush Bhada (Third)
Annie McCary, (Third)
Pat English (United)
Pearl Lee (United)
Advisors: ~~Gary Empfield~~, Susan Hemberger

Revenue Resources Ad Hoc Committee

~~Cush Bhada (Third)~~

~~Donna Rane-Szostak (Third)~~

~~Yvonne Horton, Chair (GRF)~~

~~Bunny Carpenter (GRF)~~

~~Elsie Addington (GRF)~~

~~Diane Casey (United)~~

~~Azar Asgari (United)~~

~~Lenny Ross (United)~~

~~Advisors: Dennis Boudreau, Dick Rader, Dave Beneck, Fred Vogt~~

Finance Committee

James Hopkins, Chair (GRF)

Elsie Addington (GRF)

Deborah Dotson, Alternate (GRF)

Donna Rane-Szostak (Third)

Mark Laws (Third)

Azar Asgari (United)

Diane Casey, **Alternate** (United)

Pat English (United)

Al Amado, (Mutual 50)

Sue Stephens, Alternate (Mutual 50)

Advisor: Rosemarie diLorenzo

Information Technology Advisory Committee (ITAC)

James Hopkins, Chair (GRF)

Bunny Carpenter (GRF)

Deborah Dotson (GRF)

Diane Casey (United)

Cash Achrekar (United)

Lynn Jarrett (Third)

Mark Laws (Third)

Advisor: Sue Margolis

Landscape Committee

Juanita Skillman, Chair (GRF)

Reza Karimi (GRF)

Yvonne Horton Alternate (GRF)

Maggie Blackwell (United)

Diane Casey (United)

Lynn Jarrett, (Third)

Nathaniel Ira Lewis (Third)

Annie McCary, Alternate (Third)

Vacant (Mutual 50)

Maintenance & Construction Committee

Egon Garthoffner, Chair (GRF)

Gan Mukhopadhyay (GRF)

Reza Karimi, Alternate (GRF)

James Cook (Third)

John Frankel, Alternate (Third)

Ralph Engdahl (Third)

Cash Achrekar (United)

Lenny Ross (United)

~~Anthony Liberatore (United)~~

Sue Stephens (Mutual 50)

Advisors: ~~Richard Palmer~~, Steve Leonard, Bill Walsh, Carl Randazzo

Clubhouse Renovation Ad Hoc Committee

Egon Garthoffner, Chair (GRF)

Gan Mukhopadhyay (GRF)

Deborah Dotson (GRF)

Reza Karimi (GRF)

John Frankel (Third)

Cush Bhada, Alternate (Third)

Ralph Engdahl (Third)

Diane Casey (United)

Pat English (United)

Advisors: Cathy Garris, Carl Randazzo, Bill Walsh

Media and Communications

Joan Milliman, Chair (GRF)

Juanita Skillman (GRF)

Deborah Dotson, Alternate (GRF)

Annie McCary (Third)

James Cook (Third)

Lynn Jarrett, Alternate (Third)

Neda Ardani (United)

Maggie Blackwell (United)

Ryna Rothberg, (Mutual 50)

Advisors: Carmen Pacella, Tom Nash, Lucy Parker, Theresa Frost

Website Ad Hoc Committee

Joan Milliman, Chair (GRF)

Debbie Dotson (GRF)

Elsie Addington, Alternate (GRF)

Anthony Liberatore (United)

Pearl Lee (United)

Azar Asgari, Alternate (United)

Lynn Jarrett (Third)

Annie McCary (Third)

Mark Laws, Alternate (Third)

Advisors: Lucy Parker, Diane Phelps

Broadband Ad Hoc Committee

Joan Milliman, Chair (GRF)
Jim Hopkins (GRF)
Debbie Dotson (GRF)
Annie McCary (Third)
Lynn Jarrett (Third)
Diane Casey (United)
Vacant (United)

Mobility & Vehicles Committee

Don Tibbetts, Chair (GRF)
Egon Garthoffner (GRF)
Elsie Addington, Alternate (GRF)
James Cook (Third)
Cush Bhada (Third)
Maggie Blackwell (United)
~~Lenny Ross (United)~~
Pearl Lee (United)
Margaret Bennett (Mutual 50)
Sue Stephens, Alternate (Mutual 50)
Advisor: Vashi Williams

Security and Community Access

Don Tibbetts, Chair (GRF)
Reza Karimi (GRF)
Annie McCary (Third)
Craig Wayne (Third)
Donna Rane-Szostak, Alternate (Third)
Cash Achrekar (United)
Maggie Blackwell (United)
Sue Stephens (Mutual 50)
Margaret Bennett, Alternate (Mutual 50)

OTHER COMMITTEES:

Disaster Preparedness Task Force

Carlos Rojas, Chair
Juanita Skillman (GRF)
Gan Mukhapadhyay (GRF)
James Cook (Third)
John Frankel (Third)
Donna Rane-Szostak, Alternate (Third)
Anthony Liberatore (United)
Diane Casey (United)
Cash Achrekar, Alternate (United)

John Carter (Mutual 50)
Advisors: Tom Soule, Bruce Bonbright

Laguna Woods Village Traffic Hearings

(Chair will alternate between Boards)

Elsie Addington (GRF)
Deborah Dotson, Alternate (GRF)
John Frankel (Third)
Mark Laws (Third)
Neda Ardani (United)
Anthony Liberatore (United)
Board Members by Rotation (Mutual 50)

Purchasing Ad Hoc Committee

Bunny Carpenter, Chair (GRF)
Jim Hopkins (GRF)
Robert Mutchnick (Third)
Donna Rane-Szostak (Third)
Ralph Engdahl, Alternate (Third)
Diane Casey (United)
Neda Ardani (United)
~~Anthony Liberatore (United)~~
Advisor: Carl Randazzo

Select Audit Task Force

James Hopkins (GRF)
Diane Phelps (GRF)
~~Elizabeth Roper (United)~~
Cynthia Rupert (United)
Peggy Moore (Third)

Insurance Ad Hoc Committee

Bunny Carpenter, Chair (GRF)
Anthony Liberatore (United)
Lenny Ross (United)
Cash Achrekar (United)
Robert Mutchnick (Third)
Yvonne Horton (GRF)
Reza Karimi (GRF)
Juanita Skillman (GRF)
Advisors: Leleng Isaacs, Kathryn Freshley, Bob Laux

RESOLVED FURTHER, that Resolution 90-22-17 adopted April 5, 2022, 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.

There being no objections, President Carpenter declared Resolution 90-22-22 was approved unanimously.

Director Hopkins entered the meeting at 9:50 a.m.

11b. Saddle Club Donation – Equestrian Center Shade Structures (APRIL Initial Notification—28-day notification for member review and comments to comply with Civil Code §4360 has been satisfied)

Director Milliman read the following resolution:

RESOLUTION 90-22-14
Donation Agreement Between GRF and Saddle Club for Two Shade Shelters

This Agreement, entered into this 3rd day of May 2022, is by and between the Golden Rain Foundation (“GRF”), a California non-profit mutual benefit corporation and Saddle Club (Donor) who donated two shade shelters.

WHEREAS, GRF and Donor recognize the importance of community facilities and amenities; and

WHEREAS, GRF and Donor acknowledge the benefit of donations when they have a purpose consistent with GRF goals and are in the best interest of Laguna Woods Village; and

WHEREAS, the Donor has offered to donate two shade shelters totaling \$2,167.93; and

WHEREAS, the Recreation and Special Events Department Director or COO reviewed and affirms **that** the proposed donation meets the criteria for acceptance contained in the GRF Donation Policy:

- a. Meet a true need of the facility;
- b. Not interfere with the intended current or future use of the facility; and
- c. Not require the relocation of other equipment or infrastructure to accommodate the donation.

NOW THEREFORE BE IT RESOLVED, May 3, 2022, that GRF and Donor in accordance with the described conditions and obligations, hereinafter set forth and agree as follows:

- Section 1 The donation, known as two shade shelters, described below, is donated in its entirety to GRF, hereafter owned by GRF and managed on behalf of the residents of Laguna Woods Village by Village Management Services, Inc. (VMS)
- Section 2 Donation description: two shade shelters
Space of facility: Equestrian Center turnouts
Location: Equestrian Center
- Section 3 **Amount of Donation**
- | | |
|--------------------------|---------------|
| Item cost: | \$2,167.93 |
| Installation cost: | \$0.00 |
| Maintenance cost: | <u>\$0.00</u> |
| Total estimated donation | \$2,167.93 |
- Section 4 GRF reserves the right to move/remove and/or retire the donation following cessation of the five-year period. The term shall commence upon the date entered into and indicated above.
- Section 5 GRF will not replace the donation or community space improvement if it is stolen, vandalized, worn out, irreparably damaged, destroyed or expires.
- Section 6 Installation and Maintenance: GRF shall be responsible for installation and maintenance of the item, including any reasonable repairs.
- Section 7 Term: The term of this agreement is a minimum of five years or beyond, if applicable.

RESOLVED FURTHER, that the officers and agents of this corporation are hereby authorized to carry out this resolution as written.

Director Milliman made a motion to approve the resolution, Director Karimi seconded the motion.

There being no objections, Resolution 90-22-14 was approved unanimously.

11c. Old Pros Donation – Equestrian Center Shade Structure (APRIL Initial Notification—28-day notification for member review and comments to comply with Civil Code §4360 has been satisfied)

Director Milliman read the following resolution:

RESOLUTION 90-22-15
Donation Agreement Between GRF and Old Pros

This Agreement, entered into this 3rd day of May 2022, is by and between the Golden Rain Foundation (“GRF”), a California non-profit mutual benefit corporation and Old Pros (Donor) for \$1,000.

WHEREAS, GRF and Donor recognize the importance of community facilities and amenities; and

WHEREAS, GRF and Donor acknowledge the benefit of donations when they have a purpose consistent with GRF goals and are in the best interest of Laguna Woods Village; and

WHEREAS, the Donor has offered to donate \$1,000.00 for purchase of equipment and/or tools such as rakes, shovels and trash cans; and

WHEREAS, the Recreation and Special Events Department Director or COO reviewed and affirms that the proposed donation meets the criteria for acceptance contained in the GRF Donation Policy:

- a. Meet a true need of the facility;
- b. Not interfere with the intended current or future use of the facility; and
- c. Not require the relocation of other equipment or infrastructure to accommodate the donation.

NOW THEREFORE BE IT RESOLVED, May 3, 2022 that GRF and Donor in accordance with the described conditions and obligations, hereinafter set forth and agree as follows:

Section 1 The donation, known as \$1,000.00, described below, is donated in its entirety to GRF, hereafter owned by GRF and managed on behalf of the residents of Laguna Woods Village by Village Management Services, Inc. (VMS)

Section 2 Donation description: \$1,000.00
Location: Equestrian Center

Section 3	Amount of Donation	
	Item cost:	\$1,000.00
	Installation cost:	\$0.00
	Maintenance cost:	<u>\$0.00</u>
	Total estimated donation	\$1,000.00

- Section 4 GRF reserves the right to move/remove and/or retire the donation following cessation of the five-year period. The term shall commence upon the date entered into and indicated above.
- Section 5 GRF will not replace the donation or community space improvement if it is stolen, vandalized, worn out, irreparably damaged, destroyed or expires.
- Section 6 Installation and Maintenance: GRF shall be responsible for installation and maintenance of the item, including any reasonable repairs.
- Section 7 Term: The term of this agreement is a minimum of five years or beyond, if applicable.

RESOLVED FURTHER, that the officers and agents of this corporation are hereby authorized to carry out this resolution as written.

Director Milliman made a motion to approve the resolution. Director Karimi seconded the motion.

There being no objections, the Resolution 90-22-15 was approved unanimously.

11d. Village Community Fund Phase Two – Equestrian Center Help the Herd Program (APRIL Initial Notification—28-day notification for member review and comments to comply with Civil Code §4360 has been satisfied)

Director Milliman read the following resolution:

RESOLUTION 90-22-16

Phase Two-Village Community Fund Equestrian Center Help the Herd Program

WHEREAS, on May 3, 2022, the GRF Board accepted VCF's application to start fundraising for the Equestrian Center Help the Herd Program in the amount of \$33,565 in order to purchase the following: additional shade shelters, new round pen fence and advance veterinary care support for the GRF horses; and

WHEREAS, in 2021 VCF generated \$10,000 in fundraised monies donated to the GRF Equestrian Center for the purpose of purchasing medical care, tack and supplies and shade shelters; and

WHEREAS, any remaining donated funds will be redistributed to VCF;

NOW THEREFORE BE IT RESOLVED, May 3, 2022, **that** the Board of Directors of this Corporation hereby accepts the donation of \$33,565 from

Village Community Fund for the Equestrian Center Help the Herd Program in order to purchase the following: additional shade shelters, new round pen fence and advance veterinary care support for the GRF horses; 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 made a motion to approve the resolution, Director Dotson seconded the motion.

There being no objections, the amended Resolution 90-22-16 was approved unanimously.

11e. Entertain a Motion to Approve the Donation Policy Update (APRIL Initial Notification—28-day notification for member review and comments to comply with Civil Code §4360 has been satisfied)

Director Milliman read the following resolution:

RESOLUTION 90-22-19
Donation Policy Update

WHEREAS, on May 5, 2020, the board unanimously adopted the Donation Policy **update** to provide an efficient and effective process for accepting gifts and monetary donations in a responsible, transparent and accountable manner that is consistent with Golden Rain Foundation (GRF) goals; and

WHEREAS, through the use of the policy over the past two years, the need for adjustments has become apparent, including such items as the:

- Inclusion of sponsorships;
- Elimination of the \$100,000 limit on cash donations;
- Waiver of the requirement for community space element(s) to be purchased by VMS in certain circumstances;
- Waiver of the requirement that maintenance costs be funded by the donor in certain instances;
- Application of surplus funds to related or ancillary operational and maintenance expenses; and
- Replacement of Chief Operating Officer (COO) in the policy with Services Manager.

NOW THEREFORE BE IT RESOLVED, May 3, 2022, that the Board of Directors of this Corporation hereby approves the amended Donation Policy as attached to the official minutes of this meeting; and

RESOLVED FURTHER, that Resolution 09-20-21, adopted May 5, 2020, is hereby superseded in its entirety and cancelled; 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 made a motion to approve the resolution with amended verbiage of “Update” in the title. Director Dotson seconded the motion.

There being no objections, Resolution 90-22-19 was approved as amended unanimously.

Director Garthoffner exited the meeting at 10:14 a.m.

11f. Entertain a Motion to Approve the Men’s Golf Club Annual Memorial Tournament
(APRIL Initial Notification—28-day notification for member review and comments to comply with Civil Code §4360 has been satisfied)

Director Milliman read the following resolution:

RESOLUTION 90-22-20
Men’s Golf Club Annual Memorial Tournament

WHEREAS, staff recommends to grant the Men’s Golf Club use of the 27-hole golf course for the Annual Memorial Golf Tournament on May 21, 2022, with the stipulation of paying regular resident and guest green fees, Clubhouse 2 room rental rates and bar service rates; and

WHEREAS, the Men’s 18-Hole Golf Club hosts the Annual Laguna Woods Village Memorial Golf Tournament in May on the 27-hole golf course. All proceeds are donated to the Laguna Woods Village Foundation to assist residents in financial need; and

WHEREAS, past requests were made annually to the GRF Board to allow free use of the golf course in an effort to increase the donation amount for the Foundation. Previous requests were granted in 2018 and 2019; and

WHEREAS, tournaments such as the Laguna Woods Village Memorial Golf Tournament are typical in the golf community and are held to generate monetary proceeds for various charity organizations. The 2019 Memorial Golf Tournament raised \$35,000 for the Laguna Woods Foundation. Furthermore, the allowance of such tournaments creates positive goodwill within the community benefiting residents; and

WHEREAS, on March 10, 2022, the Community Activities Committee approved exclusive use of the golf course on May 21, 2022, for the Men’s Golf Club Annual Memorial Golf Tournament with stipulation that all green fees, Clubhouse 2 rental rates and bar service fees are paid in full with no discounts;

NOW THEREFORE BE IT RESOLVED, May 3, 2022, **that** the Board of Directors of this Corporation hereby **grants** the Men's Golf Club use of the 27-hole golf course for the Annual Memorial Golf Tournament on May 21, 2022, with the stipulation of paying regular resident and guest green fees, Clubhouse 2 room rental rates and bar service rates; 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 made a motion to approve the resolution. Director Dotson seconded the motion.

There being no changes or objections, Resolution 90-22-20 was approved unanimously.

12. New Business

12a. Entertain a Motion to Cancel Duplicate Bridge Tournament Room Reservation Rental Rate (May Initial Notification – postpone 28-days for Member review and comment to comply with Civil Code §4360)

Director Milliman read the following resolution:

RESOLUTION 90-22-XX

Duplicate Bridge Tournament Room Reservation Rental Rate

WHEREAS, staff recommends to cancel and supersede Resolution 90-11-28 nullifying the exception rate during the annual February Duplicate Bridge tournament; **and**

WHEREAS, from 2008 to 2011, the Duplicate Bridge Club was approved each year to hold an Annual Bridge Unit 525 event on the second weekend in February at Clubhouse 7 in the Bridge Room and Main Lounge; **and**

WHEREAS, on February 12 and 13 the Duplicate Bridge Club logged 141 total guests in attendance for this year's tournament equating to \$705 in GRF guest fees collected. Staff anticipates annual receipt of up to \$800 in guest fees from the tournament; **and**

WHEREAS, on April 5, 2011, GRF approved Resolution 90-11-28, accepting the Annual Bridge Unit 525 event as an automatic annual rollover reservation, an exception to the Permanent/Rollover Reservation Policy, and that the organization shall be charged the exception rate for use of the Clubhouse 7 Bridge Room and the Main Lounge as the event is booked on behalf of an outside organization; **and**

WHEREAS, GRF approved Recreation and Special Events Department Policy section regarding permanent/rollover reservations states, “the rollover must have a minimum of four identical reservations during the calendar year; all dates in the series must be for the same day of the month/week (such as 1st Tuesday, every Tuesday, etc.), at the same time and duration, and in the same room; no modifications (date, time, duration, location, etc.) are permitted”; and

WHEREAS, on January 13, 2022, the Duplicate Bridge president approached the CAC and requested that the exception rate for their upcoming tournament (February 12 and 13, 2022) be eliminated. The president expressed that the outside organization was no longer coordinating the event. Instead the Village Duplicate Bridge Club is solely in charge of the tournament. It was also stated that the tournament would be held in the Bridge Room and the Main Lounge was no longer needed; and

WHEREAS, on April 14, 2022, the Community Activities Committee (CAC) recommended and approved the use of the Bridge Room for the Duplicate Bridge Club tournament at no cost while continuing to collect the \$5 guest fee;

NOW THEREFORE BE IT RESOLVED, May 3, 2022, that the Board of Directors of this Corporation hereby agrees to cancel and supersede Resolution 90-11-28 to show the cancellation of the exception rate during the annual February Duplicate Bridge tournament; 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 made a motion to approve the resolution for discussion purposes now and to postpone the final vote 28-days per Civil Code §4360. Director Horton seconded the motion.

There being no changes or objections, Resolution 90-22-XX was approved unanimously. (May Initial Notification – postpone 28-days for Member review and comment to comply with Civil Code §4360)

12b. Entertain a Motion to Approve the Broadband Services Reconnection Fee (May Initial Notification – postpone 28-days for Member review and comment to comply with Civil Code §4360)

Director Milliman read the following resolution:

RESOLUTION 90-22-XX

Suspend Cable/Internet in the Event of Disciplinary Action

WHEREAS, the Golden Rain Foundation (GRF) Corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act (GRF Articles of Incorporation, Article XI); and

WHEREAS, the purpose of the Golden Rain Foundation Corporation is to develop and maintain facilities and services (Bylaw 2.1.1), operate community facilities (Bylaw 2.1.2) and operate as a Common Interest Development in accordance with the Davis-Stirling Common Interest Development Act, in providing community facilities (Bylaw 2.1.3); and

WHEREAS, the Golden Rain Foundation Corporation has the power to adopt rules and regulations, including disciplinary procedures with regard to its Mutual Members and permitted and approved Qualifying Residents, Co-occupants, Tenants and their guests (Bylaw 2.2.3), and the authority to establish policy (Bylaw 2.3); and

WHEREAS, Cable/Internet services for the Mutual Members, Qualifying Residents, Co-occupants, Tenants and their guests are provided by way of a contract between the Golden Rain Foundation Corporation and a Cable/Internet provider ("Master Contract"), and then a bulk service contract between the Golden Rain Foundation Corporation and the Housing Mutuals, which consists of Laguna Woods Mutual No. Fifty, Third Laguna Hills Mutual and United Laguna Woods Mutual; and

WHEREAS, each of the Housing Mutuals' Bylaws empowers their respective Boards to manage and govern property, facilities and services, including the adoption of policies and rules (Laguna Woods Mutual No. Fifty Bylaws 2.1, 2.2 and 2.3; Third Laguna Hills Mutual Bylaws 2.1.3, 2.2.3 and 2.3; United Laguna Woods Mutual Bylaws 2.1, 2.2 and 2.3); and

WHEREAS, the Board of Directors acknowledges that Cable/Internet is a jointly administered amenity, of both the Housing Mutuals and the Golden Rain Foundation Corporation;

NOW THEREFORE, BE IT RESOLVED, June 7, 2022, that the Board of Directors of the Golden Rain Foundation Corporation, and the Board of Directors for each of the Housing Mutuals' each possess the power to take disciplinary action against their respective Mutual Members, including, but not limited to, the suspension of Cable/Internet and internet services; and

RESOLVED FURTHER, that upon the member rectifying the reason for suspension of cable/internet services, the reconnection fee must be paid in advance prior to the reconnection of services; and

RESOLVED FURTHER, that it is within the sole authority of the Golden Rain Foundation to negotiate the terms of the Master Contract, including, but not limited to, pricing and programming; and

RESOLVED FURTHER, that it is the sole obligation of the Golden Rain Foundation to develop, maintain, operate, and/or repair the facilities necessary to provide Cable/Internet for the Mutual Members, Qualifying Residents, Co-occupants, Tenants and their guests; and

RESOLVED FURTHER, that this resolution cancels and supersedes Resolution 90-17-38, 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.

Director Milliman made a motion to approve the resolution with amended verbiage for discussion purposes and to postpone the final vote for 28-days per Civil Code §4360. Director Karimi seconded the motion.

There being no objections, Resolution 90-22-XX was approved as amended unanimously. (May Initial Notification – postpone 28-days for Member review and comment to comply with Civil Code §4360)

12c. Inter-Board Anti-Harassment, Anti-Abuse and Anti-Intimidation Policy and Formation of Joint Hearing Body (May Initial Notification – postpone 28-days for Member review and comment to comply with Civil Code §4360)

Director Milliman read the following resolution:

RESOLUTION 90-22-XX

**Anti-Harassment, Anti-Abuse and Anti-Intimidation Policy
and Charter of the Joint Hearing Body Committee**

WHEREAS, the Board of Directors of Golden Rain Foundation (“GRF”), United Laguna Woods Mutual (United”), and Third Laguna Hills Mutual (“Third”) require a clear and consistent policy to address claims of harassment, abuse and intimidation by directors to staff of Village Management Services, Inc., fellow directors and residents, as well as claims involving harassment, abuse and intimidation by residents to staff of VMS, directors and other residents; and

WHEREAS, this Anti-Harassment, Anti-Abuse and Anti-Intimidation Policy (“Policy”) is intended to provide guidance relative to such behavior and issue a mechanism for addressing same by the Anti-Harassment, Anti-Abuse and Anti-Intimidation Joint Hearing Body Committee; and

WHEREAS, this Policy is being adopted by the Board of Directors of GRF, United and Third in the exercise of their respective duties to maintain, protect and enhance the value and desirability of Laguna Woods Village and the interests of all of its members;

NOW THEREFORE BE IT RESOLVED, June 7, 2022, that the Board of Directors of this Corporation hereby introduces the Anti-Harassment, Anti-Abuse and Anti-Intimidation Policy and Charter of the Joint Hearing Body Committee, as attached to the official minutes of this meeting; 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 made a motion to approve the resolution for discussion purposes now and to postpone the final vote 28-days per Civil Code §4360. Director Skillman seconded the motion.

There being no changes or objections, Resolution 90-22-XX was approved unanimously. (May Initial Notification – postpone 28-days for Member review and comment to comply with Civil Code §4360)

12d. Entertain a Motion to Approve a Supplemental Appropriation in the Amount of \$22,569 for Unforeseen Permitting Costs Related to the Replacement of Two Hydraulic Lifts in the Mower Shop

Director Milliman read the following resolution:

RESOLUTION 90-22-23

Supplemental Appropriation for Change Order for Unforeseen Permitting Costs for Hydraulic Lifts in the Mower Shop

WHEREAS, the Board of Directors awarded a contract to replace two hydraulic lifts in the mower shop on September 7, 2021, and supplemental funding in the amount of \$51,890 was appropriated; and

WHEREAS, the City of Laguna Woods is requesting significant additional requirements to obtain permits to install the replacement lifts including; engineered stamped drawings with calculations, seismic analyses and anchors, electrical drawings, load calculations, and an entire new dedicated electrical circuit for the lifts; and

WHEREAS, the costs for these requirements exceed the contingency in the contract;

NOW THEREFORE BE IT RESOLVED, May 3, 2022, that the Board of Directors of this Corporation hereby authorizes a supplemental

appropriation for \$22,569 from the Facilities Fund, to meet the requirements of the City and obtain all that is required for the lift permits; and

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

Director Milliman made a motion to approve the supplemental funds of \$22,569 for unforeseen City of Laguna Woods permit costs for hydraulic lifts in the mower shop. Director Horton seconded the motion.

There being no objections, Resolution 90-22-23 was approved unanimously.

12e. Entertain a Motion to Move Bus Benches to Improve Pedestrian Movement (May Initial Notification – postpone 28-days for Member review and comment to comply with Civil Code §4360)

Director Milliman read the following resolution:

RESOLUTION 90-22-XX

Moving of Bus Benches to Improve Pedestrian Movement

WHEREAS, Laguna Woods Village has 266 bus benches located throughout the Village that are used primarily by residents who utilize Laguna Woods Village transportation services; and

WHEREAS, in December 2021, the General Services Department received a request to move bus benches that are obstructing the pathway of Vision Club members while walking on the sidewalks; and

WHEREAS, pedestrian movement will be improved by moving the benches from the sidewalk to the adjacent grass area and:

WHEREAS, on April 13, 2022, the GRF Maintenance and Construction Committee recommended the board approve a supplemental appropriation in the amount of \$97,625 to utilize contracted labor to install 40 current model green benches on adjacent grass areas;

NOW THEREFORE BE IT RESOLVED, June 7, 2022, that the Board of Directors of this Corporation hereby approves a supplemental appropriation in the amount of \$97,625, to be funded from the Contingency Fund, for the replacement and repositioning of 40 bus benches; 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 made a motion to approve the resolution with amended verbiage for discussion purposes now and postpone the final vote 28-days per Civil Code §4360. Director Dotson seconded the motion.

There being no objections, Resolution 90-22-XX was approved as amended unanimously. (May Initial Notification – postpone 28-days for Member review and comment to comply with Civil Code §4360)

12f. Discuss Scheduled Maintenance for Clubhouses

Director Karimi stepped away at 11:01 a.m. and returned at 11:05 a.m.

President Carpenter commented that she would like to see if staff can create a scheduled maintenance program for clubhouses.

Discussion ensued among the board.

Director Skillman made a motion to direct staff to develop a Clubhouse Maintenance Program. Director Dotson seconded.

There being no changes or objections, the motion was approved unanimously.

Director Garthoffner entered the meeting at 11:00 a.m.

13. The Board took a 5-minute break.

14. Committee Reports

a. Report of the Finance Committee/Financial Reports – Director Hopkins provided a slideshow presentation. The committee met on April 20, 2022; next meeting June 15, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting.

- (1) GRF Treasurer's Report – Director Hopkins
- (2) GRF Finance Committee Report

b. Strategic Planning Committee – Director Dotson. The committee met on May 2, 2022; next meeting TBA.

c. Report of the Community Activities Committee – Director Horton. The committee met on April 14, 2022; next meeting May 12, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting.

(1) Equestrian Center Ad Hoc Committee – President Carpenter. The committee met on March 30, 2022; next meeting TBA.

d. Report of the Landscape Committee – Director Skillman. The committee met on March 9, 2022, next meeting June 8, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting.

e. Report of the Maintenance & Construction Committee – Director Garthoffner. The committee met on April 13, 2022; next meeting June 8, 2022, at 9:30 a.m. in the Board Room and as a virtual meeting.

(1) Report of the Clubhouse Renovation Ad Hoc Committee – Director Garthoffner. The Committee met on January 28, 2022; next meeting TBA.

f. Report of the Media and Communications Committee—Director Milliman. The committee met on April 18, 2022; next meeting May 16, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting.

g. Report of the Mobility & Vehicles Committee – Director Tibbetts. The Committee did not meet on April 6, 2022; next meeting June 1, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting.

h. Report of the Security & Community Access Committee – Director Tibbetts. The Committee met on April 25, 2022; next meeting June 27, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting.

(1) Report of the Laguna Woods Village Traffic Hearings – Director Addington. The Traffic Hearings were held on April 20, 2022; next hearings on May 18, 2022, at 9:00 a.m. in the Board Room and as a virtual meeting.

i. Report of the Disaster Preparedness Task Force – Director Skillman. The Task Force met on March 29, 2022; next meeting May 31, 2022, at 9:30 a.m. in the Board Room and as a virtual meeting.

j. Information Technology Advisory Committee – Director Hopkins. The Committee met on April 8, 2022; next meeting TBA.

k. Website Ad Hoc Committee – Director Milliman. Next meeting TBA.

l. Insurance Ad Hoc Committee – Director Carpenter. The Committee will meet on May 9, 2022, at 1:30 p.m.

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 vote on these items at a future Board Meeting.*

- **Discuss Clubhouse Maintenance Programs**

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16. Director's Comments

- Director Skillman encouraged Director's to read the latest issues of the California CAI article, and a new legislature bill regarding wildfires pertaining to property insurance fees.

17. Recess 12:11 p.m. - *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.*

Closed Session Agenda

VMS Board Update

Approve the Agenda

Approve the Minutes of:

(a) March 1, 2022 – Regular Closed Session

Discuss and Consider Personnel Matters

Discuss and Consider Contractual Matters

Discuss Legal/Legislation Matters

Discuss Member Disciplinary Matters

18. Adjournment

The meeting was adjourned at 3:34 p.m.


Joan Milliman, Secretary of the Board
Golden Rain Foundation