



Minutes of the Regular Meeting of the Golden Rain Foundation  
Tuesday, March 6, 2018, 9:30 a.m.  
24351 El Toro Road, Laguna Woods, California.

Directors Present: Thomas Sirkel, Beth Perak, Ray Gros, Joan Milliman,  
Diane Phelps, Jim Matson, Richard Palmer, Annette Sabol Soule  
and Judith Troutman

Directors Absent: JoAnn diLorenzo and Jim Juhan

Staff Present: Brad Hudson, Chris Spahr, Brian Gruner and Cheryl Silva

Others Present: United Mutual: Juanita Skillman  
Third Mutual: John Frankel  
VMS: Dan Kenney, Mary Stone and Dick Rader  
Mutual Fifty: Ryna Rothberg

**1. Call to Order**

President Sirkel called the meeting to order at 9:34 a.m., and acknowledged a quorum was present.

**2. Pledge of Allegiance to the Flag**

Director Gros led the membership in the Pledge of Allegiance to the Flag.

**3. Acknowledgement of Media**

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

**4. Approval of Agenda**

President Sirkel requested to add 13h, Bluebird Box Replacement, to the agenda. Director Perak made a motion to approve the Agenda as amended. Director Sabol Soule seconded the motion and it passed by unanimous consent.

**5. Approval of Minutes**

Director Milliman made corrections to the minutes of February 6, 2018. Director Milliman made a motion to approve the minutes as corrected. The motion was seconded by Director Gros and passed by unanimous consent.

**6. Report of the Chair**

President Sirkel announced that Friday, March 9, 2018, the lawn bowling facility will open. They have a tournament scheduled for March. A drone video of the new facility was shown.

## **7. Update from VMS**

Director Kenney gave an update of the VMS meetings in the month of February. He mentioned that Lori Moss, the Community Manager recently retired. He talked about the Division Directors and their responsibilities and backgrounds. He commented that the CEO is doing a great job for the Community.

## **8. CEO Report**

Brad Hudson, CEO, gave a report on the new technology initiatives and digital television conversion program. Chuck Holland will give an IT Department update at the next VMS Board meeting tomorrow. The new technology will improve customer service and improve work efficiency.

- (a) The CEO introduced Eileen Paulin the new Director of Marketing and Communications

## **9. Open Forum (Three Minutes per Speaker)**

Members spoke on Laguna Woods Village Foundation, bus schedules, replacement of the old pianos and upcoming major projects during open forum.

## **10. Response to Open Forum Speakers**

Director Milliman gave an update on the health of Director Juhan. Several Directors and the CEO responded to member comments.

## **11. Consent Calendar**

- (a) Entertain a Motion to Approve the Election Schedule for 2018
- (b) Entertain a Motion to Approve a Resolution to comply with Civil Code Section §4515

### **RESOLUTION 90-18-11** **Civil Code Section §4515**

**WHEREAS**, California Civil Code Section §4515 went into effect as of January 1, 2018; and

**WHEREAS**, Civil Code Section §4515 expresses the legislative intent that members and residents of common interest developments have the ability to exercise their rights under law to peacefully assemble and freely communicate with respect to common interest development living or for social, political or educational purposes; and

**WHEREAS**, Civil Code Section §4515 precludes the governing documents of common interest developments from prohibiting members or residents from those activities prescribed in Section §4515 (b)(1)-(5).

**NOW THEREFORE, BE IT RESOLVED**, March 6, 2018, that to the extent the

provision of any prior resolution violates Civil Code Section §4515, that Section §4515 supersedes the provision and the provision shall not be enforced; and

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

(c) Laguna Hills Memorial Day Half-Marathon, 10K and 5K

Director Matson made a motion to approve the Consent Calendar. Director Perak seconded the motion. The motion passed by unanimous consent.

## **12. Unfinished Business -- None**

## **13. New Business**

(a) Entertain a Motion to Approve a Resolution for Amendments to the Golf Cart Policies and Procedures

The Secretary of the Board read the following resolution:

### **RESOLUTION 90-18-XX** **GOLF CART POLICIES AND PROCEDURES**

**WHEREAS**, the Golden Rain Foundation of Laguna Woods Village (GRF) desires to set standardized golf cart policies and procedures related to Community safety and access control, including decals, RFIDs and fees; and

**WHEREAS**, electric golf carts plugged into common area electricity must pay the current annual golf cart charging fee as determined by Mutual policy; and

**WHEREAS**, the golf cart decals and RFID's remain the property of GRF; and,

**WHEREAS**, GRF has concerns about properly maintained golf carts, unattended extension cords and golf cart chargers that are not positioned at least six inches above the floor.

**NOW THEREFORE BE IT RESOLVED**, on March 6, 2018, that the following amendments are introduced to the Laguna Woods Village Vehicle, Traffic, and Parking Rules, Section X, Golf Carts and Golf Cars:

#### **GOLF CART REGISTRATION**

Residents are required to register all golf carts;

Registration includes the application of a permanent seven-digit serial number on a reflective tamper-resistant white background with black numbers. This GRF decal will be placed by Staff on the front windshield, driver side, lower corner and shall be visible at all times.

### **GOLF CART PLUG IN VEHICLES IN COMMON AREA**

Resident Golf Carts that are allowed to connect to Mutual common area electricity will be issued a reflective tamper-resistant Mutual decal for registration purposes, yellow for United Laguna Woods Mutual (ULWM) and green for Third Laguna Hills Mutual (TLHM).

The ability to charge using common area electricity is included in the annual Electric Golf Cart fee for carts registered to any manor that does not have a private garage/carport. In order to have access to common area electricity, golf carts will be issued a ULWM or TLHM Decal that Staff will place on exterior rear fender on the lower corner furthest from the driver.

All Golf Cart charging equipment must be certified and maintained to UL standards. Golf Cart charging may not be utilized within storage cabinets.

The Mutual decal may be revoked upon expiration, withdrawal, or termination from the program; or non-compliance with these rules.

Any golf cart connected to a common area outlet without authorization will be disconnected and receive a Notice of Violation (NOV), and will be charged the annual charging cost as determined by TLHM/ULWM Golf Cart Policy as a fee and be required to obtain a current Mutual decal; in addition to the other enforcement actions allowed in these rules. Non-residents and guests are prohibited from connecting to common area outlets.

### **UNATTENDED GOLF CART EXTENSION CORDS, BATTERY CHARGERS**

Unattended extension cords may not be used in GRF, ULWM, or TLHM for any purpose. All golf cart battery chargers must be elevated a minimum of six inches from the floor. Residents found with unattended extension cords and/or golf cart chargers that are not a minimum of six inches above the floor will be subject to fines.

### **FEES AND FINES**

Refer to the applicable Fee Schedules for GRF, United, and Third.

**RESOLVED FURTHER**, residents found with unattended extension cords and/or golf cart chargers that are not a minimum of six inches above the floor will be subject to fines; and

**RESOLVED FURTHER**, if golf cart ownership change occurs, the current owner must notify and register the change with VMS Administration; and

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

**MARCH Initial Notification**

**Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 30-days from the postponement to comply with Civil Code §4360.**

Director Matson made a motion to introduce a resolution for amendments to the Golf Cart Policies and Procedures. Director Sabol Soule seconded the motion and it passed unanimously.

President Sirkel asked to move agenda item 13h up on the agenda because several members were present to speak on this item. This item was added to the agenda by the Board.

**13(h) Bluebird Boxes Replacement Resolution**

Director Milliman made a motion to rescind the approval of the Bluebird Boxes Replacement resolution. The motion was seconded by Director Troutman and passed by unanimous consent.

Director Milliman made a motion to place the Bluebird Boxes Replacement discussion on the Community Activities Committee agenda of 3-6-18. The motion was seconded by Director Perak and passed by unanimous consent.

Discussion ensued among the Directors.

Several members commented about the bluebird boxes.

President Sirkel encouraged members to attend the Community Activities Committee meeting on Thursday, March 8, 2018, at 2:00 p.m. in the Board Room.

**13(b) Entertain a Motion to Approve a Resolution for a Supplemental Appropriation for Fumigation of Termites at GRF Facilities**

The Secretary of the Board read the following resolution:

**Resolution 90-18-12**  
**Fumigation for Termites at GRF Facilities**

**WHEREAS**, in December 2017, staff, along with the GRF contracted vendor, Newport Exterminating, conducted visual interior and exterior inspections of the structures at Clubhouses 1, 2, 3, 5, 6, and Gatehouse 8;

**WHEREAS**, Clubhouse 7 had been previously inspected and found clear of termites. Clubhouse 4 was fumigated for termites in August 2017;

**WHEREAS**; no evidence of termite infestations was found at Clubhouses 1, 4, 5 or 6.

However, evidence of termite infestations and recommendations were received from Newport Exterminating for various areas at Clubhouse 2, the Lawn Bowling Clubhouse and Storage Room, the PAC (Clubhouse 3) and Gatehouse 8; and,

**WHEREAS**, both a full structure treatment and localized treatments are required to eradicate the termite infestation at these facilities; and,

**WHEREAS**, the work will be coordinated with the Recreation Department to facilitate any closures during fumigation; and,

**WHEREAS**, this unbudgeted service would require a supplemental appropriation in the amount of \$33,000, to be funded from the Contingency Fund to complete the treatments in 2018.

**NOW THEREFORE BE IT RESOLVED**, on March 6, 2018, the Board of Directors of this Corporation hereby authorizes a Supplemental Appropriation in the amount of \$33,000, to be funded from the Contingency Fund, for termite fumigation at GRF Facilities by the Mutual's contractor, Newport Exterminating, during the 2018 Fumigation Program; 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 for fumigation of termites at GRF facilities. Director Perak seconded the motion.

Discussion ensued among the Directors.

President Sirkel called for the vote and the motion passed by unanimous consent.

13(c) Entertain a Motion to Approve a Resolution for a Supplemental Appropriation and Contract Award for Refurbishment of the 19 Restaurant & Lounge.

The Secretary of the Board read the following resolution:

**Resolution 90-18-13**  
**Refurbishment of the 19 Restaurant and Lounge**

**WHEREAS**, in July 2017, the Board approved a Supplemental Appropriation in the amount of \$75,000 from the Facilities Fund to remodel the 19 Restaurant and Lounge. In addition, the 2017 Capital Plan included \$25,000 for the replacement of the carpet at Restaurant 19; and,

**WHEREAS**, a bid was sent out to three contractors and one was received from B. Foster Construction, Inc. in the amount of \$91,053, for refurbishing the indoor and outdoor dining and bar areas at the 19 Restaurant; and,

**WHEREAS**, expenditures for the interior design and procurement of the dining and patio

furnishings have been made in the amount of \$39,324 which leaves a remaining balance of \$60,676. The total refurbishment cost of \$91,053 requires a Supplemental Appropriation in the amount of \$30,377.

**NOW THEREFORE BE IT RESOLVED**, on March 6, 2018, the Board of Directors of this Corporation hereby authorizes a Supplemental Appropriation in the amount of \$30,377, to be funded from the Facilities Fund, and awards a contract to B. Foster Construction, Inc. in the amount of \$91,053, including a 10 percent contingency, to provide labor and materials to fully fund the contract required to complete the refurbishment at the 19 Restaurant and Lounge; 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 for supplemental appropriation and contract award for refurbishment of the 19 Restaurant & Lounge. Director Sabol Soule seconded the motion.

Discussion ensued among the Directors.

President Sirkel called for the vote and the motion passed by a vote of 8-1-0 (Director Troutman opposed).

13(d) Entertain a Motion to Approve a Resolution for a Supplemental Appropriation and Contract Award of Pool 5 Maintenance

The Secretary of the Board read the following resolution:

**Resolution 90-18-14**  
**Pool 5 Maintenance**

**WHEREAS**, the GRF Board appropriated \$26,000 in the 2017 Capital Plan for repair of the waterline tile at Pool 5; and,

**WHEREAS**, during the job walk for the Pool 5 maintenance repairs, it was determined that the pool plaster is exhibiting significant deterioration, presenting at some locations a potential hazard to swimmers; and,

**WHEREAS**, the scope of work was expanded for this project to address the plaster deficiencies at the same time the tile repairs are made; and,

**WHEREAS**, allocating an additional \$46,000 in a supplemental funding is necessary to cover the cost of the additional work; and,

**WHEREAS**, the bid received from Alan Smith pools was the lesser of the two bids received at \$71,337 which includes a 10 percent contingency.

**NOW THEREFORE BE IT RESOLVED**, on March 6, 2018, the Board of Directors of this Corporation hereby authorizes a supplemental appropriation in the amount of \$46,000, to be funded from the Facilities Fund, and awards a contract to Alan Smith Pools in the not to exceed amount of \$71,367, to provide labor and materials for the refurbishment of Pool 5; 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 supplemental appropriation and contract award of Pool 5 maintenance. Director Perak seconded the motion.

Discussion ensued among the Directors.

President Sirkel called for the vote and the motion passed by unanimous consent.

13(e) Entertain a Motion to Approve a Resolution Ratifying EV Charge Station Fees  
**(MARCH Initial Notification-must postpone 30-Days to comply with Civil Code §4360)**

The Secretary of the Board read the following resolution:

**RESOLUTION 90-18-XX**  
**EV Charge Station Fees**

**WHEREAS**, the Golden Rain Foundation of Laguna Woods Village (GRF) desires to adopt renewable energy initiatives in the Community; and,

**WHEREAS**, a dual-port EV charging station was installed at the north-west corner of the Community Center parking lot, adjacent to the trash enclosure (ATT1) and is powered by a meter billed to the Golden Rain Foundation; and,

**WHEREAS**, the charge station is operated under contract with ChargePoint and registration on the [www.chargepoint.com](http://www.chargepoint.com) website is required to use the charge station.

**NOW THEREFORE BE IT RESOLVED**, on March 6, 2018, that GRF introduces a fee schedule for the EV charging station located at the Community Center parking lot, designed to provide free charging to GRF fleet vehicles, to cover average cost of charging for Laguna Woods Village residents and VMS Inc. employees, and to set a rate comparable to fuel costs for all other users;

**RESOLVED FURTHER**, the Board ratifies the current fee schedule:

<u>User Type</u>	<u>Fee Amount</u>
GRF Fleet Vehicles	Free
Residents	\$0.17 per kWh
VMS Employees	\$0.17 per kWh



General Public                      \$0.30 per kWh

**RESOLVED FURTHER**, the Board will periodically review electricity bills to determine appropriate adjustments in the charge rates and amounts will be published on the GRF Fee Schedule; and,

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

**MARCH Initial Notification**

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 30-days from the postponement to comply with Civil Code §4360.

Director Milliman made a motion to introduce the resolution ratifying EV charge state fees and postpone filal vote for 30 days. Director Phelps seconded the motion.

Discussion ensued among the Directors.

President Sirkel called for the vote and the motion passed by unanimous consent.

13(f) Entertain a Motion to Approve a Resolution for Electronic Payment Policy  
(**MARCH Initial Notification-must postpone 30-Days to comply with Civil Code §4360**)

The Secretary of the Board read the following resolution:

**RESOLUTION 90-18-XX**  
**ELECTRONIC PAYMENT POLICY**

**WHEREAS**, Golden Rain Foundation of Laguna Woods Village (GRF) has adopted several electronic payment methods over the years; and,

**WHEREAS**, credit card payments are accepted at several point-of-sale locations, such as those used at the Village Greens (Resolution 90-11-102), Broadband Services (Resolution 90-12-130), and the Performing Arts Center (90-14-01), with the associated merchant processing fees absorbed into operations at these revenue-generating operations; and,

**WHEREAS**, GRF offers an electronic payment method for monthly assessments called EZPay and 70 percent of Laguna Woods Village members take advantage of this free auto-debit service to automatically deduct assessments from their bank account; and,

**WHEREAS**, GRF desires to increase electronic payment options for assessments and introduce options for chargeable services; and,

**WHEREAS**, GRF has initiated a service agreement with RevoPay to process electronic payments via the Community's resident portal and in person at the Community Center, which will be activated once the technology infrastructure is in place.

**NOW THEREFORE BE IT RESOLVED**, on March 6, 2018, that GRF introduces the acceptance of electronic payments for assessments, fines, fees, and chargeable services with the payer being charged a convenience fee equal to an amount necessary to offset all processing fees contracted with the merchant provider;

**RESOLVED FURTHER**, fees will start at 2.95% per credit card transaction and \$1.95 per eCheck/ACH transaction and will be updated as needed based on contractual agreements and passed on to the payer without further resolution updates; and,

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

**MARCH Initial Notification**

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 30-days from the postponement to comply with Civil Code §4360.

Director Milliman made a motion to introduce the resolution for electronic payment policy and postpone 30 days for final vote. Director Phelps seconded the motion.

Discussion ensued among the Directors.

President Sirkel called for the vote and the motion passed by unanimous consent.

13(g) Director Access to Corporate Books, Records and Documents

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

**RESOLUTION 90-18-15**

**Director Access to Corporate Books, Records and Documents**

**WHEREAS**, Golden Rain Foundation of Laguna Woods ("GRF") is a non-profit mutual benefit corporation, existing under and by virtue of the laws of the State of California, organized for the purpose of developing and maintaining facilities and services, and operating the community facilities pursuant to the provisions set forth in its Articles of Incorporation and Bylaws; and,

**WHEREAS**, pursuant to Corporations Code Section 8334, every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents

of every kind and to inspect the physical properties of the corporation of which such person is a director;

**WHEREAS**, a director's general right of inspection may be preempted by the right of privacy guaranteed under the California Constitution, may be subordinate to statutes specifically protecting confidential, private, or privileged records, and California courts have also acknowledged a constitutional right to privacy held by members of HOA's in their voting decisions; and,

**WHEREAS**, a director's duty of loyalty involves not only the duty to avoid conflicts of interest, but requires full disclosure of any interests potentially adverse to GRF; and,

**WHEREAS**, GRF desires to adopt clear guidelines and procedures for director access to GRF records, and directors' handling of those records, while protecting GRF from liability claims arising from the review, copying and dissemination of corporate records.

**NOW, THEREFORE BE IT RESOLVED**, March 6, 2018, that the Board of Directors of this Corporation hereby adopts a Policy Governing Director Access to Corporate Books, Records and Documents; 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 for Director access to corporate books, records and documents without the need for a 30-day notification. Director Phelps seconded the motion.

Discussion ensued among the Directors.

President Sirkel called for the vote and the motion passed by unanimous consent.

#### **14. Committee Reports**

**(a) Report of the Finance Committee/Financial Reports**

Director Phelps reported on the Finance Committee and presented the Treasurer's Report. The next meeting will be held on April 18, 2018, at 1:30 p.m. in the Board Room.

**(b) Report of the Community Activities Committee**

Director Perak highlighted the upcoming events and reported that the next Community Activities Committee meeting will be held on March 8, 2018, at 2:00 p.m. in the Board Room.

**(c) Report of the Maintenance & Construction Committee**

Director Matson reported on the Maintenance & Construction Committee. The next meeting will be held on April 11, 2018, at 9:30 a.m. in the Board Room.

- Director Gros provided information about the Laguna Canyon Foundation
- Director Perak reported on the Performing Arts Center (PAC) Renovation Ad Hoc Committee. The next meeting will be held on March 23, 2018, at 9:00 a.m. in the Board Room.

**(d) Report of the Media and Communications Committee**

Director Milliman reported on the Media and Communications Committee and the Thrive Task Force. The next Media and Communications meeting will be held on March 19, 2018, at 1:30 p.m. in the Board Room. The next Thrive Task Force will meet on March 21, 2018, at 9:30 a.m. in the Cypress Room.

**(e) Report of the Mobility & Vehicles Committee**

Director Troutman reported from the Mobility & Vehicles Committee. The next Mobility & Vehicles Committee meeting will be Wednesday, April 4, 2018, at 1:30 p.m. in the Board Room.

**(f) Report of the Security & Community Access Committee**

Director Sabol Soule reported from the Security & Community Access Committee. The next Security & Community Access Committee meeting will be held on April 26, 2018, at 1:30 p.m. in the Board Room.

- Director Gros reported on the Traffic Hearings. Next meeting will be held March 21, 2018, at 9:00 a.m. in the Board Room and 1:00 p.m. in the Cypress Room.
- Report of the Disaster Preparedness Task Force- Director Troutman. Residents are encouraged to volunteer to be a Good Neighbor Building Captain. Next meeting March 27, 2018, at 9:30 a.m. in the Cypress Room.

**15. Future Agenda Items**

- (a) Entertain a Motion to Approve new Pickleball and Paddle Tennis Courts (April)
- (b) Entertain a Motion to Approve Relocation of Summer Kids Swim Program **(FEBRUARY Initial Notification-must postpone 30-Days to comply with Civil Code §4360)**
- (c) Entertain a Motion to Approve a Resolution for Care Services for Equestrian Center Boarders **(FEBRUARY Initial Notification-must postpone 30-Days to comply with Civil Code §4360)**
- (d) Entertain a Motion to Approve Policies for Capital Improvement Projects (CIP) to be Reviewed by Corporate Members; and Procedures for Corporate Members Meetings (April)
- (e) Entertain a Motion to Approve a Resolution for Amendments to the Golf Cart Policies and Procedures **(MARCH Initial Notification-must postpone 30-Days to comply with Civil Code §4360)**

- (e) Entertain a Motion to Approve a Resolution for Amendments to the Golf Cart Policies and Procedures **(MARCH Initial Notification-must postpone 30-Days to comply with Civil Code §4360)**
- (f) Entertain a Motion to Approve a Resolution Ratifying EV Charge Station Fees **(MARCH Initial Notification-must postpone 30-Days to comply with Civil Code §4360)**
- (g) Entertain a Motion to Approve a Resolution for Electronic Payment Policy **(MARCH Initial Notification-must postpone 30-Days to comply with Civil Code §4360)**

**16. Director's Comments**

- Director Gros invited residents to support the Laguna Canyon
- Director Sabol Soule invited residents to attend the Committees. Times and locations are listed in the agenda. The scheduled Golf Memorial Tournament is scheduled for May 12, 2018; all money raised is donated to the Laguna Woods Foundation.
- Director Milliman announced that, as Secretary, she is accepting articles for the Breeze from all GRF Board Directors.

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

The Board recessed to Closed Session at 12:38 p.m.

**Closed Executive Session Agenda**

*Approval of Agenda*

*Approval of Minutes*

*(a) February 6, 2018 – Closed Executive Session*

*Discuss and Consider Member Disciplinary Matters*

*Discuss and Consider Personnel Matters*

*Discuss and Consider Contractual Matters*


*Discuss and Consider Litigation Matters*

*Discuss Litigation Report Summary*

*Adjournment*

**Adjourn**

The meeting was adjourned at 3:05 p.m.

  
Joan Milliman, Secretary of the Board  
Golden Rain Foundation

Golden Rain Foundation of Laguna Woods  
Laguna Hills Half Marathon, 10K and 5K

**Attachment 1: Request Letter from the City of Laguna Hills**



Heather Rasmussen  
Senior Public Affairs Specialist  
Professional Community Management – Laguna Woods Village  
24351 El Toro Road  
Laguna Woods, CA. 92637

Dear Ms. Rasmussen:

For the past 19 years, both avid runners and community members have enjoyed the City of Laguna Hills Memorial Day Half Marathon, 10K and 5K, Honoring the USMC Dark Horse Battalion event over the Memorial Day weekend. The community event has been successful for many reasons, primarily due to the collaboration between the hospital, the City of Laguna Hills, and the Golden Rain Foundation and Laguna Woods Village, who created the 5k event in 1994. The event is scheduled for Monday May 28, 2018, and is once again expected to draw nearly 8,000 runners and spectators.

The City of Laguna Hills is again working with Renegade Racing as the event management company. It is our hope that as in years past, the Golden Rain Foundation and Laguna Woods Village will allow the participants to run or walk through its beautiful community. The proposed course for the 5k is the same that was used for last year's event, and the half marathon and 10K will once again follow the 5k route for the first three miles of the race. The goal again is to minimize the impact on your residents by having participants enter and exit through Gate 2, which will allow complete access to Gate 3 for the duration of the event. Staff from Renegade Racing and community volunteers will be available to ensure that the road closures run smoothly.

The generosity of the Golden Rain Foundation and Laguna Woods Village has contributed to the event's success for eighteen years. Many of the participants consider the loop through the village to be the highlight of the course. A booth will be provided to Laguna Woods Village in the event expo, and you will be permitted to place an insert in the goodie bags that will be distributed to expo participants and runners. We look forward to celebrating the 20 year anniversary of the event, and to working with the Golden Rain Foundation and Laguna Woods Village staff.

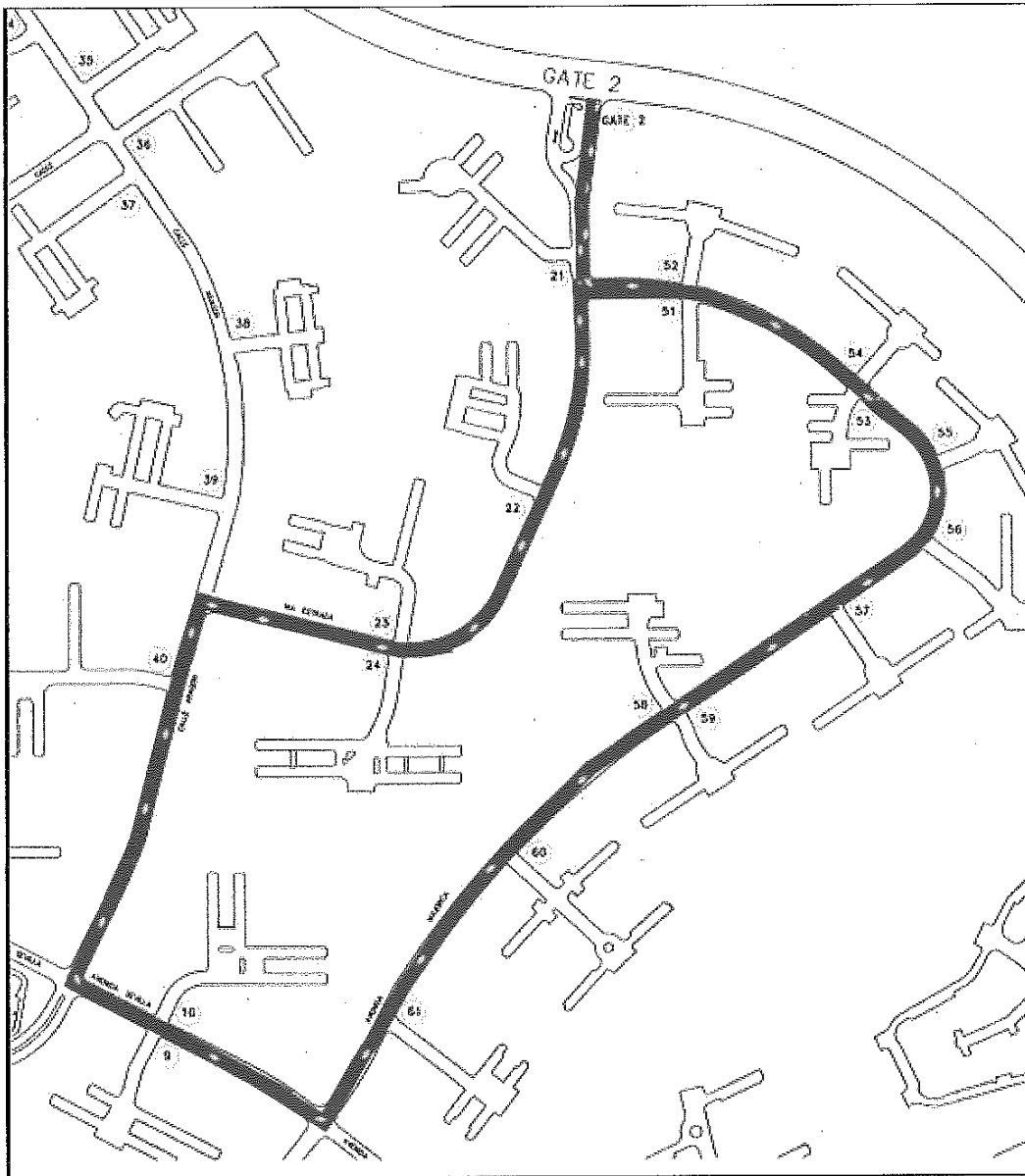
Thank you for your consideration of the request. If you have any questions or concerns, please feel free to contact me at (949) 707-2686.

Sincerely,

Dan Meehan  
City of Laguna Hills

Golden Rain Foundation of Laguna Woods  
Laguna Hills Half Marathon, 10K and 5K

**Attachment 2: Laguna Hills Half Marathon, 10K and 5K Course Map  
(Laguna Woods Village)**



Attachment 1

**RESOLUTION 90-18-XX**

**GOLF CART POLICIES AND PROCEDURES**

**WHEREAS**, the Golden Rain Foundation of Laguna Woods Village (GRF) desires to set standardized golf cart policies and procedures related to Community safety and access control, including decals, RFIDs and fees;

**WHEREAS**, electric golf carts plugged into common area electricity must pay the current annual golf cart charging fee as determined by Mutual policy;

**WHEREAS**, the golf cart decals and RFID remain the property of GRF; and,

**WHEREAS**, GRF has concerns about properly maintained golf carts, unattended extension cords and golf cart chargers that are not positioned at least six inches above the floor.

**NOW THEREFORE BE IT RESOLVED**, on March 6, 2018 that the following amendments are introduced to the Laguna Woods Village Vehicle, Traffic, and Parking Rules, Section X, Golf Carts and Golf Cars:

**GOLF CART REGISTRATION**

Residents are required to register all golf carts;

Registration includes the application of a permanent seven-digit serial number on a reflective tamper resistant white background with black numbers. This GRF decal will be placed by Staff on the front windshield, driver side, lower corner and shall be visible at all times.

**GOLF CART PLUG IN VEHICLES IN COMMON AREA**

Resident Golf Carts that are allowed to connect to Mutual common area electricity will be issued a reflective tamper-resistant Mutual decal for registration purposes, yellow for United Laguna Woods Mutual (ULWM) and green for Third Laguna Hills Mutual (TLHM).

The ability to charge using common area electricity is included in the annual Electric Golf Cart fee for carts registered to any manor that does not have a private garage/carport. In order to have access to common area electricity, golf carts will be issued a ULWM or TLHM Decal that Staff will place on exterior rear fender on the lower corner furthest from the driver.

All Golf Cart charging equipment must be certified and maintained to UL standards. Golf Cart charging may not be utilized within storage cabinets.



The Mutual decal may be revoked upon expiration, withdrawal, or termination from the program; or non-compliance with these rules.

Any golf cart connected to a common area outlet without authorization will be disconnected and receive a Notice of Violation (NOV), and will be charged the annual charging cost as determined by TLHM/ULWM Golf Cart Policy as a fee and be required to obtain a current Mutual decal; in addition to the other enforcement actions allowed in these rules. Non-residents and guests are prohibited from connecting to common area outlets.

#### **UNATTENDED GOLF CART EXTENSION CORDS, BATTERY CHARGERS**

Unattended extension cords may not be used in GRF, ULWM, or TLHM for any purpose. All golf cart battery chargers must be elevated a minimum of six inches from the floor. Residents found with unattended extension cords and/or golf cart chargers that are not a minimum of six inches above the floor will be subject to fines.

#### **FEES AND FINES**

Refer to the applicable Fee Schedules for GRF, United, and Third.

**RESOLVED FURTHER**, residents found with unattended extension cords and/or golf cart chargers that are not a minimum of six inches above the floor will be subject to fines;

**RESOLVED FURTHER**, if a golf cart ownership change occurs, the current owner must notify and register the change with VMS Administration;

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

#### **MARCH Initial Notification**

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 30-days from the postponement to comply with Civil Code §4360.



**GOLDEN RAIN FOUNDATION  
of LAGUNA WOODS**

***Director Request for Access to Corporate Books, Records And Documents***

I request the following:

\_\_\_\_\_ Review/inspect corporate books, records and documents

\_\_\_\_\_ Copy corporate books, records and documents

Records/documents from date(s): (from) \_\_\_\_\_, 20\_\_\_\_ (to) \_\_\_\_\_, 20\_\_\_\_

The records/documents that I request are:

\_\_\_\_\_  
\_\_\_\_\_

Director Name: \_\_\_\_\_

Address: \_\_\_\_\_

Mailing Address (If address is different): \_\_\_\_\_

Telephone Number: \_\_\_\_\_

**I understand that the Corporation may request clarification of my request. Such clarification may require dialogue between the Staff me, which may impact the date on which my request becomes active. I understand that it is up to me to arrange for a copy service if I want copies.**

**I acknowledge and agree the corporate books, records and documents, and any information from them, may not be sold, used for a commercial purpose, or used for any other purpose not reasonably related to my interests as a Director of the Corporation. I agree to keep the corporate books, records and documents, and any information from them confidential and agree to return the corporate books, records and documents to the Staff at the end of my term as a director.**

Signature: \_\_\_\_\_

# **GOLDEN RAIN FOUNDATION OF LAGUNA WOODS**

## **POLICY GOVERNING DIRECTOR ACCESS TO CORPORATE BOOKS, RECORDS AND DOCUMENTS**

The following policy has been duly adopted by the Golden Rain Foundation of Laguna Woods ("GRF") Board of Directors and is in effect as of March 6, 2018. GRF desires to provide directors clear guidelines for requesting and handling corporate records and information, including the obligation to keep privileged and sensitive documents confidential, unless disclosure is approved by the Board, compelled by law, or pursuant to the advice of legal counsel.

The following policies are intended to provide clear guidance and procedures for the access of GRF records. Current directors serving on the Board have the absolute right at any reasonable time to inspect and copy all books, records and documents of GRF of every kind and to inspect the physical properties of GRF. (*Corporations Code* § 8334.) However, a director's general right of inspection may be preempted by the right of privacy guaranteed under the California Constitution and may be subordinate to statutes specifically protecting confidential, private, or privileged records. (*Chantiles v. Lake Forest II Homeowners Association*, 37 Cal.App.4th 914, 925 (1995). California courts have also acknowledged a constitutional right to privacy held by members of HOA's in their voting decisions. *Id.* at 926. By its express language, director's absolute right of access is qualified, in that it must be exercised at a reasonable time. (*Corporations Code* § 8334.)

These policies and procedures are intended to be in full compliance with the *Corporations Code* § 8334 and serve to balance the qualified rights of directors with protected privacy interests, and at the same time limit GRF's liability arising from the review, copying and dissemination of sensitive corporate records.

### **I. Director Access to Books, Documents, Records or Other Information Available to Directors Pursuant to their Inspection Rights**

#### **A. Qualifications of the Director's Absolute Right of Inspection Consistent with the Strictures of *Corporations Code* § 8334**

A director's absolute right to access corporate records is tempered in that it must be at a reasonable time, and has been preempted by constitutional protections and case law extending statutory protections respecting confidential and privileged information, as well as HOA members' right to keep ballot decisions private. The following

enumerates the law respecting director access to corporate records, serving as both a tool and a guideline for directors to follow when exercising the right to inspect corporate documents.

**B. Written Request to Inspect Books, Documents, Records or Other Information**

Corporate records are maintained at the Community Center and director requests to review and copy them will necessarily be administered by management. This process will be facilitated by the director's written request to inspect and/or copy corporate documents. To properly balance and allocate management time for this task, appointments will be set approximately five business days following receipt of written requests. Appointment will be held during normal business hours, Monday through Friday, from 9 am to 5 pm. The director's access will be qualified as described above, and set out in Article II below.

**C. Acknowledging the Director's Duties to the Corporation and its Members**

Corporations Code § 8334 acknowledges the director's need for information in making decisions on behalf of the corporation. Implicit in this grant of access, is the acknowledgement that the documents reviewed will not be used for unrelated purposes. Additionally, directors owe GRF certain fiduciary duties, including, but not limited to, the duty of confidentiality, the duty of loyalty and the duty of due care. Directors must act in good faith, in the best interests of GRF, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. (*Corporations Code* § 7231.) Directors will be asked to acknowledge their duties to the Corporation and its members, in writing, agreeing not to disclose the documents or information contained therein to third parties, to agree to honor the attorney-client privilege and the right of privacy guaranteed to the Corporation's members and to management. Directors shall also agree to defend, indemnify and hold harmless, GRF, its Board, management and agents from claims and harm arising from the review and copying of corporate records.

**II. Qualifying the Absolute Right to Inspect and Copy Corporate Documents**

**A. Privacy: Books, Records, Documents and Other Information Not Subject to Inspection**

There is a legally recognized privacy interest in precluding the dissemination or misuse of sensitive and confidential information ("informational privacy"). Informational privacy is the core value furthered by the California Constitution. (Cal. Const. Art. I, § 1.) A particular class of information is private when well-established social norms recognize the need to maximize individual control over its dissemination and use to prevent unjustified embarrassment or indignity.

Therefore, any and all books, records, documents or other information containing information that, if disclosed, would infringe, or has the potential to infringe, on a Member's privacy rights, shall not be subject to inspection or copying by a director, including, without limitation:

(1) Ballots or any other documents with information revealing the identity of a voter and how they cast their vote; and

(2) Personnel information, including employment records (e.g. performance evaluations, payroll records, etc.). However, personnel information is subject to review by the Board of Directors in connection with proper GRF business, but such records shall be handled by the Board and with due care.

B. Conflict of Interest: Books, Records, Documents and Other Information Not Subject to Inspection

Directors owe GRF a duty of undivided loyalty, and may not make decisions for GRF that benefit their own interests at the expense of GRF or its Members. (*Raven's Cove Townhomes, Inc. v. Knuppe Development Co.*, 114 Cal. App. 3d 783 (1981).) The duty of loyalty involves not only the duty to avoid conflicts of interest, but requires full disclosure of any interests potentially adverse to GRF. A director has the duty to serve the interests of all Members. To that end, where an actual or potential conflict of interest exists, the director shall not be entitled to inspect or copy the following books, records, documents or other information relating to, arising out of, or in connection with:

(1) Litigation or other formal action (criminal, civil, administrative, etc.) against GRF in which the director (including his/her family members, guests, tenants, agents, or invitees) is involved as an opponent. This information is protected by, among other privileges, the attorney-client and work product privileges;

(2) The personal or financial interests of the director, including his/her family members, guests, tenants, agents, or invitees;

(3) The director's stated or implied (through the director's conduct) intent to disclose (without authorization of the Board) or to otherwise violate his/her fiduciary duties; and

(4) Neighbor to neighbor disputes, including, but not limited to, sensitive records pertaining to a director's neighbor, when such director is involved in a neighbor to neighbor dispute (e.g., architectural applications, disciplinary hearing notices, violation notices, nuisance claims, or other letters to or from the neighboring Member).