



OPEN SESSION

Minutes of the Regular Meeting of the Golden Rain Foundation Tuesday, March 3, 2020, 9:30 a.m. 24351 El Toro Road, Laguna Woods, California

Directors Present: Bunny Carpenter, Judith Troutman, Joe Fitzekam, Egon Garthoffner, Pat English, Bert Moldow, Jim Matson, Annette Sabol Soule, Don Tibbetts, and Yvonne Horton

Directors Absent: Beth Perak

Staff Present: Jeff Parker-CEO, Siobhan Foster-COO, Carlos Rojas, Eileen Paulin, Betty Parker, and Grant Schultz

Others Present: United Mutual: Juanita Skillman, Andre Torng, Brian Gilmore, Carl Randazzo,
Third Mutual: John Frankel
VMS: Diane Phelps, Dick Rader
Mutual 50: Ryna Rothberg

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

President Carpenter called the meeting to order at 9:30 a.m.

2. Pledge of Allegiance

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

3. Acknowledgment of Media

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

4. Approval of Agenda

Director Soule made a motion to approve the agenda. The motion was seconded by Director Matson.

The directors made the proposed the following changes to the agenda:

- Director Moldow requested to move (11b) Terminate Participation in the Village Energy Task Force from the Consent Calendar to New Business.

President Carpenter called for the vote on the agenda as amended and the motion passed unanimously.

5. Approval of Minutes

5a. Regular Open Meeting on February 4, 2020

5b. Special Open Meeting on February 20, 2020

Director Soule made the motion to approve the minutes of February 4, 2020-Regular Open Session as amended. The motion was seconded by Director English.

Discussion ensued among the directors.

President Carpenter called for the vote on the minutes of February 4, 2020 as amended and the motion passed unanimously.

Director Soule made the motion to approve the minutes of February 20, 2020-Special Open Meeting as presented. The motion was seconded by Director Matson.

Discussion ensued among the directors.

President Carpenter called for the vote on the minutes as presented and the motion passed unanimously.

6. Report of the Chair

President Carpenter commented that the Board approved the reduction of projects and the driving range project. Projects will be reviewed again during the 2021 budget process. Received a compliment from United Mutual's attorney that this is the first time he has seen the Boards working well together.

7. VMS Update Report—Director Phelps

Director Phelps gave an update from the VMS Board Meetings in February. Two new GRF/VMS Board Members were appointed on February 20, 2020: James Tung and Stefanie Brown. The CEO contract has been extended for two years and Carlos Rojas was hired to replace Tim Moy as Security Director. Working on a survey that will go out to residents via email, please make sure your email address is updated. The new Village Breeze Magazine was mailed out to all residents.

8. CEO Report

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

- Because of the recent concerns about the spread of the coronavirus (COVID-19), staff is monitoring the situation and working with the County of Orange County Health Care Agency. Residents are encouraged to practice healthy hygiene habits;
- Introduction of Carlos Rojas the new Director of Security;
- Community Open Forums to meet the CEO continue on March 11, at Clubhouse 1

- Employee update for the Equestrian Center;
- 2020 Primary Election deadline is today. Ballots can be dropped off until 8:00 p.m. today at Clubhouse 7 or Laguna Woods City Hall;
- 2020 Census is coming soon. In March residents will receive information on how to participate in the census;
- The gate improvements at the RV Lot have been completed.

9. Open Forum (Three Minutes per Speaker)

Members spoke on the following topics:

- A Member commented about the benefits of the Laguna Woods Village Foundation;
- Three Members commented about the popularity of the destination shopping bus excursions, complaints about the new fixed bus routes and unreturned calls from the transportation department;
- Three Members commented that the riding program and the operation of the stables at the Equestrian Center have improved, commented about the petition for the Equestrian Center, and asked that the Equestrian Center Ad Hoc Committee be tabled;
- A Member commented about a new club, Senior Brains Foundation, to help develop patents;
- A Member commented about the violations of guests parking overnight with an annual pass;
- A Member commented the Village Energy Task Force will be discussing micro grids at the next meeting tomorrow. SCE will have a public meeting in Santa Ana to seek a 14.4% increase in electric rates in 2021, \$4 more a month in 2022 and \$6 more per month in 2023 and new charges for GS1;
- A Member spoke in favor of the new Village Breeze Magazine, thanked the CEO for his Community Forums and commented on complaints about the new bus system.

10. Responses to Open Forum Speakers

Several Directors responded to and provided input regarding member comments.

- Vice President Troutman commented about the new transportation services and the Lift agreement. The new transportation system is a pilot program;
- Director Garthoffner commented that he will check into the full buses;
- Director Moldow commented about the increase in electricity. He commented that solar energy is looking better. The electric company can cut your electricity during the fire season. Micro Grids provides an energy source independent of the main grid to provide power when the energy companies shut down electricity to the Community;
- Director Matson is happy to hear about the improvements in the

Equestrian Center;

- Director Garthoffner encouraged residents to attend the SCE meeting in Santa Ana;

11. Consent Calendar

Agenda Item (11b) was removed from the Consent Calendar and placed under New Business.

11a. Golden Rain Foundation Trust Agreement Training Seminar.

Recommendation from the Finance Committee:

- 11c.** Consistent with its statutory obligations a subcommittee of the Board consisting of the Treasurer and at least one other board member reviewed and approved Golden Rain Foundation financials for the month of January 2020 and by this vote ratify that such review be confirmed in this month's Board Member Open Session Meeting minutes.

Recommendation from the Recreation Department:

- 11d.** Laguna Hills Memorial Day Half Marathon 10K and 5K

President Carpenter commented that Agenda item (11b) Termination of GRF Participation on Village Energy Task Force was moved to New Business

President Carpenter announced that Consent Calendar as approved, without objection.

12. Unfinished Business

- 12a.** Entertain a Motion to Approve the Revised GRF Committee Appointment Resolution

Director Garthoffner read the following resolution:

RESOLUTION 90-20-11 **GRF COMMITTEE APPOINTMENTS**

RESOLVED March 3, 2020, that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Business Planning Committee

Pat English, Chair (GRF)
Bunny Carpenter (GRF)
Yvonne Horton (GRF)
Jon Pearlstone, (Third)
Steve Parsons (Third)

Lynn Jarrett, Alternate (Third)
Sue Margolis (United)
Manuel Armendariz (United)
Brian Gilmore, Alternate (United)
Al Amado, (Mutual 50)

Community Activities Committee

Joe Fitzekam, Chair (GRF)
Bunny Carpenter (GRF)
Yvonne Horton (GRF)
Cush Bhada, (Third)
Annie McCary (Third)
Jon Pearlstone, Alternate (Third)
Doug Gibson, Alternate (Third)
~~Craig Wayne, Alternate (Third)~~
Andre Torng, (United)
Juanita Skillman (United)
Elsie Addington, Alternate (United)
Ryna Rothberg, (Mutual 50)
Advisor: Janey Dorrell, Ed Tao and Roland Boudreau

Equestrian Center Ad Hoc Committee (New)

Bunny Carpenter, Chair (GRF)
Yvonne Horton (GRF)
Jim Matson (GRF)
Cush Bhada (Third)
Annie McCary (Third)
2 Vacancies (United)
Advisors: Gary Empfield, Stefanie Brown,
Sally Ingmanson, Bunny Lipinski

Finance Committee

Pat English, Chair (GRF)
Judith Troutman (GRF)
Annette Sabol Soule (GRF)
Jon Pearlstone, (Third)
Steve Parsons (Third)
~~Reza Karimi, (Third)~~
Robert Mutchnick, Alternate (Third)
Sue Margolis (United)
Brian Gilmore (United)
Manuel Armendariz, Alternate (United)
Al Amado, (Mutual 50)

Purchasing Ad Hoc Committee (new)

Bunny Carpenter, Chair (GRF)
Judith Troutman (GRF)

Annette Sabol Soule (GRF)
Carl Randazzo (United)
Cash Achrekar (United)
~~Manuel Armendariz (United)~~
Brian Gilmore, Alternate (United)
Jon Pearlstone (Third)
Steve Parsons (Third)
Cush Bhada, Alternate (Third)

Landscape Committee

Bert Moldow, Chair (GRF)
Jim Matson, (GRF)
Yvonne Horton (GRF)
Lynn Jarrett, (Third)
Reza Karimi, (Third)
Ralph Engdahl, Alternate (Third)
Manuel Armendariz, (United)
Andre Torng (United)
Neda Ardani, Alternate (United)
Vacant (Mutual 50)
Advisors: None

Maintenance & Construction Committee

Jim Matson, Chair (GRF)
Egon Garthoffner, Co-Chair (GRF)
Joe Fitzekam (GRF)
Jon Pearlstone, Alternate (Third)
Cush Bhada (Third)
John Frankel, Alternate (Third)
Doug Gibson, Alternate (Third)
~~Craig Wayne, Alternate (Third)~~
~~Robert Mutchnick, Alternate (Third)~~
Carl Randazzo, (United)
Reza Bastani (United)
Brian Gilmore, Alternate (United)
Ryna Rothberg, Inesa Nord-Leth (Mutual 50)
Advisors: Richard Palmer

Clubhouse 1 Renovation Ad Hoc Committee

Joe Fitzekam, Chair (GRF)
Egon Garthoffner (GRF)
Pat English (GRF)
2 Vacancies (Third)
Brian Gilmore (United)
Sue Margolis (United)
Carl Randazzo, Alternate (United)

PAC Renovation Ad Hoc Committee

Judith Troutman, Chair (GRF)
Joe Fitzekam (GRF)
Bunny Carpenter (GRF)
Jon Pearlstone, (Third)
Cush Bhada, (Third)
John Frankel, Alternate (Third)
~~Steve Parsons, Alternate (Third)~~
Carl Randazzo, (United)
Juanita Skillman (United)
Sue Margolis, Alternate (United)
Board Members by Rotation (Mutual 50)
Advisor: Sharon Molinari

Media and Communications

Annette Sabol Soule, Chair (GRF)
Pat English (GRF)
Beth Perak (GRF)
Annie McCary (Third)
Lynn Jarrett (Third)
Craig Wayne, Alternate (Third)
Doug Gibson, Alternate (Third)
Juanita Skillman, (United)
Elsie Addington, (United)
Neda Ardani, Alternate (United)
Ryna Rothberg, (Mutual 50)
Advisors: Carmen Pacella, Frank Tybor, Tom Nash

Mobility & Vehicles Committee

Judith Troutman, Chair (GRF)
Don Tibbetts, Co-Chair (GRF)
Egon Garthoffner (GRF)
Craig Wayne (Third)
John Frankel, (Third)
Cush Bhada, Alternate (Third)
~~Jon Pearlstone, 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)
Jim Matson (GRF)
Reza Karimi, Alternate (Third)

Robert Mutchnick (Third)
Ralph Engdahl, Alternate (Third)
~~Steve Parsons, Alternate (Third)~~
Neda Ardani (United)
Cash Achrekar (United)
Brian Gilmore, Alternate (United)
John Dalis (Mutual 50)

Disaster Preparedness Task Force

Judith Troutman, Chair (GRF)
Annette Sabol Soule, (GRF)
Bert Moldow, (GRF)
John Frankel, (Third)
Annie McCary, (Third)
Ralph Engdahl, Alternate (Third)
Doug Gibson, Alternate (Third)
~~Craig Wayne, Alternate (Third)~~
Cash Achrekar, (United)
Neda Ardani (United)
Reza Bastani, Alternate (United)
Board Members by Rotation (Mutual 50)
Advisors: Tom Soule, Bruce Bonbright

Strategic Planning Committee

Annette Sabol Soule, Chair (GRF)
Joe Fitzekam (GRF)
Yvonne Horton (GRF)
Jon Pearlstone (Third)
Robert Mutchnick (Third)
Steve Parsons, Alternate (Third)
Andre Torng (United)
Brian Gilmore (United)
Sue Margolis, Alternate (United)

OTHER COMMITTEES:

Laguna Woods Village Traffic Hearings

(Chair will alternate between Boards)
Egon Garthoffner (GRF)
Judith Troutman (GRF)
~~Craig Wayne (Third)~~
Robert Mutchnick (Third)
John Frankel (Third)
Annie McCary, Alternate (Third)
Ralph Engdahl, Alternate (Third)
Elsie Addington (United)

Neda Ardani, Alternate (United)
Board Members by Rotation (Mutual 50)

Village Energy Task Force

Bert Moldow, Chair (GRF)
Carl Randazzo, Vice Chair (United)
Judith Troutman (GRF)
John Frankel (Third)
Cush Bhada, (Third)
Ralph Engdahl, Alternate (Third)
Reza Karimi, Alternate (Third)
Craig Wayne, Alternate (Third)
Sue Margolis (United)
Board Members by Rotation (Mutual 50)
Advisors: Sue Stephen and Bill Walsh

Select Audit Task Force

Pat English (GRF)
Diane Phelps (GRF)
Elizabeth Roper (United)
Peggy Moore (Third)

RESOLVED FURTHER, that Resolution 90-20-08 adopted February 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 Garthoffner made a motion to approve the revised GRF Committee Appointments Resolution. The motion was seconded by Director Soule.

Discussion ensued among the directors about changes to the resolution.

Director Matson made an amendment to add Richard Palmer as an advisor on the GRF Maintenance & Construction (M&C) Committee. The amendment was seconded by Director Troutman.

Discussion ensued among the directors about changes to the resolution.

- Director Rothberg requested to remove Ryna Rothberg and add Inesa Nord-Leth to the GRF M&C Committee.
- Director Moldow requested to add Sue Stephens and Bill Walsh as advisors on the Village Energy Task Force
- Laguna Woods Village Traffic Hearings, the word chair should not be removed because the chair rotates and add "chair will alternate between the boards."

Vice President Troutman called for the vote on the amendment and the amendment passed 9-1-0 (Director Fitzekam opposed)

Vice President Troutman called for the vote of the motion as amended and the motion passed by a vote of 9-1-0 (Director Fitzekam opposed).

12b. Entertain a Motion to Re-Introduce a Resolution to Update the Rules for GRF Board Meetings

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

RESOLUTION 90-20-xx
GOLDEN RAIN FOUNDATION RULES FOR BOARD MEETINGS

WHEREAS, the Open Meeting Act, Civil Code §§4900-4950, provides an ongoing right for each member of Laguna Woods to participate in the governance of the community; and

WHEREAS, the Golden Rain Foundation Board of Directors recognizes the need to facilitate effective, efficient and orderly board meetings for the benefit of the community while protecting members' rights to observe and participate in the governance process; and

NOW THEREFORE BE IT RESOLVED, [DATE], 2020, the Board of Directors of this Corporation hereby approves the Golden Rain Foundation Rules for Board Meetings, as attached to the official minutes of this meeting; and

RESOLVED FURTHER, that Resolution 90-11-135 adopted November 22, 2011 is hereby suspended in its entirety and cancelled;

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

February Initial Notification—Board postponed this item to March 2020.
Must postpone 28-days for member review and comment to comply with Civil Code §4360.

Legal Counsel reviewed and revised the GRF Rules for Board Meetings with the Board Working Group; therefore, the revised document needs to be re-introduced for 28-day member review and comment.

Director Garthoffner made a motion to re-introduce a resolution to update the Rules for GRF Board Meeting for 28-day for member review and comment. Vice President Troutman seconded the motion.

Discussion ensued among the directors.

Director Moldow and Soule discussed several changes to the GRF Board Meeting Rules.

Legal Counsel responded to the requested changes.

Vice President Troutman asked Legal Counsel to address the issue of Robert's Rules and parliamentary procedures as required by the Davis Stirling Act.

Discussion ensued among the directors about changes.

Members spoke about changes to the GRF Board Meeting Rules.

President Carpenter called for the vote on the motion and the motion passed by a vote of 10-1-0 (Director Moldow opposed).

12c. Entertain a Motion to Adopt 2020 Recreation Policy Update-Equestrian Center

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

RESOLUTION 90-20-12
EQUESTRIAN CENTER PRICING POLICY

WHEREAS, according to Resolution 90-12-132, which established guidelines for shared costs and fees, certain fees can be imposed upon users of various recreational facilities in order to control crowding, to minimize over-usage, and to recover operating costs; and

WHEREAS, the Board periodically reviews fees as part of the business planning process to determine adequacy of revenues and shared costs and their adoption of the 2020 Business Plan included certain fee changes;

NOW THEREFORE BE IT RESOLVED, March 3, 2020, that the Board of Directors of the Corporation hereby adopts a revised GRF Pricing policy relative to the Equestrian Center:

Horse Boarding

- A Horse Boarding Fee shall be charged, monthly, to residents who wish to board their horse(s) at the Equestrian Center.
- The fee, rounded up to the nearest dollar, shall be based on the estimated monthly cost to board a resident's owned or leased horse, and **65%** shared (subsidized) by the community at large.
- The fee will be adjusted annually on the basis of changes to the operational costs, depreciation costs, and percentage shared

by the community at large.

- The GRF Board of Directors will periodically review the estimated monthly cost of boarded horses and determine what shared percentage to apply in order to maintain an equitable and reasonable division between the user and the monthly assessment (per Resolution 90-12-132, Guidelines for Shared Costs and Fees).
- The cost of feed will be fully absorbed by the resident based on their selection from the menu of options.

Horse Trailer Storage & Horse Transportation Fees

- If space allows, residents may store their horse trailers at the Equestrian Center. The fee to store a horse trailer shall be 50% of the same as that charged charge for a recreational vehicle in the RV Storage Lots.
- GRF shall be reimbursed the cost of transporting a horse for a resident. The costs include: labor, fuel, and wear and tear on the trailer and vehicle.

Trail Ride Fees

- A separate fee shall be charged for trail rides for residents and their guest(s).
- The fees, rounded up to the nearest dollar, shall be based on: the estimated hourly cost of labor and the cost of the horse used to lead the trail ride; and
 - for residents, 64% shared (subsidized) by the community at large
 - for guests, 25% mark up.
- The fee will be adjusted annually on the basis of changes to the operational costs, depreciation costs, percentage shared by the community at large for residents, and percentage mark up for guests.

Lesson Fees

- Fees shall be charged for individual and group lessons for residents and their guest(s).
- The fees, rounded up to the nearest dollar, shall be based on: the estimated hourly cost of labor and the cost of the horse used to provide the lesson; and
 - for residents, 64% shared (subsidized) by the community at large
 - for guests, 25% mark up.
- The fee will be adjusted annually on the basis of changes to the operational costs, depreciation costs, percentage shared by the community at large for residents, and percentage mark up for guests.

Horse Rental Fee

- A resident fee and a guest fee shall be charged for the use of a

- GRF owned horse for lessons and trail rides.
- The fees, rounded up to the nearest dollar, shall be based on the estimated hourly cost of a GRF owned horse; and
 - for residents, 64% shared (subsidized) by the community at large
 - for guests, 25% mark up.
- The fee will be adjusted annually on the basis of changes to the operational costs, depreciation costs, percentage shared by the community at large for residents, and percentage mark up for guests.

RESOLVED FURTHER, that this resolution shall be effective January 1, 2020, at which time, retroactive billing for the 2020 storage fees will occur, and Resolution 90-15-02 adopted January 6, 2015, is hereby superseded and canceled; and

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

February Initial Notification

28-day notification for Member review and comment to comply with Civil Code §4360 has been satisfied.

Director Garthoffner made a motion to adopt a resolution to for the 2020 Recreation Policy--Equestrian Center Pricing policy update to set the Horse Trailer Storage Fee at 50% of RV Lot rental fee. Vice President Troutman seconded the motion.

Director Fitzekam made an amendment that the prices not be changed and the fees remain the same as the 2019 charges. The amendment was seconded by Director English.

Discussion ensued among the directors.

Members spoke about notification about changes to the Equestrian Pricing Policy.

Director Horton left the meeting at 11:45 a.m.

Jeff Parker-CEO suggested that the Board move forward with resolution and the pricing change of the trailer fees.

Vice President Troutman made a motion to not adopt this resolution; however there is a motion and amendment on the floor.

Betty Parker, Director of Finance, answer questions from the Board on what a "yes" vote and what a "no" vote would mean.

President Carpenter called for the vote on the amendment and the amendment

failed by a vote of 2-7-0 (Directors Fitzekam and English Approved, Director Horton was absent for the vote).

President Carpenter called for a vote on the original motion and the motion passed by a vote of 9-0-0 (Director Horton was absent for the vote).

12d. Entertain a Motion to Adopt the GRF Strategic Planning Committee Charter

Director Garthoffner read the following resolution:

RESOLUTION 90-20-13
GRF STRATEGIC PLANNING COMMITTEE CHARTER

WHEREAS, a Strategic Planning Committee has been established pursuant to Article 7, Section 7.1 of the bylaws of the corporation:

NOW THEREFORE BE IT RESOLVED, March 3, 2020, the Board of Directors of this Corporation hereby assigns the duties and responsibilities of this Committee, as follows:

1. Perform the duties imposed upon all standing committees as set forth in the resolution entitled, "General Duties of Standing Committees."
2. Review, evaluate, and make recommendations to the Corporate Members according to GRF bylaw 2.1.4, in relation to:
 - a. Sale and/or conveyance of Golden Rain Foundation or Golden Rain Foundation of Laguna Hills Trust real estate and/or improvements, where the value of the real estate and or improvement is appraised for at least \$500,000;
 - b. Lease of real estate or improvement in excess of 1 year;
 - c. Acquisition of real estate, where the total amount to be paid is at least \$500,000;
 - d. Expansion of facilities or construction of new facilities, either the construction of a new facility or an addition to an existing facility of at least 1,000 new or additional square feet or a minimum cost of \$500,000; and
 - e. Any borrowing in an amount excess of \$1,000,000.
3. Research alternative sources of revenue and alternative cost sharing models and make recommendations to the Board.

4. ~~Direct the~~ In cooperation with Managing Agent ~~to~~ prepare a long-term strategic plan; review and modify the Plan as necessary, and present the Plan to the Board.
5. The Committee shall perform such other tasks as are assigned by the GRF President or Board of Directors of this corporation.

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

February Initial Notification
28-day notification for Member review and comment to comply with Civil Code §4360 has been satisfied.

President Carpenter left the meeting and turned the meeting over to Vice President Troutman.

Director Garthoffner made a motion to adopt the resolution to establish a GRF Strategic Planning Committee Charter. The motion was seconded by Director Soule.

Discussion ensued among the directors.

Members spoke about the GRF Strategic Planning Committee Charter.

Director Moldow amended the motion to make amendments to (2d) and (3) of the resolution. The amendment failed for lack of a second.

President Carpenter returned to the meeting.
Discussion ensued among the directors and members about changes to the charter.

Vice President Troutman called for the vote on the motion and the motion passed by a vote of 8-1-0 (Director Moldow opposed, Director Horton was absent for the vote).

Director Horton returned to the meeting.

13. New Business

- 13a.** Entertain a Motion to Approve a Resolution for a Clubhouse 1 Renovation Ad Hoc Committee

Director Garthoffner read the following resolution:

RESOLUTION 90-20-14
CLUBHOUSE 1 RENOVATION
AD HOC COMMITTEE CHARTER

WHEREAS, the Board of Directors of this Corporation understand that Clubhouse 1, built in the 1960's, may require some long term renovations; and

WHEREAS, on March 4, 2020, the Board of Directors of this Corporation established the Clubhouse 1 Renovation Ad Hoc Committee in accordance with the Golden Rain Foundation By-laws Article 7, Section 7.1.1 and 7.1.2 for the purpose of providing feedback for the potential renovations and upgrades to Clubhouse 1; and

NOW THEREFORE BE IT RESOLVED, February 7, 2020, that the Board of Directors of this Corporation hereby assigns the duties and responsibilities of this Renovation Ad Hoc Committee as follows:

1. The Clubhouse 1 Renovation Ad Hoc Committee will be provided with and review all current Consultants, Construction Manager and VMS Staff Reports relative to the proposed renovations to Clubhouse 1.
2. The CH1 Renovation Ad Hoc Committee may make suggestions, revisions, changes, approvals, or disapprovals of said Reports. When evaluating said Reports, concepts for the renovation, such as architectural designs, the CH1 Renovation Ad Hoc Committee shall consider the overall Community needs, uses and future growth.
3. Furthermore, the CH1 Renovation Ad Hoc Committee shall serve as the Liaison between the Golden Rain Foundation Maintenance and Construction Committee (GRF M&C), the Community Activities Committee (CAC), and the Finance Committee. The CH1 Renovation Ad Hoc Committee, in its duty as Liaison, will first gather the input of the Golden Rain Foundation Maintenance and Construction GRF-M&C Committee (GRF M&C) and the Community Activities Committee (CAC).
4. The CH1 Renovation Ad Hoc Committee, as Liaison, will submit such gathered inputs to the Consultants, Construction Manager and the VMS staff. The Consultants will then prepare a Preliminary Proposal for the submission to the Ad Hoc Committee and VMS staff for review.
5. The Consultants' Preliminary Proposal will include an Assessment and Schematic Design and Design Development for the Renovation of Clubhouse 1 including the proposed Scope of Work (SOW) and a proposed line item for budgetary consideration.
6. The Scope of Work for the Preliminary Proposal for renovation of Clubhouse 1 at a minimum will focus on:
 - The Architectural considerations,
 - The Original Schematic site and floor plans,
 - The Proposed Schematic Site and Floor Plans changes,
 - The Proposed Building Elevations and Landscape plans,

- The Interior design,
 - The primary interior activity relationships related to the building and program adjacencies,
 - All interior and exterior Finish Materials and Color Finishes,
 - Parking accommodations and locations,
 - Overall site improvements if required.
7. Upon approved review of the Consultants' Preliminary Proposal by the CH1 Renovation Ad Hoc Committee and the VMS staff, the Ad Hoc Committee will present the Preliminary Proposal to the GRF Maintenance and Construction Committee (GRF M&C) and the Community Activities Committee (CAC) for each committee's review and approval of the implementation plan for the recommended facility upgrades.
 8. Upon the final approvals of the Implementation Plans for the recommended facility upgrades by both the GRF Maintenance and Construction Committee (GRF M&C) and the Community Activities Committee (CAC), then the CH1 Renovation Ad Hoc Committee shall present the Implementation Plans to the Finance Committee and the Corporate Members (if applicable) for its approval.
 9. The CH1 Renovation Ad Hoc Committee, upon the approval of the Finance Committee and the Corporate Members (if applicable), will submit such approval to the Consultants and the VMS staff.
 10. The Consultants and the VMS staff may then commence implementation of Clubhouse 1 renovations according to the approved Implementation Plans.
 11. The CH1 Renovation Ad Hoc Committee will meet as needed, to receive project updates from VMS staff and/or the consultant.
 12. The CH1 Renovation Ad Hoc Committee shall report on the planned implementation activities to the Golden Rain Foundation Board periodically at Board meetings or when requested by the Golden Rain Foundation Board.

RESOLVED FURTHER, that the Clubhouse 1 Renovation Ad Hoc Committee shall perform such other duties as may be assigned by the Golden Rain Foundation Board and upon conclusion of the Committee's work, it will be disbanded by the Board.

Director Garthoffner made a motion to approve a resolution for a Clubhouse 1 Renovation Ad Hoc Committee Charter. The motion was seconded by Director Soule.

Discussion ensued among the directors.

Director Moldow made an amendment to revise the resolution to add a construction

manager and consultant to the resolution. The amendment was seconded by Vice President Troutman.

Discussion ensued among the directors about the amendment.

President Carpenter called for the vote on the amendment and the amendment passed unanimously.

President Carpenter called for the vote on the motion as amended and the motion passed unanimously.

- 13b.** Section §5500 Operating and Reserve Accounts: Entertain a Motion to Approve a Resolution for Funding and Contract Award for AX Software Modification

Director Garthoffner read the following resolution:

RESOLUTION 90-20-15
Funding and Contract Award for AX Software Modification

WHEREAS, In February 2016 the record keeping for Golden Rain Foundation and the Mutuals transitioned from Platinum to Microsoft Dynamics AX as the primary enterprise financial software, which is currently supported by the dedicated full-service Microsoft Dynamics Gold Partner Avantiico.

WHEREAS, United Mutual has requested more detailed fund accounting but a system limitation within AX prevents entries from being booked to balance sheet ledger accounts by fund type.

WHEREAS, On November 26, 2019 the United Finance Committee recommended a customization of Microsoft Dynamics AX code for increased functionality for financial reporting, to be funded from the Golden Rain Foundation as a capital equipment expenditure.

WHEREAS, On February 19, 2020, the GRF Finance Committee reviewed this request and recommended a supplemental appropriation in the amount of \$25,000, to be funded from the Equipment Fund, for a Microsoft Dynamics AX software modification.

NOW THEREFORE BE IT RESOLVED, March 3, 2020, the Board of Directors of this Corporation hereby authorizes a supplemental appropriation in the amount of \$32,000, to be funded from the Equipment Fund, and awards a contract to its support provider Avantiico for a Microsoft Dynamics AX coding change.

RESOLVED FURTHER; that the officers and agents of this Corporation are hereby authorized on behalf of the Golden Rain Foundation Corporation to carry out this Resolution.

Director Garthoffner made a motion to approve a resolution for funding and contract award for AX Software Modification. The motion was seconded by Director English.

Discussion ensued among the directors.

A members spoke in favor and against of this resolution.

President Carpenter called for the motion and the motion passed unanimously.

This item was removed from the Consent Calendar for discussion:

13c. Termination of Golden Rain Foundation Participation on Village Energy Task Force

Director Moldow requested that the Board delay termination of Village Energy Task Force to a later date until the Research Groups are set up and defined.

Director Moldow made a motion to deny termination of the Village Energy Task Force and to extend the termination date until the Village Energy Task Force Charter is either changed to be compliant with the GRF Bylaws or until the GRF Bylaws can be amended or the Research Group is defined. The motion was seconded by Vice President Troutman.

Discussion ensued among the directors.

Legal Counsel answered questions from the Board.

A member spoke against this item to disband the Task Force.

Jeff Parker-CEO answered questions from the Board regarding the formation of the Mutual Research Groups.

President Carpenter called for the vote and the motion failed by a vote of 2-7-0 (Directors Moldow and Garthoffner approved).

Vice President Troutman made a motion to approve the termination of GRF participation in the Village Energy Task Force following the March 4, 2020 Task Force meeting. The motion was seconded by Director Soule.

President Carpenter called for the vote and the motion passed by a vote of 6-3-0 (Director Tibbetts, Moldow, Matson opposed).

14. In the interest of time, the Board did not take a 10 minute break.

15. Committee Reports

- 15a. Report of the Finance Committee/Financial Reports – Director English gave a presentation on the Treasurer’s Report, resale and leasing updates. The Committee met on February 19, 2020; next meeting April 22, 2020, at 1:30 p.m. in the Board Room.

(1) GRF Treasurer’s Report

(2) GRF Finance Committee Report

(3) Purchasing Task Force – President Carpenter. The Task Force met on February 10, 2020.

- 15b. Report of the Community Activity Committee – Director Fitzekam. The Village Games are coming up in April and encouraged residents to register and attend. The Committee met on January 9, 2020; next meeting March 12, 2020, at 1:30 p.m. in the Board Room.

- 15c. Report of the Landscape Committee – Director Moldow gave an update from the Landscape Committee. The Committee discussed the Aliso Creek and drought resistant planting. The Committee met on February 12, 2020; next meeting May 13, 2020, at 1:30 p.m. in the Board Room.

- 15d. Report of the Maintenance & Construction Committee – Director Matson gave an update from the last Maintenance & Construction Committee. The Committee discussed clubhouse renovations, architectural recommendations and the cost to renovate verses modifications. The Committee met on February 12, 2020; next meeting April 8, 2020 at 9:30 a.m. in the Board Room.

(1) Report of the Performing Arts Center (PAC) Renovation Ad Hoc Committee – Vice President Troutman. The Committee met on December 12, 2019; next meeting TBA.

(2) Report of Village Energy Task Force – Director Moldow. The Task Force met on January 10, 2020; next meeting March 4, 2020 at 1:30 p.m. in the Board Room.

- 15e. Report of the Media & Communications Committee – Director Soule gave an update from the Media & Communications Committee. The Committee discussed contracts, conversion to high definition, the Village Breeze

Magazine, voting, and bulky item pick-up. The Committee met on February 19, 2020; next meeting March 16, 2020, at 1:30 p.m. in the Board Room.

(1) Thrive Task Force Report – The Task Force met on February 26, 2020; the next meeting TBA.

15f. Report of the Mobility & Vehicles Committee – Vice President Troutman gave an update from the Mobility & Vehicles Committee. The Committee met on February 5, 2020; next meeting April 1, 2020, at 1:30 p.m. in the Board Room.

15g. Report of the Security & Community Access Committee – Director Tibbetts gave an update from the Security & Community Access Committee. The Committee met on February 24, 2020; next meeting April 27, 2020, at 1:30 p.m. in the Board Room.

(1) Report of the Laguna Woods Village Traffic Hearings – Director Garthoffner gave a report from the last Traffic Hearings. The Traffic Hearings were held on February 19, 2020; next Traffic Hearings will be held on March 18, 2020 at 9:00 a.m. in the Board Room and 1:00 p.m. in the Sycamore Room

(2) Report of the Disaster Preparedness Task Force – Vice President Troutman. The Task Force met on January 28, 2020; next meeting will be held on March 31, 2020 at 9:30 a.m. in the Board Room.

16. Future Agenda Items - *All matters listed under Future Agenda Items are Resolutions on 30-day public review or items for a future Board Meeting. 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.*

16a. Donation by Bah'ail Club of a Bench for Aliso Creek and Two Plumeria Trees at Clubhouse 6

16b. GRF Donation Policy

16c. Approve the Americans with Disabilities Act (ADA) Compliance Policy

17. Directors' Comments

Director Soule commented on the shared cost for golf.

Director Tibbetts commented on the Committee Appointments.

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

The meeting was recessed at 1:57 p.m.

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

During the February 4, 2020, Regular Closed Session, the Board:

Approved the Agenda

Approved the Minutes of:

(a) January 7, 2020—Regular Closed Session

Discussed and Considered Personnel Matters

Discussed and Considered Contractual Matters: Broadband Group Service Agreement

Discussed Legislation Matters

Discussed and Considered Litigation Matters

Discussed Litigation Report Summary

19. Adjournment

The meeting was adjourned at 4:50 p.m.



Egon Garthoffner, Secretary of the Board
Golden Rain Foundation

RESOLUTION 90-20-12
EQUESTRIAN CENTER PRICING POLICY

WHEREAS, according to Resolution 90-12-132, which established guidelines for shared costs and fees, certain fees can be imposed upon users of various recreational facilities in order to control crowding, to minimize over-usage, and to recover operating costs; and

WHEREAS, the Board periodically reviews fees as part of the business planning process to determine adequacy of revenues and shared costs and their adoption of the 2020 Business Plan included certain fee changes;

NOW THEREFORE BE IT RESOLVED, March 3, 2020, that the Board of Directors of the Corporation hereby adopts a revised GRF Pricing policy relative to the Equestrian Center:

Horse Boarding

- A Horse Boarding Fee shall be charged, monthly, to residents who wish to board their horse(s) at the Equestrian Center.
- The fee, rounded up to the nearest dollar, shall be based on the estimated monthly cost to board a resident's owned or leased horse, and **65%** shared (subsidized) by the community at large.
- The fee will be adjusted annually on the basis of changes to the operational costs, depreciation costs, and percentage shared by the community at large.
- The GRF Board of Directors will periodically review the estimated monthly cost of boarded horses and determine what shared percentage to apply in order to maintain an equitable and reasonable division between the user and the monthly assessment (per Resolution 90-12-132, Guidelines for Shared Costs and Fees).
- The cost of feed will be fully absorbed by the resident based on their selection from the menu of options.

Horse Trailer Storage & Horse Transportation Fees

- If space allows, residents may store their horse trailers at the Equestrian Center. The fee to store a horse trailer shall be 50% of the charge for a recreational vehicle in the RV Storage Lots.
- GRF shall be reimbursed the cost of transporting a horse for a resident. The costs include: labor, fuel, and wear and tear on the trailer and vehicle.

Trail Ride Fees

- A separate fee shall be charged for trail rides for residents and their guest(s).
- The fees, rounded up to the nearest dollar, shall be based on: the estimated hourly cost of labor and the cost of the horse used to lead the trail ride; and
 - for residents, 64% shared (subsidized) by the community at large
 - for guests, 25% mark up.
- The fee will be adjusted annually on the basis of changes to the operational costs, depreciation costs, percentage shared by the community at large for residents, and percentage mark up for guests.

Lesson Fees

- Fees shall be charged for individual and group lessons for residents and their guest(s).
- The fees, rounded up to the nearest dollar, shall be based on: the estimated hourly cost of labor and the cost of the horse used to provide the lesson; and
 - for residents, 64% shared (subsidized) by the community at large
 - for guests, 25% mark up.
- The fee will be adjusted annually on the basis of changes to the operational costs, depreciation costs, percentage shared by the community at large for residents, and percentage mark up for guests.

Horse Rental Fee

- A resident fee and a guest fee shall be charged for the use of a GRF owned horse for lessons and trail rides.
- The fees, rounded up to the nearest dollar, shall be based on the estimated hourly cost of a GRF owned horse; and
 - for residents, 64% shared (subsidized) by the community at large
 - for guests, 25% mark up.
- The fee will be adjusted annually on the basis of changes to the operational costs, depreciation costs, percentage shared by the community at large for residents, and percentage mark up for guests.

RESOLVED FURTHER, that this resolution shall be effective January 1, 2020, at which time, retroactive billing for the 2020 storage fees will occur, and Resolution 90-15-02 adopted January 6, 2015, is hereby superseded and canceled; and

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

February Initial Notification

28-day notification for Member review and comment to comply with Civil Code §4360 has been satisfied