



OPEN MEETING

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

**Wednesday, June 17, 2020 at 11:00 a.m.
Virtual Meeting, Laguna Woods**

The purpose of this meeting is to discuss the PAC project, bids and contractual matters
pursuant to *Civil Code §4935*

Directors Present: Bunny Carpenter, Judith Troutman, Joe Fitzekam, Egon Garthoffner, Pat English, Annette Sabol Soule, Don Tibbetts, Beth Perak, Jim Matson, Yvonne Horton and Bert Moldow (Directors Carpenter, Troutman, Horton, Matson and Garthoffner were attending the Virtual meeting from the Board Room in the Community Center.)

Directors Absent: None

Staff Present: Jeff Parker, Siobhan Foster, Becky Jackson, Cheryl Silva and Grant Schultz

Others Present: Kelly Richardson, Esq. and Sandra Gottlieb, Esq.
Carl Randazzo (United), Cush Bhada (Third), Reza Karimi (Third), Lynn Jarrett (Third), Cash Achrekar (United), Juanita Skillman (Third), Steve Parsons (Third), Bert Moldow (Third), Ryna Rothberg (Mutual Fifty), Sue Margolis (United), Andre Torng (United), Craig Wayne (Third), Laura Mistry, Reza Bastani (United), Brian Gilmore (United), Jon Pearlstone (Third), Ralph Engdahl (Third), Neda Ardani (United), John Frankel (Third)

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

President Carpenter called the meeting to order at 11:15 a.m. and established that a quorum was present.

Director English made a motion to take a 45 minute break so that the directors can come to the Board Room. The motion was seconded by Director Soule.

2. Approval of the Agenda

Director Troutman made a motion, seconded by Director Horton, to add Member Comments to the agenda.

President Carpenter called for the vote and the motion passed by a vote of 7-4-0.

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(Directors Tibbetts, Soule, English, Perak opposed)

President Carpenter gave her opening statement.

Discussion ensued among the directors.

3. New Business

a. Entertain a Motion to Remove the President of GRF

Director Troutman made a motion to retain President Carpenter as the GRF President. Director Horton seconded the motion.

Kelly Richardson, Esq. gave his legal opinion regarding this motion. Director Troutman rescinded her Motion.

Director Soule made a motion to remove President Carpenter as the GRF President. The motion was seconded by Director English.

Director Soule amended the motion to remove the president of GRF. The motion was seconded by Director English.

Discussion ensued among the directors.

President Carpenter called for the vote and the motion failed by a vote of 5-6-0 (Directors Matson, Carpenter, Garthoffner, Horton, Troutman and Moldow opposed)

b. Election of Officers by Opening of Nominations and Vote

Nominations for First Vice President:

- Director Troutman nominated Egon Garthoffner.
Director Garthoffner accepted the nomination.
- Director English nominated Director Soule.
Director Soule accepted the nomination

President Carpenter called for the vote and Director Garthoffner was elected First Vice President by a vote of 7-4-0 (Directors English, Soule, Tibbetts and Perak opposed)

Nominations for Second Vice President:

- Director Horton nominated Director Moldow.
Director Moldow accepted the nomination.
- Director Soule nominated Director Fitzekam.

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Director Fitzekam declined the nomination.

- Director Perak nominated Director Soule.
Director Soule accepted the nomination.

President Carpenter called for the vote and Director Moldow was elected Second Vice President by a vote of 7-4-0 (Directors English, Soule, Tibbetts and Perak opposed)

Nominations for Secretary:

- Director Horton nominated Director Troutman.
Director Troutman accepted the nomination.
- Director English nominated Director Perak.
Director Perak accepted the nomination.

President Carpenter called for the vote and Director Troutman was elected Secretary by a vote of 6-5-0.

Nominations for Treasurer:

- Director Horton nominated Director Soule.
Director Soule accepted the nomination.
- Director English nominated herself then withdrew her nomination.

President Carpenter announced that Director Soule was elected Treasurer of the Board by way of acclamation.

c. Entertain a Motion to Close Nominations

Secretary Troutman made a Motion to close Elections of Officers. Hearing no objections, President Carpenter stated that Elections were closed.

d. Entertain a Motion to Approve a Resolution for Election of Officers

Secretary Troutman read the following resolution:

RESOLUTION 90-20-30
APPOINTMENT OF OFFICERS

RESOLVED, on June 17, 2020, pursuant to the Golden Rain Foundation Bylaws Article 9 - Officers, which sets guidelines, terms and responsibilities for the election of Officers to this Corporation, the following persons are hereby elected to the office indicated next to their names to serve:

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Bunny Carpenter	President
Egon Garthoffner	First Vice President
Bert Moldow	Second Vice President
Judith Troutman	Secretary
Annette Soule	Treasurer

RESOLVED FURTHER, that the following Staff persons are hereby appointed as ex Officio officers of this Corporation:

Jeff Parker	Vice President ex Officio
Siobhan Foster	Assistant Secretary ex Officio
Betty Parker	Assistant Treasurer ex Officio

RESOLVED FURTHER, that Resolution 90-20-10, adopted February 4, 2020 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.

Director Troutman made a motion to approve the resolution for the appointment of officers. Director Horton seconded the motion.

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

4. Directors Comments

- Director Horton congratulated the new Board officers.
- Director Perak congratulated the new Board officers and hopes the new officers can listen and work with all the members of the board. She spoke in favor for an open meeting with the Corporate Members to verify the PAC Maintenance Improvement Project.
- Director Fitzekam spoke in favor of the PAC Maintenance Improvement project.
- Director Soule congratulated the new Board officers and hopes the board can work together.
- Director English congratulated the new Board officers. She is upset that she will no longer be the Board Treasurer. She is disappointed the Board did not remove Bunny Carpenter as Board President. She would like to see GRF move forward with the PAC Maintenance Improvement Project.

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- Director Troutman thanked the directors for their support and feels that President Carpenter has listened and understands now that her leadership style will make some needed changes; but overall is doing a good job.
- Director Moldow commented that the GRF Board should pass a resolution to hire a project manager to keep the PAC Maintenance Improvement project on task and bring in a contract lawyer to review the PAC contract. He requested from VMS a construction schedule.
- Director Garthoffner feels the board will run smoother now that they are not voting on five things at one time.
- Director Matson commented that the board should be sensitive to what the other boards in the mutual are doing.
- President Carpenter thanked everyone and made a commitment to do a better job.

5. Adjourn: President Carpenter adjourned the meeting at 12:27 p.m.

DocuSigned by:

Judith Troutman

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Judith Troutman, Secretary of the Board
Golden Rain Foundation