



**BOARD OF DIRECTORS MEETING - GOLDEN RAIN FOUNDATION
September 4, 2015**

Call to Order

President Winkler called the regular monthly meeting of the Golden Rain Foundation (GRF) Board of Directors (BOD) to order at 1:00 p.m., on Friday, September 4, 2015, in Clubhouse Two.

Roll Call

The Corporate Secretary reported that Board members Blake, Snowden, Pratt, L. Stone, Reed, Hood, Wood, McGuigan, Doderio, Winkler, Damoci, Lukoff, Friedman, Bolton and Moore were present. Absent were Board members Greer, Rapp, and R. Stone. Executive Director Ankeny and Controller Miller were also present.

Pledge of Allegiance

Sandra Haney, Co-President of the Garden Club, led the Board in the Pledge of Allegiance.

Announcements/Service Award Presentation

The Committee meeting schedule is published in the *Golden Rain News*. All committee meetings are open to Shareholder/Foundation members.

The Security Chief, Jaime Guerrero, presented a service plaque and pin to:

Robert Ruman	Security Department	10 years of service
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President's Comments

The President advised that the last Amphitheatre show of the season will take place next Thursday evening, September 10, 2015, that access and safety are being increased at the entrance of the Health Care Center and that the 'flu clinic, sponsored by the Golden Age Foundation, is scheduled for Friday, October 9, 2015.

Shareholder/Member Comments

Nine shareholder/members spoke on various topics concerning the operations of the community.

NOTE: Foundation members are permitted to make comments before the business of the Board begins. Requests must be registered in advance of the meeting and comments are limited to four minutes.

CONSENT CALENDAR – APPROVAL OF BOARD COMMITTEE MEETING MINUTES

In accordance with Civil Code 4090, the Foundation has made available a summary of the meetings where a quorum of the Board was present. Quorums of the Board were present at eight Committee meetings in July and August. The Committee minutes for these meetings were approved earlier this month by their respective Committees:

- Minutes of the Physical Property Committee Board Meeting of July 1, 2015
- Minutes of the Security, Bus & Traffic Committee Board Meeting of July 8, 2015
- Minutes of the Minutes of the Communications Committee Board Meeting of July 9, 2015
- Minutes of the Recreation Committee Board Meeting of July 13, 2015
- Minutes of the Physical Property Committee Special Board Meeting of July 16, 2015
- Minutes of the ADR Committee Board Meeting of July 20, 2015
- Minutes of the Finance Committee Board Meeting of July 21, 2015
- Minutes of the Finance Committee Special Board Meeting of August 3, 2015

The method with which these minutes will be approved is the Consent Calendar, which means any item placed on the Consent Calendar can be approved in one motion.

The Consent Calendar was approved, by general consent of the Board, as distributed.

The Committee Chairs are asked to stop by the Board Office within the next five business days to sign their approved Board Committee minutes. Once they are all signed, they will be posted to the website.

APPROVAL OF BOARD MEETING MINUTES

The minutes of the July 28, 2015 Golden Rain Foundation Board meeting were approved, by general consent of the Board members present, as presented.

NEW BUSINESS

Finance Committee

Approve Auditing Firm

On March 30, 2015, letters were sent to fourteen (14) audit firms extending invitations to provide bids for financial audits and tax preparation for the years 2015-2017 for sixteen (16) Mutual Corporations and financial and 401(k) audits and tax preparation for the years 2015-2017 for the Golden Rain Foundation. Sealed bids were to be returned by April 30, 2015 to the Finance Committee. Two sealed bids were received by this deadline. An extension to the end of May 2015 was provided but no further bids were received.

At the Special Finance Committee meeting on August 3, 2015, the Committee reviewed the two bids and recommended NSBN, LLP to perform the annual audits and tax returns for 2015, 2016 and 2017.

Ms. Stone MOVED, seconded by Mrs. Damoci-

TO approve the selection of NSBN, LLP to perform the annual audits and tax returns for 2015, 2016 and 2017 and to authorize the President to sign the associated engagement letters.

Two Board members spoke on the motion.

The motion was carried unanimously by the Board members present.

Approve July Financials

The Controller provided a recap of the July financials.

Ms. Stone MOVED, seconded by Mr. Hood, and carried unanimously by the Board members present-

TO accept the July 2015 Financial reports for audit.

Treasurer's Presentation

Treasurer Stone made available a summation of the categories within the Golden Rain Foundation (GRF) Budget, including the Reserve fund and the Capital improvement fund.

Two areas of consideration will go to the next GRF Board meeting involving the amendment of Policy 5061-31, Fees. The GRF Board will be asked to approve amendments of how the membership fee is calculated and how the fee is allocated between the Capital Improvement fund and the Reserve fund.

Three Special Finance Committee meetings have been scheduled to accommodate the review of draft budgets: September 9 at 5:00 p.m., September 15 at 9:00 a.m. and September 17 at 1:00 p.m., all to be held in the Administration Conference Room.

Amend Policy 5061-31, Fees

The Finance Committee recommended a change in an operation rule; the proposed amendments to Policy 5061-31, Fees pertain to how the fee is calculated and where the resulting revenue is applied.

Ms. Stone MOVED, seconded by Mrs. Reed-

TO tentatively approve the amendment of Policy 5061-31, Fees, as attached in Exhibit A (provided in the Board agenda packet), effective January 1, 2016, pending a minimum 30-day notice to the membership and a final decision on October 27, 2015.

The motion was carried unanimously by the Board members present.

Amend Policy 2115-33, Distribution Business Services

The Finance Committee recommended a revision in the fees of the Distribution Business Services office for photocopying for Foundation members, clubs and Mutual corporations.

Mr. Friedman MOVED, seconded by Mr. Lukoff-

TO tentatively approve the amendment to Policy 2115-33, Distribution Business Services, as attached in Exhibit A (provided in the Board agenda packet), pending a minimum 30-day notice to the membership and a final decision on October 27, 2015.

Two Board members and the Executive Director spoke on the motion.

The motion was carried unanimously by the Board members present.

Mutual Administration Committee

Non-budgeted Funding Request for Legal Opinion regarding Drafting a Policy on Pet, Service and Care Animals.

At its July 10, 2015 meeting, the Mutual Administration Committee reviewed concerns of the complexity in drafting policy to govern Pet, Service and Care animals within/upon Trust Property. At the July 21, 2015 meeting of the Finance Committee, the Committee approved non-budgeted funding, in the amount of \$5,000.00, cost center 30, Administration, for professional support and legal opinion in the drafting of the policy.

Mr. Hood MOVED, seconded by Ms. Snowden-

TO authorize the Executive Director and the Mutual Administration Director to contact counsel for professional support and legal opinion in the drafting of a Trust Property policy on Pet, Service and Care Animals, in an amount not to exceed \$5,000.00, cost center 30,

Administration. Draft policy is to be submitted to the Mutual Administration Committee for review and recommendation to the Board.

Three Board members and the Executive Director spoke on the motion.

The motion was carried unanimously by the Board members present.

Physical Property Committee

Approve Replacement of Globe Continents

At the regular scheduled meeting of the Physical Properties Committee on August 5, 2015, the Committee reviewed the update on the Globe Renovation project. Per previous discussions, the continents on the Globe are non-repairable and require replacement.

The Physical Properties Department worked with 44 different vendors (exhibit provided in agenda packet) collecting information and quotes to replace the continents. The Committee, at its August 5, 2015 meeting, approved to recommend to the Board replacement of the continents and forwarded a funding request to the Finance Committee for the replacement of the continents, at a cost not to exceed \$180,000.00, from the capital improvement fund.

Mr. Lukoff MOVED, seconded by Mrs. Damoci-

TO approve the replacement of the continents on the Trust asset identified as the Globe and authorize the President to sign the applicable contracts, in an amount not to exceed \$180,000.00, funding through the Capital improvement fund. The Chairperson of the Physical Properties Committee shall authorize all expenditures through the contingency allowance.

Six Board members spoke on the motion.

Mr. Hood called the question, seconded by Mrs. Wood and the motion was carried unanimously by the Board members present.

The main motion was carried unanimously by the Board members present.

The President called for a 10 minute recess at 2:45 p.m.

Approve Replacement of Concrete by Library

At the regular scheduled meeting of the Physical Properties Committee on August 5, 2015, the Committee reviewed a clear and present need to replace an estimated 6,525 square feet of concrete located between Clubhouse Three and the Library.

At the regular scheduled meeting of the Finance Committee on August 18, 2015, the Finance Committee concurred that this Trust Asset should be placed into the GRF Schedule of reserves and moved and approved to recommend to the Board to approve placing this Trust asset in the GRF Reserves, in an amount of \$50,000.00 (\$45,682.00 estimated, per quotation from MJ Jurado, dated July 9, 2015 and contingency allowance of \$4,318.00), in accordance with Policy 5520-31, Reserves, for replacement in 2016.

Mr. McGuigan MOVED, seconded by Mr. Moore –

TO move to approve, in accordance with Policy 5520-31, Reserves, the placement of the Trust asset noted as 6,526 square feet of concrete walkway/patio, located adjacent Clubhouse 3 and the Library, into the GRF Reserves, in an amount not to exceed \$50,000.00 (\$45,682.00 estimated, per MJ Jurado quotation, dated July 9, 2015, and contingency allowance of \$4,318.00), for immediate replacement due to age and condition and authorize the President to sign the contract with MJ Jurado, dated July 9, 2015, in the amount of \$45,682.00, in accordance with Policy 5520-31, Reserves, for replacement in 2015. Contingency funds in the amount of \$4,318.00 are allocated to the project and require the Physical Properties Committee chairperson's approval, funding through Reserves.

One Board member spoke on the motion.

The motion was carried unanimously by the Board members present.

Security, Bus and Traffic Committee

Conceptual Approval to Amend Policy 1925-37, Traffic Rules and Regulations-Enforcement

At the regular scheduled meeting of the Security, Bus and Traffic Committee, on August 12, 2015, the Committee reviewed concerns on enforcement of Policy 1925-37, Traffic Rules and Regulations – Enforcement. The Committee noted current enforcement procedures have not substantially modified conduct in the violation of posted traffic and parking regulations and that the Golden Rain Foundation has the duty to enforce its policies upon Trust Property; stronger actions, as allotted by the Civil Code, may be required, including monetary fines.

The Committee seeks the conceptual approval of the Board to include a monetary fine schedule applicable to the violation.

Mr. McGuigan MOVED, seconded by Mrs. Dodero-

TO direct the Security, Bus and Traffic Committee to research, review and draft a proposed amendment to Policy 1925-37, Traffic Rules and Regulations – Enforcement, to include a monetary fine schedule; upon Committee review and due action at a duly posted and agenda meeting allowing for Shareholder/Member comment, the Chairperson of the Security, Bus and Traffic Committee shall bring to the Board such revised policy for due review and consideration.

Ten Board members and the Executive Director spoke on the motion.

The motion was carried with one no vote (Reed).

Board approval to send the Bylaws review to the Executive Committee.

A discussion was held at the Executive Session of the GRF BOD meeting on August 25, 2015, regarding bringing the Bylaws of the Golden Rain Foundation up to date to comply with Civil Code §1401.

Mr. Hood MOVED, seconded by Ms. Snowden –

TO assign the review and possible re-writing of the Golden Rain Foundation corporate Bylaws to the Executive Committee.

Four Board members and the Executive Director spoke on the motion.

The motion was carried with one no vote (Bolton).

CONTROLLER'S REPORT

The Controller's report was delivered during the business of the Financial Committee.

EXECUTIVE DIRECTOR'S REPORT

The Executive Director's report was included as an attachment.

The Executive Director requested that the minutes reflect his official and public statement that great offense was taken by the comments directed at himself and staff, alluding to misuse of Foundation funds, made by a shareholder during the shareholder/members comments portion of the meeting. Further, the Executive Director invited any shareholder/member to review the receipts of the checkbook register and explained that the transition to use of a corporate debit card was for security purposes. Additionally, he thanked the Vice President and the Treasurer for their ongoing review and verification of Foundation expenditures.

The President endorsed the Executive Director's statements.

BOARD MEMBER COMMENTS

Fifteen Board members spoke on various topics pertaining to the operations of the community.

ADJOURNMENT

The meeting was adjourned at 3:52 p.m.



Joy Reed, Corporate Secretary
GRF Board of Directors
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