



**BOARD OF DIRECTORS MEETING MINUTES  
GOLDEN RAIN FOUNDATION  
September 25, 2018**

**CALL TO ORDER**

President Linda Stone called the regular monthly meeting of the Board of Directors (BOD) of the Golden Rain Foundation (GRF) to order at 7:01 p.m., on Tuesday, September 25, 2018, in Clubhouse Four.

**PLEDGE OF ALLEGIANCE**

Tom Moore, City Council, Seal Beach, led the Pledge of Allegiance.

**ROLL CALL**

Following the roll call, Corporate Secretary reported that Directors Perrotti, R. Stone, Snowden, Pratt, L. Stone, Gerber, Gould, Hopewell, Rapp, Fekjar, Doderio, Winkler, Heinrichs, Findlay, Lukoff, Friedman, McGuigan and Moore were present. The Executive Director and the Director of Finance were also present.

Eighteen Directors were present, with a quorum of the voting majority.

**PRESIDENTS COMMENTS**

Welcome! I want to thank you for coming this evening.

It's hard to believe that it is the end of September and now our thoughts are turning to the holidays...Halloween, Veterans Day, Thanksgiving and then Christmas (only 91 days away). It all goes so very fast.

This year has been a very busy year for the Board of Directors, with very visible results: The finishing of the globe, Veteran's Plaza, Mission Park and paving of St. Andrews, to name a few. Next year, 2019, will be a year of dotting the i's and crossing the t's to make sure that the projects that we began are fully completed before and as we begin new projects. To that end, I am requesting from the Board the postponement of the revitalization of Clubhouse Two, until the middle of 2019, to allow time for research into the best shareholder uses for the Clubhouse, taking into consideration the newly installed Mission Park.

At the May 26, 2015 GRF Board of Directors meeting, President Winkler accepted the recommendation of the Recreation Committee to establish an Ad hoc Committee to review clubhouse usage. The Ad hoc Committee was never dissolved and has been dormant since its

last meeting in May of 2016.

*a. Ad hoc committees are temporary committees established by the BOD to address a specific issue.*

*b. Ad hoc committees created for a specific purpose continue to exist until the duty assigned to them is accomplished. For example, a committee preparing recommendations for redecorating the lobbies would continue its work despite the election of a new board.*

*c. Once an assigned project has been completed, the committee automatically dissolves unless the board assigns additional projects to the committee.*

*d. Ad hoc committees have no power to make decisions.*

The general function and requirement of the established Ad hoc Committee was to review the use of amenities and space of the Trust buildings and property, write a procedure for assigning space, and make a recommendation to the Recreation Committee, and forward to the GRF Board of Directors.

Today, I would like to amend the general function to: *"to establish the **best** use of all amenities and facilities of Trust property for the mutual benefit of the majority of the shareholders"*. It is very important to know who is using the amenities, how many, how often and for what purpose.

The conclusions from the restored committee will help the Board to determine what amenities may need to be expanded, condensed, or suspended and what is the best use of each clubhouse and/or facility.

- The Committee will report to the Board of Directors at each monthly Board meeting, as requested.

- The Committee's function is solely advisory on its assigned topic.

At the end of the Committee's review, a final report will be given to the Board and the Committee will automatically dissolve. When the Board is given the final report, the Board will then determine what further steps are to be taken, if any.

The FAR meeting schedule will be announced before the Committee meets in October.

The Board concurred to defer, to the next GRF Board of Directors meeting, the restoration of the Facilities and Amenities Review Ad hoc Committee to an active status and to accept, as members, Leah Perrotti, Chair; Irma Heinrichs, Barry Lukoff, Perry Moore and Kathy Rapp.

## **ANNOUNCEMENTS**

The GRF Board of Directors met for Executive Session meetings on September 7, 2018, to discuss legal and contractual matters.

## **SERVICE ANNIVERSARIES**

The service anniversary awards were deferred to the October GRF Board of Directors' meeting.

**SEAL BEACH COUNCIL MEMBER'S REPORT**

Seal Beach Council Member Thomas Moore provided a recap of the Seal Beach Council meeting.

**SHAREHOLDER/MEMBER COMMENTS**

In accordance with Policy 5610, Participation by Foundation Members, members may enter into a comment period prior to the beginning of business. **NOTE:** Foundation members are permitted to make comments before the business of the Board begins. Requests must be registered in advance of the meeting. The Open Meeting Act allows boards of directors to establish reasonable time limits for the open forum and for speakers to address the board. ([Civ. Code §4925\(b\)](#).) Time limits, per speaker, are limited to:

- 4 minute limit per speaker, when there are no more than 15 speakers
- 3 minute limit per speaker, 16 - 25 speakers
- 2 minute limit per speaker, over 26 speakers

Five members offered comments.

**CONSENT CALENDAR – APPROVAL OF BOARD COMMITTEE MEETING MINUTES**

In accordance with Civil Code 4090, the Foundation will make available a summary of the meetings where a quorum of the Board was present. A quorum of the Board was present at the following Committee meetings:

- Minutes of the Recreation Committee Board Meeting of August 7, 2018
- Minutes of the Mutual Administration Committee Board Meeting of August 13, 2018
- Minutes of the ADRC Committee Board Meeting of August 22, 2018

**APPROVAL OF BOARD MEETING MINUTES**

The minutes of the August 28, 2018 and Special September 7, 2018 meetings were approved, as presented.

**REPORTS**

The Los Alamitos Medical Center Advisory Board did not meet this month and will be reorganized with Optum, the new health care provider. The meetings are scheduled to begin in January 2019.

The Strategic Planning Ad hoc Committee did not meet in August and is not expected to meet until January 2019.

The Chair of the Management Services Review Ad hoc Committee advised that no meeting took place as a quorum of the Committee was not achieved at the September meeting.



## **NEW BUSINESS**

### **General**

#### **Accept 2019 GRF Operating Budget**

At the regularly scheduled meeting of the Finance Committee on September 17, 2018, the Committee duly moved to recommend to the Golden Rain Foundation Board of Directors approval of the proposed 2019 operating budget (Exhibit A in the agenda packet).

Ms. Winkler MOVED, seconded by Ms. Hopewell—

**TO** approve the proposed 2019 Operating Budget, as presented  
in Exhibit A.

One Director spoke on the motion.

The motion was carried with one no vote (R. Stone).

#### **Trust Property Lease, LWTC, Amendment to Agreement**

Correspondence, dated August 24, 2018 (attached), was received from the Leisure World Trailer Club, requesting amendment to the approved lease agreement (attached).

The proposed text of the amendment to Section V, LIMITATION ON USE, a, (i) to read:

“Stall Number L25, storage of the Club’s ~~Office~~ general-use trailer ~~(events, cooking and camping supply trailer)~~ for Club’s operations and storage of event, cooking and camping supplies.” The First Amendment to the agreement was attached in the agenda packet.

Ms. Winkler MOVED, seconded by Mr. Moore—

**TO** approve the First Amendment to the Lease agreement between  
the Golden Rain Foundation and the Leisure World Trailer Club,  
authorizing storage of the Club’s office, Stall Number L25, for Club’s  
operations and storage of event, cooking and camping supplies and  
authorize the President to sign the agreement.

The motion failed with fifteen no votes (Fekjar, Findlay, Friedman, Gould, Heinrichs, Hopewell, Lukoff, McGuigan, Rapp, Perrotti, Pratt, Snowden, L. Stone, R. Stone, Winkler).

Mr. Lukoff MOVED, seconded by Ms. Winkler—

**TO** revise and approve the First Amendment as follows: The proposed text of the amendment to Section V, LIMITATION ON USE, a, (i) to read: Stall Number L25, storage of the Club's previous Office Trailer for the **sole** (emphasis added) purpose of storage of Club's event, cooking and camping supplies".

The motion was carried with eight no votes (Fekjar, Heinrichs, Gould, McGuigan, Perrotti, Pratt, L. Stone, R. Stone).

### **Executive Committee**

#### Amend Policy 5020-30, Organization of the Board

At its regular meeting on September 14, 2018, the Executive Committee moved to amend Policy 5020-30, Organization of the Board, to update the list of GRF Standing Committees.

Ms. Fekjar MOVED, seconded by Ms. Rapp and carried unanimously by the Board members-

**TO** amend Policy 5020-30, Organization of the Board, as presented.

#### Amend Policy 1001-30, Glossary of Terms

The Chair of the Executive requested to withdraw the item from the agenda.

Mr. Lukoff MOVED, seconded by Mr. Stone-

**TO** withdraw the agenda item for consideration from the agenda and refer to the Executive Committee, for further review.

One Director spoke on the motion.

The motion was carried unanimously.

### **Finance Committee**

#### Accept August Financial Statements

At the regularly scheduled meeting of the Finance Committee on September 17, 2018, the Committee duly moved to recommend to the Golden Rain Foundation Board of Directors acceptance of the August 2018 financial statements for audit.

Mr. Lukoff MOVED, seconded by Ms. Winkler and was carried unanimously by the Board members-

**TO** accept the August 2018 financial statements for audit.

Funds Transfer Request - Liquid Reserve Funds

At the regularly scheduled meeting of the Finance Committee on September 17, 2018, the members discussed the liquid funds held in various financial institutions and noted the balances in some of the financial institutions exceed the FDIC insurance limit and therefore are not in compliance with Policy 5520-31 – Reserves.

The Committee moved to recommend the GRF Board authorize the transfer of \$520,000 of reserve funds from First Foundation Bank to US Bank for the purposes of maximizing insured funds and to invest in higher yielding CDs with US Bancorp.

Ms. Rapp MOVED, seconded by Mr. Friedman and carried unanimously by the Board members–

**TO** approve a transfer of \$520,000, in Reserve funds, from the  
First Foundation Bank Business Maximizer account to the Money  
Market Reserve account at US Bank for the purposes of  
maximizing insured funds and to invest in higher yielding CDs with  
US Bancorp.

Investment Ladder – CD Purchase Request

At the regularly scheduled meeting of the Finance Committee on September 17, 2018, the members discussed terms and interest rates on CDs offered through US Bancorp. Additionally the Committee discussed the current investment ladder and reserve funds available for investing to fill in the gaps in the investment ladder.

Following this discussion, the Committee passed a motion to recommend the GRF Board authorize the purchase of five (5) CDs, at approximately \$245,000 each, with the terms of 10, 11, 12, 18 and 24 months, at rates in line with those indicated on the discussed Laddered Portfolio Sheet, ranging from 2.2% to 3%, for a total of approximately \$1,225,000 of Reserve funds.

Ms. Hopewell MOVED, seconded by Mr. Lukoff–

**TO** approve the purchase of five (5) CDs, at approximately \$245,000  
each, with the terms of 10, 11, 12, 18 and 24 months, at rates in line  
with those indicated on the discussed Laddered Portfolio Sheet,  
ranging from 2.2% to 3%, for a total of approximately \$1,225,000 of  
reserve funds.

Six Directors spoke on the motion.

The motion was carried unanimously by the Board members.

Investment Advisor

Mr. Lukoff MOVED, seconded by Ms. Fekjar-

**TO** authorize the Finance Committee to retain the services of an investment advisor for the purposes of managing the investment portfolio and use a portion of the revenue generated gained from the portfolio to cover the cost of the advisor's services.

Six Directors spoke on the motion.

The motion was carried with one no vote (R. Stone).

**Information Technology Committee**

Adopt Policy 5118-34, Information Technology Services Committee Charter

At its meeting on August 21, 2018, the IT Committee recommended the GRF Board of Directors adopt Policy 5118-34, IT Committee Charter, which sets forth the purpose, duties, and limitations of the committee.

Ms. Snowden MOVED, seconded by Mr. Friedman and carried unanimously by the Board members -

**TO** adopt Policy 5118-34, IT Committee Charter, as presented.

Rescind Policies 5046A-34, Records Disposition and 5046B-34 Records Management Request Form

At its regularly scheduled meeting on August 21, 2018, the IT Committee moved to recommend the GRF Board of Directors rescind Policies 5046A-34, Records Disposition and 5046B-34 Records Management Request Form, as they are forms.

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

**TO** rescind Policy 5046A-34, Records and 5046B-34, Records Management Request Form, as they are forms.

## **Mutual Administration Committee**

### Rescind Policy 1110-33, New Resident Information

At its regularly scheduled meeting on August 21, 2018, the Mutual Administration Committee moved to recommend the GRF Board of Directors rescind Policy 1110-33, New Resident Information. The Mutual Administration Committee will amend Policy 5165-33, Mutual Administration Committee Charter, to include documents to be reviewed annually, at the October Mutual Administration meeting.

Mr. Moore MOVED, seconded by Mr. Dodero-

**TO** rescind Policy 1110-33, New Resident Information.

Two Directors spoke on the motion.

The motion was carried unanimously by the Board members.

### Amend Policies 2115-44, Distribution Business Services and 2115A-44, Distribution Business Services Form

At its regular meeting on September 10, 2018, the Mutual Administration Committee moved to amend Policies 2115-44, Distribution Business Services and 2115A-44, Distribution Business Services Form, eliminating accounts for clubs; clubs must pay copy and supply fees at the time of pick up.

Ms. Gerber MOVED, seconded by Ms. Snowden and carried unanimously by the Board members-

**TO** amend Policy 2115-44. Distribution Business Services and 2115A-44, Distribution Business Services Form, as presented, eliminating accounts for clubs; clubs must pay copy and supply fees at the time of pickup.

## **Physical Property Committee**

### Capital Funding Request – Bus Stop Signage

At its regularly scheduled meeting on September 5, 2018, the Physical Property Committee duly moved and approved to recommend the GRF Board of Directors award a contract to MJ Jurado to install bus stop signage at ten (10) locations, for a cost not to exceed \$6,500, pending Finance Committee review.

At its regularly scheduled meeting on September 17, 2018, the Finance Committee reviewed available funding for this Capital project, and unanimously resolved funding is available.



Ms. Rapp MOVED, seconded by Mr. Gould-

**TO** award a contract to MJ Jurado, to install bus stop signage at ten (10) locations, for a total cost not to exceed \$6,500, Capital funding, and authorize the President to sign any applicable contracts.

Two Directors spoke on the motion.

The motion was carried unanimously.

Capital Funding Request – Roof Specifications, Administration and Amphitheater

At its regularly scheduled meeting on September 5, 2018, the Physical Property Committee duly moved and approved to recommend the GRF Board of Directors award a contract to AWS to provide consulting services for the roofs at the Administration and Amphitheater building, including site visit to determine roof conditions, roofing options and budget estimates for selected roofs and provide a project manual with all necessary bidding documents and specifications for all bidders, in an amount not to exceed \$4,000, pending Finance Committee review.

At its regular meeting on September 17, 2018, the Finance Committee reviewed available funding for this Capital project, and unanimously resolved funding is available.

Mrs. Perrotti MOVED, seconded by Mr. Moore-

**TO** award a contract to AWS to provide consulting services for the roofs at the Administration and Amphitheater building, including site visit to determine roof conditions, roofing options and budget estimates for selected roofs which should include solar mounting specifications and provide a project manual with all necessary bidding documents and specifications for all bidders, for a cost not to exceed \$4,000, Capital funding (if the bid exceeds \$4,000, the item will be referred back to the Physical Property Committee) and authorize the President to sign any applicable contracts.

Five Directors, the Executive Director and the Facilities Director spoke on the motion.

Mr. McGuigan MOVED, seconded by Mr. Dodero-

**TO** amend the motion to include solar mounting specifications and the provision that if the bid then exceeds \$4,000, the item be referred back to the Physical Property Committee for review.

Two Directors and the Executive Director spoke on the motion.

The motion was carried with six no votes (Friedman, Findlay, Gerber, Gould, Hopewell, R. Stone).

Reserve Funding Request – HVAC Replacement, Lapidary Room, Clubhouse Four

At its regularly scheduled meeting on September 5, 2018, the Physical Property Committee duly moved and approved to recommend the GRF Board award a contract to Greenwood Heating and Air to replace the heat pump in the Clubhouse Four Lapidary Room, asset ID #303, for a cost not to exceed \$4,810, funding from allocated Reserves, and authorize the President to sign any applicable contracts.

Quotes are as follows:

Alpine Heating and Air	\$5,900
Greenwood Heating and Air	\$4,810

At its regular meeting on September 17, 2018, the Finance Committee reviewed available funding for this Reserve project and unanimously resolved funding is available.

Note: Funding in the amount of \$25,000 has been allocated in the Reserve Study for all HVAC systems in 2018; as of this date, \$5,400 has been used in this calendar year.

Ms. Heinrichs MOVED, seconded by Ms. Fekjar and carried unanimously by the Board members-

**TO** award a contract to Greenwood Heating and Air, to replace the heat pump in the Clubhouse Four Lapidary Room, asset #303, for a cost not to exceed \$4,810, allocated Reserve funding, and authorize the President to sign any applicable contract.

**Security, Bus & Traffic Committee**

Non-budgeted Operating Funding Request – Automated Citation System

Mr. Gould MOVED, seconded by Mr. Pratt and carried unanimously by the Board members-

TO withdraw the agenda item for consideration from the agenda and refer to the Security, Bus & Traffic Committee, for further review.

**CONTROLLER'S REPORT**

The Finance Director provided a financial report earlier in the meeting.

**EXECUTIVE DIRECTOR'S REPORT**

The Executive Director provided a written report for the Board.

**BOARD MEMBER COMMENTS**

Eighteen Board members spoke on the meeting proceedings.

**ADJOURNMENT**

The meeting was adjourned was at 8:32 p.m.



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Suzanne Fekjar, Corporate Secretary  
GRF Board of Directors  
dfb