



**BOARD OF DIRECTORS MEETING MINUTES
GOLDEN RAIN FOUNDATION
March 23, 2021**

CALL TO ORDER

President Susan Hopewell called the regular monthly meeting of the Board of Directors (BOD) of the Golden Rain Foundation (GRF) to order at 10:00 a.m., on Tuesday, March 23, 2021, in Clubhouse Four and via live stream.

PLEDGE OF ALLEGIANCE

Larry Norlander, Security Services Manager, led the Pledge of Allegiance.

ROLL CALL

Following the roll call, the Corporate Secretary reported that Directors Perrotti, Collazo, Snowden, Gerber, Hopewell, Levine, Heinrichs, Friedman, and Massetti were present.

Directors Pratt, Thompson, Rapp, Dodero, Damoci, Melody, and Isom and participated virtually, by Zoom.com. The Executive Director and the Director of Finance were also present.

Directors Slutsky and Stone were absent.

Sixteen Directors participated, with a quorum of the voting majority.

Ms. Snowden MOVED, seconded by Mr. Friedman, and carried unanimously by the Directors present-

TO support the actions being taken into the investigation of the hate
crime of March 22, 2021.

ANNOUNCEMENTS

The GRF Board met in an Executive Session meeting on March 5, 2021.

SERVICE ANNIVERSARIES AND EMPLOYEES OF THE MONTH

To minimize the number of required attendees at today's meeting, we are postponing the service awards and staff commendations.

SEAL BEACH COUNCIL MEMBER'S REPORT

Seal Beach Council member Sandra Massa Lavitt provided an update on the proceedings of the Seal Beach City 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.) 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

No members offered comments at the meeting, and six members offered written comments, submitted prior to the meeting.

The Board Directors present concurred to support the request for special event approval and assistance in order to sponsor a Good Friday service for the community, in the Amphitheater, on Friday, April 2, 2021, meeting all COVID-19 safety guidelines.

CONSENT AGENDA

The consent agenda included Committee/Board meeting minutes for the month of February 2021: the minutes of the Recreation Committee Board meeting, dated February 1, 2021, the minutes of the Physical Property Committee Board meeting, dated February 3, 2021, the minutes of the Executive Committee Board meeting, dated February 12, 2021, the minutes of the February 23, 2021 Board meeting, the March GRF Board Report, dated March 23, 2021, and acceptance of the Financial Statements, February 2021, for Audit.

The Consent Agenda was adopted, as presented.

REPORTS

The reports of the Chairs of the AB 3182 Ad hoc Committee, the Bulk Cable Services Ad hoc Committee, the COVID-19 Ad hoc Committee, the Chair of the Strategic Planning Ad hoc Committee, and the Website Redesign Ad hoc Committee were presented.

Ms. Hopewell MOVED, seconded by Ms. Rapp, and unanimously carried by the Directors present –

TO accept the AB 3182 Ad hoc Committee's final report and formally recognize the dissolution of the Committee.

Ms. Hopewell MOVED, seconded by Ms. Levine, and unanimously carried by the Directors present –

TO accept the GR Bulk Cable Ad hoc Committee's final report and formally recognize the dissolution of the Committee.

President Hopewell announced the resignation of Paula Snowden as Chair of COVID-19; Vice Chair Irma Heinrichs will act as Chair.

NEW BUSINESS

General

Approve Sublease for United Medical Imaging (UMI)

On August 28, 2018, through due Board action, GRF entered into a lease agreement with Collaborative Care Services (Optum Care) for trust property commonly identified as the Health Care Center (HCC).

On February 23, 2021, the GRF Board approved the Assignment and Assumption of Lease for the HHC with Monarch Care (a division of Optum).

Monarch Care, in accordance with Section 12, Assignment and Sub-Leasing of the agreement:

12. ASSIGNMENT & SUB-LEASING. OPTUMCARE shall not voluntarily assign or encumber its interest in this Agreement or in the premises, or sublease all or part of the premises, or allow any other person or entity to use all or any part of the premises, without first obtaining GRF's written consent. Any assignment, encumbrance, or sublease without GRF's consent shall be voidable and, at GRF's election, shall constitute a default of this Agreement. No consent to any assignment, encumbrance or sublease shall constitute a further waiver of the provisions of this paragraph. Any dissolution, merger or consolidation of OPTUMCARE shall be deemed an involuntary assignment and shall constitute a default of OPTUMCARE. GRF shall have the right to terminate this Agreement, in which case the lease shall not be treated as an asset of OPTUMCARE. No interest of OPTUMCARE in this Agreement shall be assignable by operation of law. Notwithstanding anything in this section to the contrary, GRF hereby consents to OPTUMCARE executing subleases (and subsequent amendments thereto) with those third parties that are occupying portions of the Premises as of the date hereof.

is requesting review and consideration of the GRF Board to approve a sublease within the HHC with United Medical Imaging (UMI). UMI shall provide additional medical services in compliance

with Section 4 of the agreement.

Use of the HHC by UMI shall include valued medical services, to include, but not be limited to:

- Dexa Scans (Bone Density)
- Ultrasounds
- Plain View X rays

UMI will occupy suites, 807, 808, 809, 811/813, 814/815 and 108. UMI services will be under the direction of a two to three member staff.

At the GRF Board Executive Session on March 5, 2021, in accordance with provisions of Civil Code 4935, the Board reviewed the terms and conditions of the existing HHC agreements and the request for a sublease, for compliance to the agreements.

Ms. Isom MOVED, seconded by Mr. Friedman -

TO approve the sublease of space within the Health Care Center,
between Monarch Medical and United Medical Imaging.

One Director and the Executive Director spoke on the motion.

The motion was carried unanimously by the Directors present.

AB 3182 Ad hoc Committee

TENTATIVE VOTE: Amend 70-1400-1, Use of GRF (Trust) Facilities

At its regular meeting on January 27, 2021, the AB 3182 Ad hoc Committee duly moved and recommended to the GRF Board of Directors to amend 70-1400-1, Use of GRF (Trust) Facilities.

Mrs. Damoci MOVED, seconded by Ms. Rapp, and carried unanimously by the Directors present-

TO amend 70-1400-1, Use of GRF (Trust) Facilities, as presented,
pending a 28-day notification to the members, and a final decision by
the GRF Board of Directors on April 27, 2021.

COVID-19 Ad hoc Committee

Amend 70-1448-3F, FITNESS CENTER, PHASE ONE - REOPENING REQUEST

As of this date, Orange County has lifted the Covid-19 Purple Tier designation and advanced to the Red Tier. In consideration of this fact, as well as at least 50% of residents over 65 having been vaccinated, the COVID-19 Ad hoc Committee, at its March 17, 2021 meeting,

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recommended to the Board the conditional reopening of the Fitness Center as specified in this Emergency Operational Procedure.

Mr. Melody MOVED, seconded by Mr. Friedman–

TO approve the reopening of Trust Property known as the Fitness Center in Clubhouse Six under 70-1448-3F, Fitness Center, Phase One-Emergency Operational Procedures with a maximum capacity of 10% of the equipment area only.

Eleven Directors and the Executive Director spoke on the motion.

The motion was carried with four no votes (Snowden, Hopewell, Damoci, Isom).

Amend 70-1448-3H, Library, Phase One – Reopening Request

As of this date, Orange County has lifted the COVID-19 Purple Tier designation and advanced to the Red Tier. In consideration of this fact, as well as at least 50% of residents over 65 having been vaccinated, the COVID-19 Ad hoc Committee, at its March 17, 2021 meeting recommended to the Board the conditional reopening of the Library as specified in this Emergency Operational Procedure.

Ms. Gerber MOVED, seconded by Mr. Dodero, and carried unanimously by the Directors present–

TO approve the reopening of Trust Property known as LW Library under 70-1448-3H, Library, Phase One - Emergency Operational Procedures.

Amend 70-1448-3K, Clubhouse One and Two Woodshops – Reopening Request

As of this date, Orange County has lifted the Covid-19 Purple Tier designation and advanced to the Red Tier. In consideration of this fact, as well as at least 50% of residents over 65 having been vaccinated, the COVID-19 Ad hoc Committee, at its March 17, 2021 meeting, recommended to the Board the conditional reopening of the Clubhouse One and Clubhouse Two Woodshops as specified in this Emergency Operational Procedure.

Mr. Massetti MOVED, seconded by Ms. Heinrichs and carried unanimously by the Directors present–

TO approve the reopening of Trust Property known as Clubhouse One and Clubhouse Two Woodshops under 70-1448-3K, Phase One

Amend 70-1448-3M, Art Room, Phase One – Reopening Request

As of March 15, Orange County has lifted the Covid-19 Purple Tier designation and advanced to the Red Tier. In consideration of this fact, as well as at least 50% of residents over 65 having been vaccinated, the Covid 19 Ad Hoc Committee, at its March 17, 2021 meeting, recommended to the Board the conditional reopening of the Clubhouse Four Art Room specified in this Emergency Operational Procedure.

Ms. Heinrichs MOVED, seconded by Ms. Levine-

TO approve the reopening of Trust Property known as Clubhouse
Four, Art Room, under 70-1448-3M, Phase One - Emergency
Operational Procedure.

Three Directors and the Executive Director spoke on the motion.

The motion was carried unanimously by the Directors present.

Amend 70-1448-3N, Ceramics Room, Phase One – Reopening Request

As of this date, Orange County has lifted the Covid-19 Purple Tier designation and advanced to the Red Tier. In consideration of this fact, as well as at least 50% of residents over 65 having been vaccinated, the COVID-19 Ad hoc Committee, at its March 17, 2021 meeting, recommended to the Board the conditional reopening of the Clubhouse Four, Ceramics Room as specified in this Emergency Operational Procedure.

Ms. Snowden MOVED, seconded by Mr. Massetti -

TO approve the reopening of Trust Property known as Clubhouse
Four, Ceramics Room, under 70-1448-3N, Phase One - Emergency
Operational.

Four Directors spoke on the motion.

The motion was carried unanimously by the Directors present.

Amend 70-1448-3O, Lapidary Room, Phase One – Reopening Request

As of this date, Orange County has lifted the Covid-19 Purple Tier designation and advanced to the Red Tier. In consideration of this fact, as well as at least 50% of residents over 65 having been vaccinated, the COVID-19 Ad hoc Committee, at its March 17, 2021 meeting, recommended to the Board the conditional reopening of the Clubhouse Four, Lapidary Room, as specified in this Emergency Operational Procedure.

Ms. Gerber MOVED, seconded by Mr. Dodero-

TO approve the reopening of Trust Property known as Clubhouse Four, Lapidary Room, under 70-1448-3O, Phase One – Emergency Operational Procedure.

Two Directors and the Executive Director spoke on the motion.

The motion was carried unanimously by the Directors present.

Amend 70-1448-3P, Veterans' Plaza, Phase Two – Expanded Use Request

As of this date, Orange County has lifted the Covid-19 Purple Tier designation and advanced to the Red Tier. In consideration of this fact, as well as at least 50% of residents over 65 having been vaccinated, the COVID-19 Ad hoc Committee, at its March 17, 2021 meeting, recommended to the Board the conditional expanded use of Veterans' Plaza, currently operating under Phase One, as specified in the Emergency Operational Procedures. Under Phase Two, use of this trust property would extend to vocal groups and religious organizations.

Mr. Massetti MOVED, seconded by Mr. Melody-

TO approve the expanded use of Trust Property known as Veterans' Plaza, (currently open in Phase One), under 70-1448-3P, Phase Two –Emergency Operational Procedure.

Two Directors spoke on the motion.

The motion was carried unanimously by the Directors present.

Amend 70-1448-3R, Mission Park, Phase Two – Expanded Use Request

As of March 15, Orange County has lifted the Covid-19 Purple Tier designation and advanced to the Red Tier. In consideration of this fact, as well as at least 50% of residents over 65 having been vaccinated, the COVID 19 Ad Hoc Committee, at its March 17, 2021 meeting, recommended to the Board the conditional expanded use of Mission Park Multi Use Courts, Bocce Court, and the Dr. Tom Amberry Basketball area, currently operating under Phase One, as specified in the Emergency Operational Procedures.

Ms. Heinrichs MOVED, seconded by Mr. Friedman-

TO approve the expanded use of Trust Property known as Mission Park, (currently open in Phase One), under 70-1448-3R, Phase Two

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– Emergency Operational Procedure.

Six Directors and the Executive Director spoke on the motion.

The motion was carried unanimously by the Directors present.

Executive Committee

Amend 30-5020-1, Organization of the Board

At its meeting on March 12, 2021 the Executive Committee moved to recommend the GRF Board amend 30-5020-1, Organization of the Board.

Ms. Gerber MOVED, seconded by Ms. Rapp-

TO amend 30-5020-1, Organization of the Board, establishing that
GRF Board Officers may not concurrently serve on their Mutual
Board, as presented.

Three Directors and the Executive Director spoke on the motion.

The motion was carried unanimously by the Directors present.

Amend 30-5001-5, Glossary of Terms

At its meeting on March 12, 2021 the Executive Committee moved to recommend the GRF Board amend 30-1001-5, Glossary of Terms.

Ms. Rapp MOVED, seconded by Ms. Snowden, and carried unanimously by the Directors present-

TO amend 30-1001-5, Glossary of Terms, updating the document,
as presented.

Finance Committee

Accept the Final Draft 2020 Audited Financial Statements and Excess Income Distribution

At the regular scheduled meeting of the Finance Committee held on March 15, 2021, the members reviewed the 2020 draft audited financial statements of the Golden Rain Foundation and the excess income, reported herein (Exhibit B). The Committee moved to recommend to the Board acceptance of the final draft audited 2020 Golden Rain Foundation Financial Statements, as of December 31, 2020, for the year then ended, and the proposed Independent Auditors' Report, as submitted by CliftonLarsonAllen LLP, hereby accepting the above-mentioned Financial Statements and reports therein (Exhibit A), reflecting excess income of \$602,940 and, pursuant to Policy 40-5528-1 – Refund of Excess Income, to distribute to the Mutual Corporations the amount of the total excess income,

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less cash donations of \$78,806 received from Golden Age Foundation specifically for trust projects, totaling \$524,134.

Mrs. Damoci MOVED, seconded by Mr. Friedman-

TO accept the final draft audited 2020 Golden Rain Foundation Financial Statements, as of December 31, 2020, for the year then ended, and the proposed Independent Auditors' Report, as submitted by CliftonLarsonAllen LLP, hereby accepting the above-mentioned Financial Statements and reports therein (Exhibit A in the agenda packet), reflecting excess income of \$602,940, less cash donations of \$78,806 received from Golden Age Foundation specifically for trust projects, for a total of \$524,134, and to authorize the President to sign the management representation letter (Exhibit B in the agenda packet).

Four Directors and the Executive Director spoke on the motion.

The motion was carried unanimously by the Directors present.

Mrs. Damoci MOVED, seconded by Ms. Gerber-

TO approve the distribution of excess income, per the audited and approved 2020 Financial Statements to the Mutual Corporations, per the schedule of disbursement, Exhibit C (in the agenda packet).

One Director and the Executive Director spoke on the motion.

The motion was carried with one recusal (Melody).

Approve Reverse Funds for Investing in Indexed CDS

At the regularly scheduled meeting of the Finance Committee on March 15, 2020, the Committee discussed the investment option of purchasing indexed CDs from reserve funds. Indexed CDs fall within the investing guidelines of Policy 40-5520-1, section 6.

The Committee passed a motion to recommend to the GRF Board of Directors, in accordance with Policy 40-5520-1 – Reserves, setting aside no more than \$200,000 in reserve funds to be invested in indexed CDs.

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Mr. Friedman MOVED, seconded by Mr. Massetti, and carried unanimously by the Directors present-

TO move that the GRF Board of Directors, in accordance with Policy 40-5520-1, Reserves, approve setting aside no more than \$200,000 in reserve funds to be invested in indexed CDs.

TENATIVE VOTE: Amend 40-5061-2, Fees

At its work study meeting on March 15, 2021, the Finance Committee duly moved and recommended to the GRF Board of Directors to amend 40-5061-2, Fees.

Mr. Pratt MOVED, seconded by Mr. Dodero-

TO amend 40-5061-2, Fees, updating the document language, as presented, pending a 28-day notification to the members, and a final decision by the GRF Board of Directors on April 27, 2021.

Nine Directors spoke on the motion.

The motion failed to carry and was referred to the Finance Committee for review.

Amend 40-5522-3, Safe Deposit Box

At its work study meeting on March 15, 2021, the Finance Committee duly moved and recommended to the GRF Board of Directors to amend 40-5522-3, Safe Deposit Box.

Mr. Melody MOVED, seconded by Mr. Friedman-

TO amend 40-5522-3, Safe Deposit Box, updating individuals who are authorized to access GRF's safe deposit box, as presented.

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

Amend 40-5528-1, Refund of Excess Income

At its work study meeting on March 15, 2021, the Finance Committee duly moved and recommended to the GRF Board of Directors to amend 40-5528-1, Refund of Excess Income.

Ms. Isom MOVED, seconded by Ms. Snowden-

TO amend 40-5528-1, Refund of Excess Income, updating the elimination of excess fiscal year, operations budget income

procedure, less monetary donations transferred to the capital fund,
as presented.

Two Directors spoke on the motion.

The motion was carried unanimously by the Directors present.

Physical Property Committee

Approve Reserve Funding Request – Spandrel Replacement on El Dorado

At its March 3, 2021 meeting, the Physical Property Committee moved to recommend the GRF Board award a contract to MJ Jurado (contractor of record), for the replacement of the concrete spandrel and portions of the curb and gutter, on El Dorado, by Building 198, due to the lack of drainage and pooling water, for a total cost not to exceed \$9,512 (see attached proposal), after review by the Finance Committee.

Trust property in need of repair is as follows:

Portion of spandrel replacement	\$ 1,452
Curb and gutter replacement	\$ 7,560
Asphalt patch	\$500
 Total trust property cost	 \$9,512

At its regular scheduled meeting on March 15, the Finance Committee confirmed that \$9,512 Reserve funding is available for the project, placing a hold on the funds.

Ms. Rapp MOVED, seconded by Mr. Friedman-

TO award a contract to MJ Jurado, for the replacement of the
concrete spandrel and portions of the curb and gutter on El Dorado,
by Building 198, for a total cost not to exceed \$9,512, Reserve
funding, and authorize the President sign the contract.

Three Directors spoke on the motion.

The motion was carried unanimously by the Directors present.

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Recreation Committee

TENTATIVE VOTE: RV Lot Space Lease Fee Increase

At its regularly scheduled meeting on March 01, 2021, the Recreation Committee duly moved and approved to recommend to the Finance Committee a 20% increase to the yearly fee for a space lease at the GRF 5.5 Acre RV lot.

The Finance Committee, at its meeting on March 15, 2021, reviewed the proposed fee increase for compliance to provisions of Civil Code 5600 (Boards may not impose assessments or fees that exceed the amount necessary to defray the costs for which it is levied) and approved a 20% increase in the annual lease rate, to be effective June 1, 2012, for a stall in the RV Lot and send to the Board for final approval.

Operational expenses are calculated at.

2021 Budget Expense	\$20,656
RV Lot Attendant	\$26,208
RC Admin	\$5,094 at \$18 per stall
FC Admin	\$3,396 at \$12 per stall
Sub Total	\$55,354
Budgeted Income	\$46,000
Sub Total	-\$9,354
20% Stall increase	\$9,200
Break Even	-\$154
Number of Stalls	283

The current annual rates are:

10 foot to 20-foot space, \$170
21 foot to 30-foot space, \$200
31-foot to 40-foot space, \$290

The new recommended annual rate is:

10 foot to 20-foot space, \$204 (\$34 increase)
21 foot to 30-foot space, \$240 (\$40 increase)
31-foot to 40-foot space, \$348 (\$58 increase)

Mrs. Perrotti MOVED, seconded Ms. Gerber-

TO approve the 20% increase in the annual lease fee for spaces at
the 5.5 Acre RV Lot, as presented, pending a 28-day notification to

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the members, and a final decision by the GRF Board of Directors on

April 27, 2021.

Three Directors spoke on the motion.

The motion was carried with one recusal (Melody).

BOARD MEMBER COMMENTS

Eight Directors offered comments.

ADJOURNMENT

The meeting was adjourned was at 12:50 P.M.



Marsha Gerber, Corporate Secretary
Golden Rain Foundation
dfb 03.23.21