



**BOARD OF DIRECTORS MEETING MINUTES
GOLDEN RAIN FOUNDATION
September 27, 2022**

CALL TO ORDER

President Marsha Gerber called the regular monthly meeting of the Board of Directors of the Golden Rain Foundation (GRF) to order at 10:00 a.m., on Tuesday, September 27, 2022, in Clubhouse Four and via live stream.

PLEDGE OF ALLEGIANCE

Director Tony Dodero led the Pledge of Allegiance.

ROLL CALL

Following the roll call, Executive Coordinator Tia Makakaufaki reported that Directors Gambol, Jacquelin, Nugent, Gerber, Hopewell, W. Thompson, C. Thompson, Dodero, Damoci, Isom and Massetti were present.

Directors Jablonski and Melody were present via Zoom.

Executive Director Jessica Sedgwick, Directors of Finance Carolyn Miller and Mallorie Hall, Human Resource Director LeAnn Dillman, Facilities Director Mark Weaver, IT Director Marcelo Mario, Recreation Manager Kathy Thayer, and Executive Coordinator Tia Makakaufaki were also present.

Directors Perrotti, Ableser, Levine, and Friedman were not present.

Director Geffner joined the meeting at 10:12 a.m.

Fourteen Directors participated, representing a quorum of the voting majority.

SERVICE ANNIVERSARIES AND EMPLOYEES OF THE MONTH

Service awards was presented by Human Resources Director LeAnn Dillman and Recreation Manager Kathy Thayer.

Employee of the Month award was presented to accounting staff member Kim Ngo by Human Resource Director LeAnn Dillman and Director of Finance Carolyn Miller.

SEAL BEACH COUNCIL MEMBER'S REPORT

Seal Beach Council member Sandra Massa-Lavitt updated proceedings of the Seal Beach City Council.

SHAREHOLDER/MEMBER COMMENTS

In accordance with Policy 5610, Participation by Foundation Members, members may comment prior to the beginning of business. 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:

- 3-minute limit per speaker, when there are more than 15 speakers.

Four members commented at the meeting, and six members submitted written comments prior to the meeting.

CONSENT AGENDA

The consent agenda included the following: minutes of the Special GRF Board of Directors Minutes to the Election for Mutual Eleven GRF Representative, August 29, 2022 - Ratification of Committee Minutes, August 29, 2022 - GRF Board of Directors Minutes, August 23, 2022 - Approve Capital Funds Investment Purchase - Approve Reserve Funds Investment Purchase - Acceptance of the Interim Financial Statements, August 2022, for Audit - Replacement of Clubhouse Four Heat Pump, Unit B-1

The Consent Agenda was approved as presented

AD HOC REPORTS

Establishment of 1.8 Acre Ad Hoc Committee

There is a clear and present need to establish 1.8 Acre Ad hoc Committee. The Committee will report to the Golden Rain Foundation (GRF) Board of Directors (BOD).

Ad hoc Committees:

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

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 received the final report, the Board will determine what further steps are to be taken, if any.

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

TO approve and thereby establish the 1.8 Acre Ad hoc Committee and grant the Ad hoc committee limited authority to review proposals and establish estimated costs for utilizing what is known as the 1.8 Acres for the mutual benefit of a majority of GRF Members and report its findings to the GRF Board of Directors for its final determination.

Three Directors spoke on the motion.

Motion 2:

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

TO approve appointing the following Directors and non-voting Member Specialists to the 1.8 Acre Ad hoc Committee: Chairperson - Carole Damoci, Committee member from Physical Property Committee; Susan Hopewell, Member of the Recreation Committee; Susan Jacquelin, Member of the Finance Committee; Camille Thompson, Member of the Architectural Review Design Committee; and Sandy Geffner, Member of the Mutual Administration Committee Lynn Baidack, Jeri Dolch, and Allen Dale, were named to the committee as non-voting Member Specialists.

No Directors spoke on the motion.

Chair Damoci updated the Board with a report of the Governing Documents Ad hoc Committee.

Chair Isom updated the Board with a report of the Website Redesign Ad hoc Committee.

NEW BUSINESS

ARCHITECTURAL REVIEW DESIGN COMMITTEE

Amend 10-5160-3, Committee Charter

At its September 9, 2022, meeting, the Architectural Review Design Committee moved to recommend the GRF Board of Directors amend 10-5160-3, Committee Charter.

Ms. Thompson MOVED, seconded by Ms. Isom, and carried unanimously by the Directors present –

TO amend 10-5160-3, Committee Charter updating the Goals. The two new goals are to select or approve landscape, architectural, exterior, and interior design features that will protect, preserve, improve, and enhance our assets and to keep ADA requirements in mind when making choices, as presented.

One Director spoke on the motion.

GRF ADMINISTRATION COMMITTEE

TENTATIVE VOTE: Amend Policy 30-5093-3, Authorized Resident (AR) Rules of Conduct, Procedure for Notification of Violation and Right to Hearing

At its September 22, 2022, meeting, the GRF Administration Committee moved to recommend the GRF Board of Directors amend 30-5093-3, Authorized Resident (AR) Rules of Conduct, Procedure for Notification of Violation and Right to Hearing.

Mr. Thompson MOVED, seconded by Mrs. Damoci, and carried unanimously by the Directors present –

TO amend 30-5093-3, Authorized Resident (AR) Rules of Conduct, Procedure for Notification of Violation and Right to Hearing, updating language throughout the document as presented, pending a 28-day

notification to the members, and a final decision by the GRF Board of Directors on November 22, 2022.

The Executive Director commented on the motion.

TENTATIVE VOTE: Amend 30-5025-3, GRF Election Procedure

At its September 22, 2022, meeting, the GRF Administration Committee moved to recommend the GRF Board of Directors amend 30-5025-3, GRF Election Procedure.

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

TO amend 30-5025-3, GRF Election Procedure, updating the Ballot Retention and adding Acclamation rules as presented, pending a 28-day notification to the members, and a final decision by the GRF Board of Directors on November 22, 2022.

No Director spoke on the motion.

Amend 30-1001-5, Glossary of Terms

At its August 25, 2022, meeting, the GRF Administration Committee moved to recommend the GRF Board of Directors amend, glossary terms, “caregiver”, “co-occupant”, “non-resident co-owner”, and “qualified permanent resident, and add new term, “permitted health care resident”, as presented.

Mr. Geffner MOVED, seconded by Ms. Jacquelin –

TO amend 30-1001-5, Glossary Terms: “Caregiver”, “Co-Occupant”, “Non-Resident Co-Owner”, “Qualified Permanent Resident” and add new term, “Permitted Health Care Resident”, as presented.

Eight Directors spoke on the motion.

The motion passed with one no vote (Director Melody).

FINANCE COMMITTEE

Approve SRO Labor Rate

At its August 15, 2022, meeting, the Finance Committee moved to recommend the GRF Board of Directors approve the increase of the SRO Labor Rate.

Ms. Isom MOVED, seconded by Mrs. Nugent, and carried unanimously by the Directors present –

TO increase the SRO labor rate from \$47.20 to \$50.00 for straight time and from \$70.80 to \$75.00 for overtime, effective January 1, 2023.

Three Directors and the Director of Finance spoke on the motion.

Amend 40-5340-1, Capital Improvement Fund

At its September 19, 2022, meeting, the Finance Committee moved to recommend the GRF Board of Directors amend 40-5340-1, Capital Improvement Fund.

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

TO amend 40-5340-1, Capital Improvement Fund, updating the document language, as presented.

No one spoke on the motion.

Amend 40-5115-3, Finance Committee Charter

At its September 19, 2022, meeting, the Finance Committee moved to recommend the GRF Board of Directors amend 40-5115-3, Finance Committee Charter.

Mr. Melody MOVED, seconded by Mrs. Damoci –

TO amend 40-5115-3, Finance Committee Charter, updating the document language, as presented.

Eight Directors spoke on the motion.

This motion passed with one no vote (Director Geffner).

TENTATIVE VOTE: Amend 40-5061-2, Fees

At its September 19, 2022, meeting, the Finance Committee moved to recommend the GRF Board of Directors tentatively amend 40-5061-2, Fees.

Ms. Jacquelin MOVED, seconded by Mrs. Damoci, and carried unanimously by the Directors present –

TO amend 40-5061-2, Fees, updating and clarifying document language, effective January 1, 2023, as presented, pending a 28-day notification to the members, and a final decision by the GRF Board of Directors on November 22, 2022.

Five Directors spoke on the motion.

INFORMATION TECHNOLOGY SERVICE COMMITTEE

Reserve Funding Request – Computer Replacement Project

All the desktops and laptops at GRF are over 5 years old, out of warranty, and procured from questionable sources such as third-party refurbishment resellers. These machines have performance issues due to hardware failures, constraints, and inability to support future versions of Windows 10 and Windows 11.

The IT department recommends replacing 125 desktops and laptops. In addition to the desktops and laptops, many monitor setups are having issues as well. Cost to replace laptops and desktops is \$178,000 and replacing 125 dual monitor setups with single ultrawide monitors will cost \$56,000. These Desktops and Laptops include 3-year next-business-day hardware replacement warranties.

At its September 6, 2022, meeting, the Information Technology Services Committee moved to recommend the GRF Board of Directors approve the Computer Replacement at a cost not to exceed \$235,000, Reserve Funding.

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

TO award a contract to Insight to replace 125 laptop and desktops and 125 dual monitor setups with single ultrawide monitors at a cost not to exceed \$235,000 Reserve Funding and to authorize the President to sign the contract.

Two Directors, Executive Director and the IT Director spoke on the motion.

Reserve Funding Request – Clubhouse Four Dais Audio Visual Equipment Replacement Project

The Clubhouse Four dais equipment needs to be replaced. The dais stations are not functioning and in fact, the system caught fire due to faulty wiring and aging equipment.

The proposal for the dais upgrade includes replacing all the dais stations, as well as all the underlying audio/video equipment such as audio mixers and controllers, microphones, cameras, and voting system.

The IT Department recommends approving the proposal from TM AV Consulting, totaling \$167,324.02.

At its September 6, 2022, meeting, the Information Technology Services Committee, moved to recommend the GRF Board of Directors award the contract to TM AV Consulting & Integration Inc. at a cost not to exceed \$170,000, Reserve Funding.

Director Isom noted the ITS Committee's request to remove CoCon Nameplate Web-based management software configuration lowering the cost to not to exceed \$145, 000.

Ms. Nugent MOVED, seconded by Ms. Gambol, and carried unanimously by the Directors present –

TO award a contract to TM AV Consulting & Integration Inc. to replace Clubhouse Four dais stations, as well as all the underlying audio/video equipment such as audio mixers and controllers, microphones, cameras, and voting system at a cost not to exceed \$145,000 Reserve Funding and authorize the President to sign the contract.

Four Directors spoke on the motion.

IT Office Modifications

The Facilities Director was requested to seek proposals for the following modifications for the IT Office.

Option 1:

Workstation – Talmar \$6,461
Flooring – Kary Carpet \$4,200
Paint Estimate -\$1,800

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

TO approve option one modifications as described above, at a cost not to exceed \$12,461 Reserve Funding and authorize the President to sign the contract.

Three Directors and the Executive Director spoke on the motion.

Reserve Funding Request – Phone System Replacement Project

The current Golden Rain Foundation phone system is a cloud hosted by Super Wire at the cost of \$5,130/month. The phone system is from 2007, and has numerous functional issues, costs \$60,000 annually to operate, and pending the bulk cable agreement, may be unavailable in the future.

The IT department recommends an on-premises phone system replacement, which will have an initial cost of \$97,000. Annual costs for phone service will be about \$18,000 a year thereafter, which will result in an annual savings of over \$40,000.

At its September 6, 2022, meeting, the Information Technology Services Committee, moved to recommend the GRF Board of Directors approve the phone system replacement at a cost not to exceed \$100,000, Reserve Funding.

Ms. Gambol MOVED, seconded by Mrs. Nugent, and carried unanimously by the Directors present –

TO award a contract to Peterson Communication Group to replace the current phone system at a cost not to exceed \$100,000, Capital Funding and authorize the President to sign the contract.

Four Directors, the Executive Director and the IT Director spoke on the motion.

TENTATIVE VOTE: Adopt 20-5560-1, Surveillance Camera Policy

After a brief discussion, policy 20-5560-1, Surveillance Camera Policy was returned to the Information Technology Services Committee for further review.

MUTUAL ADMINISTRATION COMMITTEE

TENTATIVE VOTE: Amend 50-1646-2, Stock Transfer Office Schedule of Fees

At its September 12, 2022, meeting, the Mutual Administration Committee moved to recommend the GRF Board of Directors tentatively amend 50-1646-2, Stock Transfer Office Schedule of Fees.

Mr. Geffner MOVED, seconded by Mr. Melody, and carried unanimously by the Directors present –

TO amend 50-1646-2, Stock Transfer Office Schedule of Fees, updating fees throughout, effective January 1, 2023, as presented, pending a 28-day notification to the members, and a final decision by the GRF Board of Directors on November 22, 2022.

Three Directors spoke on the motion.

PHYSICAL PROPERTY COMMITTEE

Capital Funding Request: Installation Speed Cushions in Five Locations

The GRF Board at its January 2022 meeting approved an analysis for speed cushions at five locations in the community. Recommendations by Urban Crossroads would include providing the design for each of the desired locations to Orange County Fire Authority (OCFA) for approval. (Location and design are attached). The Physical Property Department sent out a Request for Proposal (RFP) to six contractors and received two sealed bids.

Bids are as follows:

JB Bostick \$13,500

MJ Jurado \$21,785

At its September 7, 2022, meeting, the Physical Property Committee meeting reviewed the scope of work, cost and the bidding contractors for this project, and the Committee unanimously recommended the Board award a contract to JB Bostick for this task.

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

TO award a contract to JB Bostick for the installation of speed cushions in five locations inside the community (El Dorado, Golden Rain, St. Andrews, Del Monte, and Thunderbird) and to obtain approval from OCFA for a total cost not to exceed \$13,500, Capital Funding and authorize the President sign the contract.

Two Directors and the Facilities Director spoke on the motion.

The President called for a 15 – minute break at 12:20 p.m.

Meeting was called back to order at 12:35 p.m.

Capital Funding Request – North Gate Road to Northwood Road Traffic Calming Measures

Without a recommendation from the Recreation Committee, the GRF Board approved a Traffic Circulation Review of North Gate Road to Northwood Road at the January 2022 meeting. Recommendations by Urban Crossroads would include the addition of pavement markings, signage, and tree wells irrigated to help calm traffic in this area. The Physical Property Department sent out a Request for Proposal (RFP) to six contractors and received two sealed bids (specifications are attached, dated July 27, 2022).

Bids are as follows:

MJ Jurado \$9,870

JB Bostick \$23,500

At its September 7, 2022, meeting, the Physical Property Committee reviewed the scope of work, cost and the bidding contractors for this project, and the Committee unanimously recommended the Board award a contract to MJ Jurado for this task.

Mr. Doderio MOVED, seconded by Ms. Thompson, and carried unanimously by the Directors present –

TO award a contract to MJ Jurado to make improvements at North Gate Road to Northwood Road as detailed in specifications dated July 27, 2022, including the addition of pavement markings, signage, and trees to help calm traffic in this area for a total cost not to exceed \$9,870 Capital Funding and authorize the President sign the contract.

Five Directors and the Facilities Director spoke on the motion.

Capital Funding Request: Golf Course- Add Sidewalk Behind First Tee

The Physical Property Committee obtained the cost for adding a sidewalk behind the first tee at the Golf Course connections to the sidewalk adjacent to Mutual Fourteen. The Physical Property Committee duly moved and approved to recommend the Board award a contract to MJ Jurado for this task at a cost not to exceed \$9,360 Capital Funding.

Mr. Melody MOVED, seconded by Ms. Gambol present –

TO award a contract to MJ Jurado to add a sidewalk behind the first tee at the Golf Course connecting to the sidewalk adjacent to Mutual Fourteen at a cost not to exceed \$9,360 Capital Funding

and authorize the President sign the contract.

Eight Directors, the Recreation Director, the Facilities Director, and the Executive Director spoke on the motion.

The motion failed with ten no votes (Directors Jacquelin, Gerber, W. Thompson, Hopewell, C. Thompson, Dodero, Jablonski, Damoci, Melody and Isom).

CAPITAL FUNDING REQUEST: West End Bocce Ball Court at Clubhouse Two

At its August 31, 2022, meeting, Recreation Committee consented to forward a request to the Physical Property Committee for costing information to add an additional railing and concrete pad to the west end of the Bocce Ball Court at Clubhouse Two to mirror the east end. The Physical Property Committee reviewed this request and duly moved to recommend the Board install a concrete pad and railing at the west end of the Bocce Ball Court at a cost not to exceed \$5,000 Capital Funding.

Ms. C. Thompson MOVED, seconded by Ms. Jacquelin, and carried unanimously by the Directors present –

TO install a concrete pad and railing at the west end of the Bocce
Ball Court at Clubhouse Two to mirror the east end at a cost not to
exceed \$5,000 Capital funding and authorize the President to sign
the contract.

Four Directors spoke on the motion.

The motion passed with two no votes (Director W. Thompson and Dodero).

Approve Increase Permit Fee for Modification of Residence

At its September 7, 2022, meeting, the Physical Property Committee reviewed the current fee charged to members when making modifications to their residence. The current fee is \$25.00 or 1% of the total cost of modification (whichever is greater). This fee was established in August 2004. After discussion it was duly moved to recommend the Board approve an increase of the current fee from 1% to 1.25%, effective January 1, 2023.

Mrs. Nugent MOVED, seconded by Mr. Massetti present –

TO increase the current permit fee charged to members when
making modifications to their residence from 1% to 1.25% effective
January 1, 2023.

Four Directors and Facilities Director spoke on the motion.

The motion passed with five no votes (Director Gambol, Jacquelin, Geffner, Gerber, and Dodero).

TENTATIVE VOTE: Adopt 60-5000-1, Use of Community Facilities, Dumpsters at 1.8 Acres -Rules

At its September 7, 2022, meeting, the Physical Property Committee moved and recommended the GRF Board of Directors tentatively adopt 60-5000-1, Use of Community Facilities, Dumpsters at 1.8 Acres-Rules.

Mr. Geffner MOVED, seconded by Mr. Melody –

TO adopt policy 60-5000-1, Use of Community Facilities, Dumpsters at 1.8 Acres – Rules, as presented, pending a 28-day notification to the members, and a final decision by the GRF Board of Directors on November 22, 2022.

Eleven Directors and the Recreation Manager spoke on the motion.

The motion passed with two no votes (Directors Nugent and Dodero).

RECREATION COMMITTEE

Amend 70-1401-3, Outside Bus Service

At its August 31, 2022, meeting, the Recreation Committee moved to recommend the GRF Board of Directors amend 70-1401-3, Outside Bus Services, to include new rules concerning Tour Buses contracted by GRF Clubs and Organizations.

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

TO amend 70-1401-3, Outside Bus Services, to include new rules concerning Tour Buses contracted by GRF Clubs and Organizations, as presented.

No Directors spoke on the motion.

BOARD MEMBER COMMENTS

Two Directors offered a comment.

ADJOURNMENT

The meeting was adjourned at 12:26 P.M.

A handwritten signature in cursive script, appearing to read "Carol Levine", is written over a horizontal line.

Carol Levine, Corporate Secretary
Golden Rain Foundation
TM 09-27-22