



**BOARD OF DIRECTORS MEETING MINUTES  
GOLDEN RAIN FOUNDATION  
October 25, 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 10:02 a.m., on Tuesday, October 25, 2022, in Clubhouse Four and via live stream.

**PLEDGE OF ALLEGIANCE**

Director Sandra Massa-Lavitt led the Pledge of Allegiance.

**ROLL CALL**

Following the roll call, Corporate Secretary Carol Levine reported that Directors Perrotti, Gambol, Jacquelin, Nugent, Geffner, Gerber, W. Thompson, Hopewell, Ableser, C. Thompson, Doderio, Levine, Jablonski, Damoci, Melody, Friedman and Massetti were present.

Director Isom was present via Zoom.

Executive Director Jessica Sedgwick, Director of Finance Mallorie Hall, Facilities Director Mark Weaver, IT Director Marcelo Mario, Recreation Director Jesse Cripps, and Executive Coordinator Tia Makakaufaki were also present.

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

**SERVICE ANNIVERSARIES AND EMPLOYEES OF THE MONTH**

Service awards was presented by Kathy Thayer and Grant Winford.

Employee of the Month award was presented to Library Assistant Heather Kaveney by Human Resources Director LeAnn Dillman.

**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:

- 4-minute limit per speaker, when there are less than 15 speakers.

Seven members commented at the meeting, and four 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 Budget Review, September 29, 2022; GRF Board of Directors Minutes, September 27, 2022; Approve Capital Funds Investment Purchase; Approve Reserve Funds Investment Purchase; Acceptance of the Interim Financial Statements, September 2022, for Audit.

The Consent Agenda was approved after removing Replacement of Clubhouse Four Heat Pump, Unit B-1; Donation from The Friends of the Library; and Donation from The Women's Club.

### **Replacement of Clubhouse Four Heat Pump, Unit B-1**

The heat pump in unit one downstairs at Clubhouse Six is beyond repair. At its October 3, 2022, meeting, the Physical Property Committee suggested the Executive Director approve the emergency replacement of the unit for a cost of \$15,633 by County Heating Air (see attached). A bid for a cost of \$18,500 from Greenwood Heating and Air was also received. The committee agreed to add a 20% contingency for a cost not to exceed \$18,760 Reserve Funding and recommend this be ratified.

Materials have been ordered.

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

TO ratify the decision to award a contract to County Heating and Air  
for the replacement of heat pump located in unit one downstairs at  
Clubhouse Six at cost not to exceed \$18,760 including a 20%  
contingency, Reserve Funding and to authorize the President sign

the contract.

#### Donation from The Friends of the Library

At its October 19, 2022, meeting, the Finance Committee received a \$5,000 donation from the Friends of the Library.

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

TO approve the donation of \$5,000 to the GRF Library from the  
Friends of the Library.

#### Donation from The Women's Club

At its October 19, 2022, meeting, the Finance Committee received a \$400 donation from the Women's Club.

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

TO approve the donation of \$400 to the GRF Library from the  
Women's Club.

### **AD HOC REPORTS**

Chair Damoci updated the Board with a report of the Governing Documents Ad hoc Committee and the 1.8 Acre Ad hoc Committee.

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

### **NEW BUSINESS**

#### **GENERAL**

#### **Approve Bylaw Quorum Amendment**

At its September 29, 2022, meeting, the Administration Committee reviewed the options for complying with the Annual Election Quorum requirements as defined in the Golden Rain Foundation Bylaws.

Article III, Section 9(a) of GRF's Bylaws speaks to "quorum" requirements and states:

"The presence in person of 33 1/3% (33.33%) of the members of record in good standing at (any) meeting shall constitute a quorum for the transaction of business at said meeting." (Emphasis added.)

The current process for the GRF Annual Election does not comply with the Bylaws requirement.

Legal counsel has recommended this amended language (in boldface) supplementing Article III, section 9(a) be presented for Member approval:

"The presence in person or **by proxy or ballot** of 33 1/3% (33.33%) of the members of record in good standing at any meeting shall constitute a quorum for the transaction of business at said meeting, **except for the election of directors whereby quorum is based on 33 1/3% (33.33%) of the members of record in good standing of the Mutual that is voting for their respective GRF director representative, not all GRF members.**"

Therefore, the Board has options:

Option 1:

(Not recommended by Staff or Legal Counsel)

That the Board continues the current process and attempts to change the Bylaws later.

Option 2:

That the Board send ballots to all 6,608 units during the 2023 Annual Election asking for Member consideration of the bylaw amendment

Option 3:

That prior to the next Annual Election amend the Bylaws to change procedures for the 2023 Annual Election.

Mrs. Damoci MOVED, seconded by Ms. Hopewell –

Option 1

TO allow the Board to continue the current process and attempts to  
change the Bylaws later.

Four Directors and the Executive Director spoke on the motion.

The motion failed with eighteen no votes. (Directors Perrotti, Gambol, Jacquelin, Nugent, Geffner, Gerber, W. Thompson, Hopewell, Ableser, C. Thompson, Doderer, Levine, Jablonski, Damoci, Melody, Friedman, Isom and Massetti)

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

TO submit the amended language for Article III, Section 9(a) of the  
GRF Bylaws to all Members for their consideration and vote to  
coincide with the 2023 Annual Election for GRF Directors.

Nine Directors and the Executive Director spoke on the motion.

### **Discussion Pool Timeline Analysis**

Director W. Thompson presented a Pool Timeline Analysis to GRF Board of Directors. Charts illustrating the study will be posted on the LWSB website.

Two Directors spoke on this topic.

## **COMMUNICATION COMMITTEE**

### **Amend 20-5051-3, Website Management**

At its October 13, 2022, meeting, the Communication Committee moved to recommend the GRF Board of Directors amend 20-5051-3, Website Management.

Mrs. Ableser MOVED, seconded by Mr. Friedman –

TO amend 20-5051-3, Website Management, updating title and  
verbiage throughout, as presented.

Six Directors spoke on the motion.

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

### **Amend 20-5050-1, Digital Billboard Display Screens**

After a discussion, policy 20-5050-1, Digital Billboard Display Screens, was returned to the Communication Committee for further review.

## **FINANCE COMMITTEE**

### **Approve Refund: Mutual Two Unit 62C, Amenities Fees**

The Successor Trustee for Mutual Two, Unit 62C, intended to take over the unit and implemented the stock transfer on March 22, 2021. The trustee paid the amenity fee of

\$4,127.

The transfer was never completed, and the trustee decided to sell the unit. It is currently in escrow.

At its October 17, 2022, meeting, the Finance Committee moved to recommend the GRF Board of Directors approve a refund in the amount of \$4,127 to the trustee of Mutual Two, Unit 62C.

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

TO approve the amenities fee of \$4,127 be refunded to the trustee of Mutual Two, Unit 62C who decided to sell the unit before its transfer was complete.

Two Directors spoke on the motion.

Director Ableser left the meeting at 12:10 p.m.

#### **Approve Konica Minolta Copy Machine Lease Renewal**

Konica is the current provider for Copy & Supply printers. The current lease has expired, and new equipment is requested to minimize service calls and downtime on machines during repairs. Additional manufacturers were contacted; however, space constraints restrict types of equipment that can be used.

At its October 17, 2022, meeting, the Finance Committee moved to recommend the GRF Board of Directors accept a new five-year lease with Konica to replace the existing Copy & Supply printers at a cost of \$2,678.97 per month.

Mr. Friedman MOVED, seconded by Mrs. Nugent, and carried unanimously by the Directors present –

TO accept a new five-year lease with Konica Minolta at a cost of \$2,678.977 per month to replace the existing Copy & Supply printers as outlined in the lease agreement, to be paid from Operating funds and authorize the GRF President to sign the contract.

One Director and the Director of Finance spoke on the motion.

#### **Approve NuVision Credit Union Contract**

The NuVision Credit Union five-year lease is up for renewal in November 2022. The current lease amount is \$1,500 per month. NuVision Credit Union is requesting an additional five-year lease.

At its October 17, 2022, meeting, the Finance Committee moved to recommend the GRF Board of Directors accept the NuVision Credit Union Contract.

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

TO renew NuVision Credit Union's lease for five-years beginning December 1, 2022, at a rate of \$2,000.00 per month with a 5% increase commencing December 1st during each successive year of the contract and authorize the President to sign the contract.

One Director and Director of Finance spoke on the motion.

#### **Amend 40-5516-1, Committee Non-Budgeted Expenses**

At its September 19, 2022, meeting, the Finance Committee moved to recommend the GRF Board of Directors amend 40-5516-1, Committee Non-Budgeted Expenses.

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

TO amend 40-5516-1, Committee Non-Budgeted Expenses, updating the document language, and establishing that non-budgeted operating expenses greater than \$1,000 require Board approval upon determination by Finance Director that funds are available, as presented.

Two Directors spoke on the motion.

#### **Amend 40-5528-1, Refund of Excess Income**

At its September 19, 2022, meeting, the Finance Committee moved to recommend the GRF Board of Directors amend 40-5528-1, Refund of Excess Income.

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



TO amend 40-5528-1, Refund of Excess Income, adding a new transferred funds category, Transfer to Capital Funds, as presented.

No Directors spoke on the motion.

Director C. Thompson left the meeting at 12:27 p.m.

## **GRF ADMINISTRATION COMMITTEE**

### **Amend 50-3182-1 – Member/Owner Renter/Lessee**

At its September 22, 2022, meeting, the GRF Administration Committee moved to recommend the GRF Board of Directors amend 50-3182-1, Member/Owner Renter/Lessee.

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

TO amend 50-3182-1, Member/Owner Renter/Lessee, updating document language throughout the document, as presented.

No Directors spoke on this motion.

### **Amend 30-1001-5, Glossary of Terms**

At its September 22, 2022, meeting, the GRF Administration Committee moved to recommend the GRF Board of Directors amend glossary terms, “Commercial Vehicle” and “Recreational Vehicle” contained in 30-1001-5, Glossary of Terms, as presented.

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

TO amend glossary terms “Commercial Vehicle” and “Recreational Vehicle” contained in 30-1001-5, Glossary of Terms, as presented.

No Director spoke on the motion.

## **INFORMATION TECHNOLOGY SERVICE COMMITTEE**

### **Capital Funding Request: SharePoint Migration Project**

The current Team/Sharepoint site used by all the departments is running on a Windows 2003



Server. Due to security issues, the Team/Sharepoint site needs to be migrated to a current system.

The IT department recommends migrating the site to Office365 Cloud. The licensing is currently included with the email hosting so there are no hosting costs, only the cost of migration services.

At its September 6, 2022, meeting, the IT Committee moved and approved to recommend the GRF Board of Directors fund the Sharepoint Migration Project, at a cost not to exceed \$5,000 Capital Funding.

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

TO award the contract to Packetwatch for the Sharepoint Migration Project for \$3,000 with a contingency of \$2,000 at a cost not to exceed \$5,000 Capital Funding and authorize the President to sign the contract.

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

## **RECREATION COMMITTEE**

### **Capital Funding Request: Purchase Robotic Pool Sweep**

After discussion, Capital Funding Request: Purchase Robotic Pool Sweep was returned to the Recreation Committee for further review.

### **Capital Funding Request: Pickleball Court Fence Addition**

The Recreation Committee asked the Physical Property Department to seek quotes for additional fencing at the pickleball area to divide the courts and match existing fencing. Two quotes were received.

Zaino Tennis Courts- \$6,997

Saddleback Fencing- \$8,122

At its October 3, 2022, meeting, the Recreation Committee moved to recommend the GRF Board of Directors award a contract to Zaino Tennis Courts for the fencing at the Pickleball area to divide the courts and to match the existing fencing at a cost of \$6,997 adding a 10% contingency for a cost not to exceed \$7,667, Capital Funding and to authorize the President sign the contract.

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

TO award a contract to Zaino Tennis Courts for the fencing at the Pickleball area to divide the courts and to match the existing fencing at a cost of \$6,997 adding a 10% contingency for a cost not to exceed \$7,696.70, Capital Funding, and to authorize the President to sign the contract.

Five Directors and the Recreation Director spoke on the motion.

Director Levine left the meeting at 12:50 p.m.

### **Approve Janitorial Contract**

The janitorial contract expires on December 31, 2022. The Recreation Department issued a request for proposal (RFP) to four contractors and held a bidders' conference on September 6, 2022, with three bidders in attendance. At its October 03, 2022, meeting, the Recreation Committee reviewed the bids from four contractors:

The Committee moved to recommend the GRF Board of Directors award a contract to Innovative Cleaning Services for a three-year term in the total amount of \$5,282,767.75 Operating budget.

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

TO award a contract to Innovative Cleaning Services to provide janitorial services for a cost not to exceed \$5,282,767.75 for a three-year period funded by the Operating budget, and to authorize the President to sign the contract.

No Directors spoke on the motion.

### **FINAL VOTE: Adopt 70-1500-1B, Woodshop Rules**

At a July 2022 Work Study, the Recreation Committee and staff drafted the Woodshop rules. The Committee recommended the Board of Directors adopt 70-1500-1, Woodshop Rules.

At its August 23, 2022, meeting, the GRF Board of Directors tentatively voted to adopt 70-1500-1, Woodshop Rules. The document draft was published in the September 1, 2022,

edition of the LW Weekly. Members were welcomed to submit their comments or questions to the Board Office on this matter. This process is recommended in accordance with Civil Code §4360.

No correspondence was received from members during the 28-day notification period.

Ms. Gerber MOVED, seconded by Ms. Hopewell present -

TO ratify policy 70-1500-1, Woodshop Rules, as presented.

No Directors spoke on the motion.

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

### **ADJOURNMENT**

The meeting was adjourned at 1:00 P.M.

A handwritten signature in cursive script, appearing to read "Carol Levine".

Carol Levine, Corporate Secretary  
Golden Rain Foundation  
TM 10-25-2022