



## BOARD OF DIRECTORS MEETING MINUTES GOLDEN RAIN FOUNDATION

### **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 10:06 a.m. on Tuesday, October 24, 2023, in Clubhouse Four and via live stream.

### **PLEDGE OF ALLEGIANCE**

Director Melody led the pledge.

### **EXECUTIVE SESSION DISCLOSURE**

*An Executive Session Meeting was held on October 6<sup>th</sup>, October 12<sup>th</sup> and October 19<sup>th</sup> 2023, during which the Board of Directors discussed some or all of the items related to the following: (1) litigation or potential litigation; (2) matters relating to the formation of contracts with third parties; (3) member discipline; (4) member delinquency, including payment plan requests; (5) personnel matters; and/or (6) approval of Executive Session minutes.*

### **ROLL CALL**

Following the roll call, Corporate Secretary Carol Levine reported that Directors Gambol, Weber, Jacquelin, Habel, Gerber, W. Thompson, Hopewell, Vienna, C. Thompson, Henry, Levine, Jablonski, Damoci, Melody, Hamblin, Isom, and Massetti were present.

Director Nugent was not present.

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

Executive Director Jessica Sedgwick, Senior Director of Facilities Mark Weaver, Recreation Director Jesse Cripps, and Executive Coordinator Tia Makakaufaki were also present.



## **HEALTH CARE CENTERS ADVISORY BOARD UPDATE**

Director Group Operations Victoria Batistelli provided an update on the Pharmacy. The next update will be on January 23, 2024, at the GRF Board of Directors meeting.

## **SHAREHOLDER/MEMBER COMMENTS**

Per Policy 5610, Participation by Foundation Members, members may comment before the beginning of business. Requests must be registered in advance of the meeting. The Open Meeting Act allows the Board 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:

- There is a 3-minute limit per speaker when there are fewer than 15 speakers.

Ten comments were made at the meeting, and the Board received four correspondences this past month.

## **CONSENT AGENDA**

The GRF Board of Directors Minutes of the GRF Board of Directors Minutes, September 26, 2023, and the acceptance of the Interim Financial Statements for August 2023 for Audit were approved as presented.

The GRF Transfer of Funds per Civil Code 5502 was not in the packet. It will be presented at the next scheduled meeting.

## **GENERAL**

### **Approve Southern California Edison Easement Request**

Motion: To approve the Southern California Edison request for a 10-foot easement of Trust Property at the alley next to Canoe Brook to install an anchor for pole #1438516E and authorize the President to sign the agreement.

First: Janet Isom  
Second: Lee Melody

One Director spoke on this motion.



The motion passed with one abstention (Director Hamblin).

Approval Project Food Box

Motion: To permit Project Food Box and the Seal Beach Lions Club access to GRF facilities to distribute and sell produce boxes to individuals.

First: Susan Hopewell

Second: Camille Thompson

Seven Directors and Brenda Thomason from the Lions Club spoke on this motion.

The motion passed with two no votes (Directors Jablonski and W. Thompson).

**CAPITAL FUNDING**

Capital and Reserve Funds Balance Sheet.

The Capital and Reserve Funds balance sheets were contained in the Interim Financial Statement. Director Massetti requested that reserve contribution totals be reported at the next scheduled meeting.

Clubhouse Two, Card and Game Room Renovation

Motion: To award a \$129,800 contract to Hadi Construction for renovating the Clubhouse Two Card & Game Room, adding a 10% contingency for a total cost not to exceed \$142,780 and authorize the President to sign the contract.

First: Carole Damoci

Second: Susan Jacquelin

Twelve Directors, the Executive Director, and the Recreation Director spoke on this motion.

The motion failed with fifteen no votes (Directors Gambol, Weber, Jacquelin, Habel, Gerber, W. Thompson, Hopewell, Vienna, Henry, Levine, Jablonski, Damoci, Melody, Hamblin, and Isom).



Electric Vehicle Charging Stations Plan Check Package Service Maintenance Yard

Motion: To award a contract to Control Engineering for the Service Carts EV Charging Stations Plan Check Package at the Service Maintenance Yard for a cost not to exceed \$10,770 using Capital Funding and authorizing the President to sign the contract.

First: Lee Melody

Second: Edward Jablonski

Three Directors and Senior Director of Facilities spoke on this motion.

The motion passed with two no votes (Directors Hamblin and Vienna).

**RESERVE FUNDING**

Library Replacement of Flooring and Painting Interior and Exterior

Motion: To award contracts for the Library and Friends of Library buildings to Hutton Painting for the repainting of the interior and exteriors in the amount of \$11,900; to Cornerstone Flooring for the floor replacement at both buildings in the amount of \$44,825; and to Penn to remove and reinstall inventory in the amount of \$43,837, adding a 10% contingency of \$10,056 for a total cost not to exceed \$110,618 Reserve funds and authorize the President to sign the contract.

First: Maureen Habel

Second: Susan Hopewell

Eleven Directors, the Executive Director Jessica Sedgwick, Senior Director of Facilities Mark Weaver, and Recreation Director Jesse Cripps spoke on this motion.

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



Replace Unit Twelve in Clubhouse Two

Motion: To award a contract to Greenwood Heating and Air to replace Clubhouse Two's HVAC unit 12 at a cost not to exceed \$9,475 Reserve Funding and authorize the President to sign the contract.

First: Dan Weber  
Second: Lee Melody

No one spoke on this motion.

The motion passed.

Replacement of Lapidary Kilns

Motion: To approve replacing two kilns in Clubhouse Four at a cost not to exceed \$4,687.01 with a contingency of 10% with funds from Reserves.

First: Donna Gambol  
Second: Carole Damoci

Four Directors and the Senior Director of Facilities, Mark Weaver; and Recreation Director Jesse Cripps spoke on this motion.

The motion passed.

**GOVERNING DOCUMENTS**

Amend 30-5026-3 – GRF Election of Officers

Motion: To amend GRF Rule 30-5026-3, GRF Election of Officers, and redesignate the amended rule as 13-5026-3.

First: Carol Levine  
Second: Nick Massetti

One Director spoke on this motion.



The motion passed.

Amend 30-5020-1 – Organization of the Board

Motion: To amend GRF Rule 30-5020-1, Organization of the Board, consolidating within it information from 30-5020-1, Committee Structure; and 30-5101-3, Limitation of Term-GRF Officers, and assigning the amended rule the number 13-5020-1.

First: Susan Hopewell

Second: Carol Levine

Three Directors spoke on this motion.

The motion passed.

Rescind 30-5024-1 – Committee Structure & 30-5101-3 – Limitation of Term-GRF Officers

Motion: To rescind 30-5020-1, Committee Structure, and 30-5101-3, Limitation of Term-GRF Officers.

First: Carol Levine

Second: Janet Isom

No one spoke on this motion.

The motion passed.

Amend 60-5504-1 – Insurance Requirements

Motion: To amend 60-5504-1, Insurance Requirements – Contractors, to affirm that all independent contractors, including non-sectarian instructors who conduct professional activities on Trust property, must pay a set annual fee to verify their adherence to insurance and licensing requirements.

First: Nick Massetti

Second: Camille Thompson

After discussion, Director Hamblin proposed an amendment to the motion.

Motion: If the motion does not pass, those recreation instructors who have already paid the fee will be reimbursed.

Director Damoci seconded the motion to amend.



The amendment was adopted with three no votes (Director Weber, W. Thompson, and Nick Massetti).

Having accepted the amendment, the Board members then voted on the motion as amended.

Motion: To amend 60-5504-1, Insurance Requirements – Contractors, to affirm that all independent contractors, including non-sectarian instructors who conduct professional activities on Trust property, must pay a set annual fee to verify their adherence to insurance and licensing requirements. If the motion does not pass, those recreation instructors who have already paid the fee shall be reimbursed.

The motion failed with ten no votes (Directors Levine, Damoci, Gerber, Jablonski, Isom, Melody, Hamblin, Vienna, Hopewell, and Jacquelin) and three abstentions (Directors Gambol, Habel, and Henry).

#### Amend 40-5061-2 – Fees

Motion: To amend GRF Rule 40-5061-2, Fees, renaming it Residency and Trust Property Use Fees (TPUF) and changing its number to 14-5061-2.

First: William Thompson

Second: Donna Gambol

Eight Directors and the Executive Director spoke on this motion.

The motion passed with one abstention (Director Hamblin) and one no vote (Director Vienna).

#### Amend 13-1001-5 – Glossary of Terms

Motion: To amend GRF Rule 13-1001-5, Glossary of Terms, changing the definitions of "Amenity Fee," "Capital Improvement Fund," and "Trust Property User Fee."

First: Diane Henry

Second: Edward Jablonski

No one spoke on this motion.

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



FINAL VOTE: Amend 10-2000-2 – Consolidated Fee Schedule

Motion: To ratify section 1.3. of Rule 10-2000-2, Consolidated Fee Schedule, standardizing the per-square-foot parking rental charge among all sizes of recreational vehicles.

First: William Thompson  
Second: Susan Hopewell

Eight Directors spoke on this motion.

The motion passed with four no votes (Directors Vienna, Massetti, Gerber, and Isom) and one abstention (Director Melody).

AD HOC REPORT

1.8 Ad Hoc Committee

After a discussion, Director Henry proposed tabling the motion presented in the October Board agenda packet concerning the 1.8-acre Ad Hoc Committee. The Board concurred to table the motion.

ADJOURNMENT

The meeting was adjourned at 1:25 p.m.

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

Carol Levine, Corporate Secretary  
Golden Rain Foundation  
TM:10-24-23