



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, November 28, 2023, in Clubhouse Four and via live stream.

PLEDGE OF ALLEGIANCE

Executive Manager of Mutual Services Dave Potter led the pledge.

EXECUTIVE SESSION DISCLOSURE

An Executive Session Meeting was held on October 26, 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, Jacquelin, Habel, Gerber, W. Thompson, Hopewell, Vienna, C. Thompson, Henry, Levine, Jablonski, Damoci, Hamblin, Isom, and Massetti were present.

Director Nugent and Melody were present via Zoom.

Director Weber was not present.

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

Executive Director Jessica Sedgwick, Executive Director of Mutual Administration Dave Potter, Senior Director of Facilities Mark Weaver, and Executive Coordinator Tia Makakaufaki were also present.



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 2-minute limit per speaker when there are more than 25 speakers.

Seventeen comments were made at the meeting.

CONSENT AGENDA

The GRF Board of Directors Minutes of the GRF Board of Directors Minutes were approved as presented:

- a. GRF Board of Directors Minutes, October 24, 2023
- b. Mutual Nine GRF Representative Ballot Counting Minutes, October 2, 2023
- c. Accept Donation of Two Benches
- d. Approve Extending Library Hours
- e. Accept the Interim Financial Statements for September 2023 for Audit
- f. Accept the Reserve Funds Investment Purchase for October
- g. Accept the Capital Funds Investment Purchase for October
- h. Approve Transfer of Funds for GRF per Civil Code 5502

AD HOC REPORT

Committee Restructure Ad Hoc Committee

Motion: To approve the GRF President's creation of an ad hoc committee to examine the effectiveness of the Foundation's four-committee structure and commission the ad hoc committee to present a formal report of its assessment at the Board's January 23, 2024 meeting.

First: Marsha Gerber
Second: Donna Gambol

Three Directors spoke on this motion.



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

1.8 Ad Hoc Committee - Accept 1.8 Acre Ad Hoc Report

Receive Report and Disband Committee

Motion: To accept the final report of the 1.8 Ad Hoc Committee and disband the Committee at this time.

First: Carole Damoci

Second: Susan Hopewell

Two Directors spoke on this motion.

The motion passed with one no vote (Director W. Thompson)

Approve Appropriation for the Gardens

Motion: To award a contract to Certified Roofing Applicators, Inc. for the installation of the Mini Farms at the 1.8-acre lot as described in the request for proposal dated August 9, 2023, for \$437,150, adding a 10% contingency fee for a total cost of \$480,865 Capital Funding and authorize the President to sign the contract.

First: Carole Damoci

Second: Susan Jacquelin

Fifteen Directors and the Executive Manager of Mutual Administration spoke on this motion.

The motion passed with one abstention (Director Habel) and six no votes (Director Gerber, W. Thompson, Hopewell, Vienna, Jablonski, and Melody).

Director Jablonski left the meeting at 11:33 a.m.



GENERAL

Approve 2022 Audit

Motion: To approve the audit of the Golden Rain Foundation and The Trust for the fiscal year ending December 31, 2022, as presented. The President and Treasurer are authorized to sign all necessary paperwork for GRF. Staff is instructed to mail the audit to the membership as soon as practicable.

First: Camille Thompson

Second: Carole Damoci

No one spoke on this motion.

The motion passed.

Approve the 2023 Reserve Contribution Cap

Motion: To cap the 2023 Trust Property Use Fee (TPUF) contribution to the Reserve Fund at \$1,950,000 (the 2023 Reserve Study-recommended Full Funding Contribution) and designate the TPUF contribution exceeding that \$1,950,000 be added to the Capital Fund.

First: Nick Massetti

Second: Carole Levine

Two Directors and the Executive Director spoke on this motion.

The motion passed.



CAPITAL FUNDING

Capital and Reserve Funds Balance Sheet – September

Approve Operational Analysis Traffic Light: Saint Andrews and Golden Rain Road

Motion: To approve \$30,384 to develop construction plans for the pedestrian-only phase as well as the left-turn east/west split phasing at the traffic light at St. Andrews and Golden Rain, adding 10% contingency for a total not to exceed \$33,422 and authorize the President to sign the contract.

First: Maureen Habel

Second: Carole Damoci

One Director and the Senior Director of Facilities spoke on this motion.

The motion passed with three no votes (Director Habel, Melody and Hamblin).

Director C. Thompson left the meeting at 11:45 a.m.

Approve Ventilation Fans for Shuffleboard Courts

Motion: To award a contract to Roofing Standards for installing eight solar ventilation fans on the shuffleboard building roof at a total cost not exceeding \$8,000 and authorize the President to sign the contract.

First: Maureen Habel

Second: Susan Hopewell

Six Directors spoke on this motion.

The motion passed.



OPERATIONAL FUNDING

Approve Election Services Provider

Motion: To award a one-year \$37,136 contract to HOA Elections of California to serve as the election inspector, conduct regularly scheduled GRF and Mutual Elections for the 2024 fiscal year contract, and authorize the President to sign the contract.

First: Carol Levine

Second: Patricia Vienna

Two Directors and the Executive Director spoke on this motion.

The motion passed.

Approve Fire Protection Community Facilities

Motion: To award a contract to All American Fire Services for fire protection services for trust property five-year at a total cost of \$63,475 Operations Funding and authorize the President to sign the contract.

First: Janet Isom

Second: Susan Hopewell

Two Directors and the Senior Director of Facilities spoke on the motion.

The motion passed.



RESERVE FUNDING

Approve Amphitheater Sewer Lift Station Repair

Motion: To award a contract to Jimini Systems to replace the sewer pump station electrical panel and repair the storm drain pump and float system for the cost of \$54,815, adding an additional 10% contingency for a total not to exceed \$60,297, Reserve Funds, and authorize the President to sign the contract.

First: Patricia Vienna

Second: Susan Jacquelin

No one spoke on this motion.

The motion passed.

Approve Paving Project Mayfield

Motion: To approve a change order to the MJ Jurado contract to replace the failing asphalt with concrete on the east end of Mayfield at a cost not to exceed \$77,220, Reserve Funding, including the credit for the 2" grind and overlay, and authorize the President to sign the contract.

First: Susan Hopewell

Second: Carol Levine

No one spoke on this motion.

The motion passed.

Approve Bocce Ball Court Addition/Modification

Motion: To award a contract to Always Green to replace the bocce court's existing playing surface with artificial turf for a cost not to exceed \$12,777, Reserve Funding and authorize the President to sign the contract and authorize Service Maintenance to repair the rails around the Bocce court.

First: Donna Gambol

Second: Lee Melody



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

The motion passed.

Approve Replacement of Ice Machine in Clubhouse Two Kitchen

Motion: To approve replacing the ice machine in the kitchen of Clubhouse 2 at a cost not exceeding \$4,448.57 Reserve Funding.

First: Marla Hamblin

Second: Susan Hopewell

One Director and the Executive Director spoke on this motion.

The motion passed.

GOVERNING DOCUMENTS

Amend 20-2841-2, Graphic Design Service

Motion: To amend policy 20-2841-2, Graphic Design Service, as presented, and renumber the document to 42-2841-2.

First: Diane Henry

Second: Donna Gambol

Five Directors and the Executive Director spoke on this motion.

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

Amend 30-5022-3 Community Rules Violation Panel Charter

Motion: To amend 30-5022-3, Community Rules Violation (CRV) Panel Charter, and designate it as 13-5022-3.

First: Maureen Habel

Second: Donna Gambol

Ten Directors spoke on this motion.

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



Amend 30-5093-3 Member Rules of Conduct-Enforcement

Motion: To amend 30-5093-3, Member Rules of Conduct – Procedure for Notification of Violation and Right to Hearing and designate it as 13-5093-3.

First: William Thompson

Second: Nick Massetti

One Director spoke on this motion.

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

Rescind 40-5523-1, Accounts Receivable Collections, and 40-5523-2 Accounts Receivable Collections – Fees

Motion: To rescind 40-5523-1, Accounts Receivable Collections, and 40-5523-2, Accounts Receivable Collections – Fees.

First: Carol Levine

Second: Carole Damoci

One Director spoke on this motion.

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

ADJOURNMENT

The meeting was adjourned at 1:01 p.m.

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

Carol Levine, Corporate Secretary

Golden Rain Foundation

TM:11-28-23