

MINUTES

GOLDEN RAIN FOUNDATION OF WALNUT CREEK

REGULAR MEETING OF THE BOARD OF DIRECTORS THURSDAY, MAY 28, 2015, AT 9:00 A.M.

A regular meeting of the Board of Directors of the Golden Rain Foundation (GRF) of Walnut Creek was convened by the President, Leslie Birdsall, at 9:00 a.m. on Thursday, May 28, 2015, in Peacock Hall at Gateway Complex, 1001 Golden Rain Road, Walnut Creek, California.

ROLL CALL: Present: Leslie Birdsall, Barbara S. Jordan, Mary Lou Delpech, Kenneth W. Haley, Sue DiMaggio Adams, Melvin C. Fredlund, Richard E. Hurley, Robert D. Kelso, Geraldine Pyle, and Warren T. Salmons, Chief Executive Officer (CEO), ex-officio member of the Board Attendance

Absent: None

There being no corrections, the minutes of the regular meeting of the Board held on April 30, 2015, and the minutes of the organizational meeting of the Board held on May 11, 2015, were approved, as written, by unanimous consent.

Minutes
Approved

Mr. Haley gave the Treasurer's report for the period ending April 30, 2015.

Treasurer's
Report/
CEO's
Report

The CEO reviewed his written report dated May 20, 2015. Discussion followed.

Before proceeding with the agenda for the meeting, the President announced the addition of an item regarding the solar energy project to the agenda for today's meeting. There were no objections from the members of the Board.

Item
Added to
Agenda

During the Residents' Forum, Carol Lehr, President of the Lapidary and Jewelry Club, cited specific improvements needed in the Lapidary Shop.

Residents'
Forum

Anne Shulenberger, Vice President of the Ceramics Club, spoke about the need for more space for the Ceramics Studio.

Jiayi Zhou suggested some additional wording to the draft Mission Statement included in the Del Valle Aquatics, Sports, and Fitness Complex Findings and Recommendations Report prepared by The Sports Management Group.

Carl Brown, speaking on behalf of the Rossmoor Massage and Bodywork Club Board, requested that the Board put the subject of a massage and bodywork pilot program on the agenda for its June 25th meeting and elaborated on the matter.

Mary England gave her analysis of the Del Valle Aquatics, Sports, and Fitness Complex Findings and Recommendations Report.

Roxanne Stallings cited two issues that, in her opinion, need to be addressed but are not in the Del Valle Aquatics, Sports, and Fitness Complex Findings and Recommendations Report.

Adelaine Mattox, Jim Ellett, Margaret Logwood, Gray Mattox, and then Stephen Ritz spoke in support of providing additional pickleball courts.

John H. Nutley suggested a proposed amendment to the Trust Agreement.

Some of the members of the Board took this opportunity to comment on some of the remarks made during the Residents' Forum.

Jo Jones, Chairman, Aquatics Advisory Committee, highlighted items in the report of the Committee's May meeting.

AAC
Report

The Chairman of the Audit Committee, Paul Rosenzweig, asked if there were any questions regarding the report of the Committee's May meeting. There were none.

Audit
Committee
Report

Christopher Yahng, Chairman, Finance Committee, reporting on the Committee's May meeting, noted that the Committee voted to recommend to the Board that, based on additional information available to the Committee, the amount of the Membership Transfer Fee be increased from \$7,000 to \$9,000. He then noted that the Committee also voted to recommend to the Board that the Trust Estate Fund is capable of funding the proposed Gateway HVAC Phase 2 replacement project estimated to cost \$160,000.

Finance
Committee
Report

A motion was made by Mr. Haley and seconded by Ms. Adams to approve, as recommended by the Finance Committee based on additional information, setting the membership transfer fee at \$7,000 and increasing the membership transfer fee amount to \$9,000, with the \$9,000 amount becoming effective for all escrows closed/transactions requiring payment of a membership transfer fee occurring after August 31, 2015. Following discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Finance
Committee
Recom-
mendation
re.Member-
ship
Transfer Fee
Referred to
Policy
Committee

Claudia Tierney, Chairman, Fitness Center Advisory Committee, reported on the special joint meeting of the Aquatics Advisory and the Fitness Center Advisory Committees held in May during which members of the Committees participated in

FCAC
Report

a discussion with The Sports Management Group concerning its draft report regarding the Del Valle Renovation Project. Discussion followed.

The Chairman of the Golf Advisory Committee, John McDonnell, reported that the golf course operation is in good financial condition; that there were approximately 6,000 rounds of golf played in April; and; that golf course revenue for April was approximately \$80,000. He then reported that staff is being proactive in turf reduction and water conservation.

GAC
Report

Mel Fredlund, Chairman, Trust Agreement Review and Revision Committee, presented the final report of the Committee (agenda attachment 7f1 and 7f2), which included a review of its activities to date and noted that the members of the Committee voted to disband at its meeting on May 8, 2015.

TARRC
Report

Geraldine Pyle, Chairman, Policy Committee, reporting on the Committee's special meeting in May, said that the Committee discussed the Finance Committee's recommended revisions to Policy 102.1.4, Membership Transfer Fee, and voted to recommend that the Board approve proposed revised Policy 102.1.4 (agenda attachment 8a1-3 through 8a1-5). She then noted that, in keeping with the Board's practice that policy, procedure, and rule items be on the agenda for two end-of-the-month meetings to allow time for resident input, consideration of approving proposed revised Policy 102.1.4 was deferred to the June 25, 2015, regular meeting of the Board.

Policy
Committee
Report

Ms. Pyle then reported that the Committee discussed a proposed revision to Policy 104.2, Records Inspection, to recognize a change to a State Statute number due to the recent renumbering of Civil Code sections included in the Davis-Sterling Act and voted to change the reference in Policy 104.2 to reflect the current Code section number. Being the change was not substantive but merely a housekeeping correction, the Committee decided not to forward the change to the full Board for a vote.

Policy 104.2
Revised

Under Unfinished Business, Ms. Pyle explained the reasons for proposed new Rule R115.0, Rossmoor Community Garden, which was deferred at the April 30, 2015, regular meeting of the Board for consideration of approval at this meeting.

A motion was made by Ms. Jordan and seconded by Mr. Fredlund to approve, as recommended by the Policy Committee, proposed new Rule R115.0, Community Garden (agenda attachment 9a-2 through 9a-5). During discussion two typographical errors in the Rule were corrected. The vote on the motion was then taken, and the motion CARRIED UNANIMOUSLY.

Approved
New Rule
R115.0

The President read the following names of his recommended Board representative and Board committee appointees:

Board Representative Committee and Task Force Appointments

Aquatics Advisory Committee - Barbara S. Jordan
Audit Committee - Kenneth W. Haley
Finance Committee - Kenneth W. Haley
Fitness Center Advisory Committee - Melvin C. Fredlund
Golf Advisory Committee - Mary Lou Delpech
General Plan Review Ad Hoc Task Force - Robert D. Kelso

Board Committee Appointments

Compensation Committee - Melvin C. Fredlund
Kenneth W. Haley
Robert D. Kelso

Mutual Liaison Committee - Sue DiMaggio Adams
Leslie Birdsall
Richard E. Hurley
Geraldine Pyle

Policy Committee - Sue DiMaggio Adams
Leslie Birdsall
Barbara S. Jordan
Geraldine Pyle

A motion was made by Mr. Haley, seconded by Ms. Delpech, and CARRIED UNANIMOUSLY to approve, as recommended by the President, the above listed Board representative and Board committee appointments for one-year terms, effective immediately.

Approved
Board Rep-
resentative
& Board
Committee
Appointments

The President then announced his appointment of Kenneth W. Haley as Chairman of the Compensation Committee, Leslie Birdsall as Chairman of the Mutual Liaison Committee, and Leslie Birdsall as Chairman of the Policy Committee.

Chairmen
Appointments
Announced

The President called on Jeff Matheson, Director, Resident Services, who made some introductory remarks and gave some background information regarding the report from The Sports Management Group (TSMG) of its findings and recommendations regarding the programming and operations of the Del Valle Complex. He noted that this was an informational item and required no Board action. Staff was looking for feedback from the Board on the matter. He then

TSMG
Report
Reviewed

called on Lauren Livingston, TSMG President, who reviewed a PowerPoint presentation (copy on file) of its report and answered questions about it from members of the Board.

A motion was made by Ms. Adams and seconded by Ms. Delpech to approve an expenditure up to \$160,000 from the Trust Estate Fund to install a variable refrigerant flow (VRF) HVAC system serving the multi-purpose, sewing, and ceramics rooms at Gateway and to authorize the CEO to execute a contract with K&S Mechanical for the work. Following discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Approved
Funds to
Install HVAC
System in
Rooms

Following introductory remarks by the President, a motion was made by Ms. Jordan and seconded by Ms. Adams that the GRF give immediate consideration to the solar energy project proposed by Solar Powered Rossmoor to be located on Rockview Drive near Terra California Drive proximate to the GRF recycle facility; ask the CEO to name key members of Solar Powered Rossmoor as a CEO advisory group; and direct the CEO to engage the services of a third-party expert, Mr. Bill Golove of Golove & Associates, at a cost not to exceed \$10,000 to be paid from the Trust Estate Fund, to work with staff and the CEO advisory group to evaluate the proposals and report his findings and recommendations to the Board as soon as feasible. Following discussion, the vote on the motion was taken, and the motion CARRIED, with Ms. Pyle abstaining.

Approved
Motion re.
Solar
Energy
Project

Before concluding, the President announced that the next mid-month regular meeting of the Board will be held on Tuesday, June 9, 2015, at 9:00 a.m. in Peacock Hall; that the next end-of-the month regular meeting of the Board will be held on Thursday, June 25, 2015, at 9:00 a.m. in Peacock Hall at Gateway Complex; and that the Board will meet in executive session following this meeting to discuss personnel and legal matters and any other appropriate business.

Announce-
ments

There being no further business to come before the Board, the meeting was recessed at 11:16 a.m. and reconvened in executive session at 11:30 a.m. in the Board Room.

Recess


Mary Lou Delpech, Secretary
Golden Rain Foundation of Walnut Creek