

# MINUTES

## GOLDEN RAIN FOUNDATION OF WALNUT CREEK

### REGULAR MEETING OF THE BOARD OF DIRECTORS THURSDAY, APRIL 30, 2015, AT 9:01 A.M.

A regular meeting of the Board of Directors of the Golden Rain Foundation (GRF) of Walnut Creek was convened by the Vice President, Geraldine Pyle, at 9:01 a.m. on Thursday, April 30, 2015, in Peacock Hall at Gateway Complex, 1001 Golden Rain Road, Walnut Creek, California.

ROLL CALL: Present: Geraldine Pyle, Barbara S. Jordan, Kenneth W. Haley, Leslie Birdsall, Mary Lou Delpech, Richard E. Hurley, Alice S. Lau, Melvin N. Wall, 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 March 31, 2015, were approved, as written, by unanimous consent.

Minutes  
Approved

Mr. Haley gave the Treasurer's report for the period ending March 31, 2015.

Treasurer's  
Report/  
CEO's  
Report

The CEO reviewed his written report dated April 22, 2015. Discussion followed.

During the Residents' Forum, Kathleen Epperson asked the Board for approval for her to work with The Sports Management Group to create a forum for resident input and resident buy-in of the Del Valle Complex renovation project.

Residents'  
Forum

Carl W. Brown gave more input on the Broadband study and again urged the Board to hold off on Phase II of the Broadband study until an IRV Broadband committee can present a balanced set of alternatives.

Cindy Ware, a member of Solar Powered Rossmoor, thanked the Board for directing the CEO to sign the NEMA application and thanked the members of the Board for attending the recent solar town hall meeting.

Deb Wright urged the Board to make the solar farm project a top priority.

Brad Waite, President, Solar Powered Rossmoor, gave an update on the status of their large-scale Solar Farm Project.

Fred Kern reported on the Solar Powered Rossmoor Finance Subcommittee, which was formed to do a financial analysis that will be required to adequately and properly determine the financial options to present to the Board for the Solar Farm Project.

Jane Moran, William Moisson, Charles Moran, Dickey Nitta, Tancred Agius, and then Mary Hufford spoke in support of management's efforts to control the goose population in Rossmoor by putting a fence around the Creekside Golf Course lake and gave their reasons for supporting the fence.

Eva Zembera expressed her anger and sadness regarding the efforts to control the goose population in Rossmoor.

Estelle Katz presented a petition signed by 93 residents requesting that the fence around the Creekside Golf Course be removed to give the goslings a chance.

Karin Reinhardt spoke about the geese/fencing issues and suggested a compromise.

Pat Green spoke in support of the geese and then read facts about the way geese live.

Sonce Devries, a professional biologist, retired from the U.S. Fish and Wildlife Services, spoke in favor of the fence around the Creekside Golf Course, noting it was a reasonable method for preventing an expansion of the current goose population in Rossmoor.

John H. Nutley also spoke about finding a compromise to the goose issue.

Claire Wolfe commented on the geese and the legal fencing around the Creekside Golf Course lake issue, commended the Golf Advisory Committee for responding to a need to protect golfers, walkers, and all residents of Rossmoor who live around the golf course from the over population of the geese, and hoped that, now that everyone has been heard, the issue subsides.

Karen Perkins, commenting on the geese/fencing issue, asked that residents be informed when plans such as putting a fence around the lake are made and asked for input.

Alan Brown said that he is in favor of anything that can mitigate the geese overpopulation problem in Rossmoor.

At this point the Vice President gave the members of the Board the opportunity to respond to any of the comments made during the Residents' Forum, and several members of the Board took the opportunity to do so.

Jo Jones, Chairman, Aquatics Advisory Committee, commented on the special joint meeting of the Aquatics Advisory and the Fitness Center Advisory Committees held on April 15<sup>th</sup>; reported the March pool statistics; announced that

AAC  
Report

the next joint special meeting of the Aquatics Advisory and the Fitness Center Advisory Committees will be held on Wednesday, May 13<sup>th</sup>, at 9:30 a.m. in the Fairway Room at Creekside Clubhouse; and that the next regular meeting of the Aquatics Advisory Committee will be held on Thursday, May 14<sup>th</sup>, at 1:30 p.m. in The Board Room.

The Chairman of the Audit Committee, Paul Rosenzweig, reported that the Committee met in March and April; noted that the Committee, at its April meeting, voted to recommend that the Board accept the audited financial statement report for the year ended December 31, 2014; and announced that the next meeting of the Committee is scheduled for Monday, May 11<sup>th</sup>, at 2:00 p.m. in the Board Room at Gateway Complex to discuss internal controls. Discussion followed.

A motion was made by Mr. Haley, seconded by Ms. Delpech, and CARRIED, with Mr. Hurley abstaining, to accept, as recommended by the Audit Committee, the audited financial statement report for the year ended December 31, 2014, as submitted by the Foundation's independent audit firm, Burr Pilger Mayer, Inc. (agenda attachment 7b1-3 through 7b1-30).

Christopher Yahng, Chairman, Finance Committee, reporting on the Committee's April meeting, noted that the Committee voted to recommend to the Board that Policy 102.1.4, Membership Transfer Fee, be amended to indicate that, in the future, the membership transfer fee would be set from time to time by separate action of the Board but that the amount of the fee not be reflected in the Policy; and furthermore, that concurrently the amount of the fee be increased from \$7,000 to \$8,000 at a future date established by the Board.

A motion was made by Mr. Haley and seconded by Ms. Jordan to refer the above Finance Committee recommendation regarding amending Policy 102.1.4, Membership Transfer Fee, to the Policy Committee for consideration. During discussion, Ms. Pyle announced that a special meeting of the Policy Committee will be held on Tuesday, May 5<sup>th</sup>, at 11:00 a.m. in the Board Room at Gateway Complex to consider the Finance Committee's recommendation. The vote was then taken on the motion, and the motion CARRIED, with Mr. Wall voting no.

Claudia Tierney, Chairman, Fitness Center Advisory Committee, reported on the special joint meeting of the Aquatics Advisory and the Fitness Center Advisory Committees held on April 15<sup>th</sup> during which members of the Committees participated in a discussion with The Sports Management Group concerning its vision for the Del Valle Renovation Project.

Audit  
Committee  
Report

Accepted  
Audited  
Financial  
Statement  
Report for  
Year Ended  
12/31/14

Finance  
Committee  
Report

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

FCAC  
Report

The Chairman of the Golf Advisory Committee, John McDonnell, reported that the general state of the golf course is good; that there were approximately 6,300 rounds of golf played in March and a total of approximately 16,000 rounds played this year; that golf course revenue through March is approximately \$418,000; and that the golf course crew is doing a great job.

GAC  
Report

Alice Lau, Chairman, Compensation Committee, reported on the Committee's April meeting at which the Committee discussed CEO total compensation packages and a hypothetical total compensation package for the next CEO.

Compensation  
Committee  
Report

Geraldine Pyle, Chairman, Policy Committee, reporting on the Committee's April meeting, said that the Committee voted to recommend that the Board approve proposed new Rule R115.0, Rossmoor Community Garden, and noted that this was the first reading of the proposed new Rule. 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 new Rule R115.0 was deferred to the May 28, 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

Continuing, Ms. Pyle discussed the Policy Committee's recommended proposed revisions to the Finance Committee's Charter.

Motion to  
Approve  
Revised  
Finance  
Committee  
Charter

A motion was made by Mr. Haley and seconded by Mr. Hurley to approve, as recommended by the Policy Committee, the proposed revised Finance Committee Charter (agenda attachment 8b2-2 and 8b2-3). Discussion followed.

A motion was made by Mr. Haley and seconded by Mr. Birdsall to amend the motion to approve, as recommended by the Policy Committee, the proposed revised Finance Committee Charter and change the last paragraph of the Charter to read as follows:

Motion  
Amended

The Committee shall, ~~every other year~~ every year, review the Golden Rain Foundation Membership Transfer Fee established by Policy 102.1.4 to determine if the Fee should be held the same, raised, or reduced. The Committee shall report its findings to the Board of Directors.

The vote on the motion was taken, and the motion CARRIED, with Ms. Jordan and Mr. Wall voting no.

A motion was made by Mr. Haley, seconded by Mr. Birdsall, and CARRIED UNANIMOUSLY to amend the motion to approve the proposed revised Finance Committee Charter as amended and change the word "Liaison" in the first paragraph of the proposed revised Charter to the word "Treasurer".

Motion  
Further  
Amended

The vote was then taken on the amended motion to approve the proposed revised Finance Committee Charter as amended above, and the motion, as amended, CARRIED UNANIMOUSLY.

Approved  
Finance  
Committee  
Charter as  
Amended

Under Unfinished Business, Ms. Pyle described the Policy Committee's recommended proposed revisions to Policy 301.3, Outdoor Holiday Displays, which was deferred at the March 26, 2015, regular meeting of the Board for consideration of approval at this meeting.

A motion was made by Mr. Wall and seconded by Ms. Lau to approve, as recommended by the Policy Committee, proposed revised Policy 301.3, Outdoor Holiday Displays (agenda attachment 9a-2 and 9a-3). Following discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Approved  
Revised  
Policy  
301.3

Ms. Pyle then described the Policy Committee's recommended proposed revisions to Policy 601.2, Rossmoor News Editorial Policy, which was deferred at the March 26, 2015, regular meeting of the Board for consideration of approval at this meeting. Discussion followed.

A motion was made by Ms. Pyle, seconded by Ms. Lau, and CARRIED UNANIMOUSLY to approve, as recommended by the Policy Committee, proposed revised Policy 601.2, Rossmoor News Editorial Policy (agenda attachment 9b-2 through 9b-4).

Approved  
Revised  
Policy  
601.2

A motion was made by Ms. Jordan and seconded by Ms. Delpech to approve, as recommended by the officers of the GRF, the appointment of the following members to the General Plan Review Ad Hoc Task Force: Christine A. Bertrand, F. William Dorband, Carol J. Edlund, Mary Hufford, Alice S. Lau, Donald J. Liddle, and Alan W. Swanson. Following discussion, the vote on the motion was taken, and the motion CARRIED, with Ms. Lau abstaining from voting because she was a recommended applicant.

Approved  
the Ap-  
pointment  
of Members  
to General  
Plan Review  
Task Force

A motion was made by Mr. Haley and seconded by Mr. Hurley to authorize the CEO to execute an agreement for recruitment services generally consistent with the proposal from Rusher Loscavio Fisher in an amount not to exceed \$55,000, including a 10% contingency, to be paid from the Operating Fund (agenda attachment 10b-19 through 10b-22). Following discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Authorized  
CEO to  
Execute  
Agreement  
for Recruit-  
ment  
Services

A motion was made by Mr. Birdsall and seconded by Mr. Hurley to approve the work scope for the Broadband Study Phase II (agenda attachment 10c-3 through 10c-7; to authorize the CEO to execute an amendment to the agreement with The Broadband Group; and to allocate not to exceed \$91,875 from the Trust Estate Fund for the study. Following discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Approved  
Work Scope  
for Broad-  
band Study  
Phase II

Before proceeding, Mr. Haley recused himself from participating in further discussion of the next agenda item regarding an amended temporary construction and helicopter landing site easement because he is a resident of Mutual No. Sixty-Eight, one of the Mutuals affected by the PG&E project.

A motion was made by Mr. Birdsall and seconded by Mr. Wall to approve an amended temporary construction and helicopter landing site easement, in a form substantially in conformance with agenda attachment 10d-3 through 10d-5, with PG&E for the reconductering project and to authorize the CEO to execute the easement document on behalf of the Golden Rain Foundation. Following discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Approved  
Amended  
Temporary  
Construction  
& Helicopter  
Landing  
Site  
Easement

A motion was made by Ms. Jordan and seconded by Mr. Birdsall that, out of the \$18,000 GRF is receiving from PG&E for the easements for the reconductering project, \$5,000 be allocated to each of the two Mutual (Mutual No. Forty-Eight and Mutual No. Sixty-Eight) that are most affected by the PG&E project. Following discussion, the vote on the motion was taken, and the motion FAILED, with Mr. Hurley, Ms. Lau, Ms. Pyle, and Mr. Wall voting no.

Motion  
Failed to  
Allocate  
Funds from  
PG&E to  
Indicated  
Mutuals

A motion was made by Mr. Birdsall and seconded by Ms. Delpech to approve the proposed trail easement for the East Bay Regional Park District (agenda attachment 10e-8 through 10e-13) and to authorize the CEO to execute the easement documents on behalf of the GRF. Following discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Approved  
Trail  
Easement  
for EBRPD

Following introductory remarks by Mr. Donner, a motion was made by Mr. Haley and seconded by Mr. Birdsall to approve an expenditure up to \$311,000 from the operating budget and to authorize the CEO to execute a contract with Silicon Valley Paving, Inc. for street maintenance. Following discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

A motion was made by Mr. Haley, seconded by Ms. Delpech, and CARRIED UNANIMOUSLY to approve placement of a commemorative plaque at the Stanley Dollar Clubhouse identifying the structure as being listed on the National Register of Historic Places.


Before concluding, the Vice President announced that the Fifty-First Annual Meeting of Members of the GRF will be held on Monday, May 11, 2015, at 9:30 a.m. in Peacock Hall at Gateway Complex. An organizational meeting of the Board will be convened following the Annual Meeting; that there will not be a mid-month regular meeting of the Board in May; that a Board retreat will be held on Friday, May 22, 2015, at 8:45 a.m.; that the next end-of-the month regular meeting of the Board will be held on Thursday, May 28, 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 contract and personnel matters and any other appropriate business.

There being no further business to come before the Board, the meeting was recessed at 11:37 a.m. and reconvened in executive session at 11:52 a.m. in the Board Room.

Approved  
Expenditure  
& Authorized  
CEO to  
Execute  
Contract for  
Street  
Maintenance/  
Approved  
Placement of  
Plaque at  
Dollar

Announce-  
ments

Recess

  
\_\_\_\_\_  
Barbara S. Jordan, Secretary  
Golden Rain Foundation of Walnut Creek