

MINUTES

GOLDEN RAIN FOUNDATION OF WALNUT CREEK

REGULAR MEETING OF THE BOARD OF DIRECTORS THURSDAY, JANUARY 31, 2008, AT 9:04 A.M.

A regular meeting of the Board of Directors of the Golden Rain Foundation (GRF) of Walnut Creek was convened by the President, David H. Smith, at 9:04 a.m. on Thursday, January 31, 2008, in Peacock Hall at Gateway Complex, 1001 Golden Rain Road, Walnut Creek, California.

ROLL CALL: Present: David H. Smith, Sheldon Solloway, Diane C. Mader, Paul Rosenzweig, Christine L. Folger, Frank B. Mansfield, Ronald W. Moschel, Clarence H. Nixon, and Warren T. Salmons, Chief Executive Officer (CEO), ex-officio member of the Board Attendance

Excused: John C. Turnier

Also present were Hazel M. Horti, Chairwoman, Aquatics Advisory Committee; Robert W. Donovan, Chairman, Finance Committee; Patrick T. Kelly, Chairman, Golf Advisory Committee; Richard S. Chakoff, Chief Financial Officer; Paul J. Donner, Director, Mutual Operations; Mark K. Heptig, Director, Golf Courses/Golf Professional; Daniel L. Schrantz, Director, Trust Operations; Shannon M. Walpole, General Counsel, and Director, Confidential Services; Paulette L. Jones, Senior Manager, Executive Services; Maureen A. O'Rourke, Senior Manager, and Wilma Murray, Staff Writer, Communications Department; Judith A. Perkins, Senior Manager, Human Resources; Damien A. Abel, Manager, Resident Services; Susan F. Ritner, Program Manager, and George Ivanov, Program Assistant, Rossmoor Television Channel; and James Martin, Custodian/AVF Technician.

The first order of business was the President's presentation of The Rossmoor Award to Mary Jean Parton. The President gave some background information about Mrs. Parton, who earned the Award for her numerous Rossmoor volunteer services over the past 18 years she has lived in Rossmoor. Mrs. Parton accepted the Award with thanks. Rossmoor Award

A motion was made by Ms. Mader, seconded by Mr. Rosenzweig, and CARRIED UNANIMOUSLY to approve, as written, the minutes of the regular meeting of the Board held on December 6, 2007. Minutes Approved

A motion was made by Mr. Moschel, seconded by Mr. Mansfield, and CARRIED UNANIMOUSLY to approve, as written, the minutes of the special meeting of the Board held on December 11, 2007.

A motion was made by Ms. Folger, seconded by Ms. Mader, and CARRIED UNANIMOUSLY to approve, as written, the minutes of the regular meeting of the Board held on January 8, 2008.

The CEO reviewed his written report dated January 31, 2007, which included the manor sales report for the period ending December 31, 2007. The report was distributed to the members of the Board and is on file. CEO's Report

Mr. Rosenzweig gave the Treasurer's report for the period ending December 31, 2007. The report was previously distributed to the members of the Board and is on file. Discussion followed. Treasurer's Report

During the Residents' Forum, Donna D. Kaufman, President of the Rossmoor Resident Emergency Preparedness Organization, reported on emergency preparedness matters. Residents' Forum

John H. Nutley expressed his opinion that the best time to do a project is when it needs to be done and, to his way of thinking, the corporation yard and Creekside projects need to be done.

Hugh M. Grey, President of the Committee for Open and Responsive Governance in Rossmoor (CORG), requested that the Board take actions, outlined in a prepared statement (copy on file) he distributed to the Board, as gestures of good faith towards finding balanced solutions to Rossmoor's diverse needs and not shift costs to the coupon unless absolutely necessary.

Mrs. Horti, Chairwoman of the Aquatics Advisory Committee (AAC), summarized the report of the Committee's January meeting, which was included in the agenda package. She then made some personal comments related to the pool temperature issue (a copy of her statement is on file). The President, on behalf of the Board, commended Mrs. Horti and the members of the AAC for their hard work in trying to resolve the pool temperature issue. AAC Report

Mr. Donovan, Chairman of the Finance Committee, reported that, as a result of a request from the Board that the Committee develop ideas for increasing GRF income, the Committee held a series of meetings recently. The results of the meetings are a list of proposals (copy on file) for the Board's consideration to increase GRF income. Mr. Donovan reviewed the proposals. The President, on behalf of the Board, thanked the Finance Committee for the hard work that went into producing the proposals. He then cautioned residents to recognize that these are proposals for consideration, not steps that will be taken by the Board, and assuming that the Board will adopt one or another of these proposals is unwise. The Board will, in due course, consider each of the proposals and will determine which, if any, it will adopt. Discussion followed. Finance Committee Report

The President reported that Ms. Green, Chairman of the Fitness Center Advisory Committee, was unable to attend the meeting. The report of the Committee's January meeting was included in the agenda package. FCAC Report

Mr. Kelly, Chairman of the Golf Advisory Committee, said the report of the Committee's January meeting was included in the agenda package. He then referred to the Committee's recommendation that Policy 101.1, Acceptance of Gifts, Donations, and Bequests be revised with respect to commemorative IDs on trees on the golf courses. The recommendation will be considered by the Policy Committee. GAC Report

Under Unfinished Business, a motion was made by Ms. Mader and seconded by Mr. Solloway to approve revised Policy 201.2, Conflict of Interest and Code of Conduct and Ethics, as recommended by the Policy Committee (agenda attachment 9a-1 thru 9a-8). The President called on Ms. Mader, Chairman of the Policy Committee, who explained the reasons for the recommended revisions to the Policy. Following discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY. Approved Revised Policy 201.2

A motion was made by Mr. Moschel, seconded by Ms. Folger, and CARRIED UNANIMOUSLY to approve the Calendar of Events for the Forty-Fourth Annual Meeting of Members of the GRF to be held on May 12, 2008 (agenda attachment 10a-1). Approved Calendar of Events for 44th Annual Mtg. of Members

The President called on Ms. Mader who summarized the Policy Committee's recommended revisions to Rule R202.0, Bar Codes - General, and explained the reasons therefore (agenda attachments 10b-1 thru 10b-3). In keeping with the Board's practice that policy and rule agenda items be on the agenda for two meetings to allow time for resident input, Mr. Smith said that the Board would take no action on the Rule today and that it would be deferred for consideration at the February 28th regular meeting of the Board. Revised Rule R202.0 to be Considered 2/28/08

The President called on the Director of Trust Operations who gave background information on the agenda item that the Board consider approving payment of four design change orders for Aliquot Associates for the Corporation Yard Project. A staff summary report on the item was included in the agenda package. Discussion followed. Aliquot Change Orders

A motion was made by Mr. Nixon, seconded by Ms. Mader, and CARRIED UNANIMOUSLY to approve four design change orders in the amount of approximately \$52,000 for Aliquot Associates for the Corporation Yard Project and to authorize the President to execute the change orders. Approved Payment of Aliquot Change Orders as Indicated

Before concluding, the President announced that the next mid-month informational regular meeting of the Board will be held on Tuesday, February 12, 2008, at 10:00 a.m. in the Fireside Room at Gateway Complex to discuss the Corporation Yard Project; that a special meeting of the Board will be held on Friday, February 15, 2008, at 10:00 a.m. in the Fireside Room at Gateway Complex to discuss the Creekside Complex Project; that the next regular meeting of the Board will be held on Thursday, February 28, 2008, 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 legal matters.

Announce-
ments

There being no further business to come before the Board, the meeting was recessed at 10:08 a.m. and reconvened in executive session at 10:25 a.m.

Recess

Diane C. Mader, Secretary
Golden Rain Foundation of Walnut Creek

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