

# MINUTES

## GOLDEN RAIN FOUNDATION OF WALNUT CREEK

### REGULAR MEETING OF THE BOARD OF DIRECTORS THURSDAY, MARCH 27, 2014, 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, Donald J. Liddle, at 9:00 a.m. on Thursday, March 27, 2014, in Peacock Hall at Gateway Complex, 1001 Golden Rain Road, Walnut Creek, California.

ROLL CALL: Present: Donald J. Liddle, Barbara S. Jordan, Alice S. Lau, Attendance  
Kenneth W. Haley, James W. Giffin, Diane C. Guilfooy,  
Richard E. Hurley, Geraldine Pyle, Melvin N. Wall, and  
Warren T. Salmons, Chief Executive Officer (CEO), ex-  
officio member of the Board

Absent None

There being no corrections, the minutes of the regular meeting of the Minutes  
Board held on February 27, 2014, were approved, as written, by Approved  
unanimous consent.

Mr. Haley gave the Treasurer's report for the period ending February 28, 2014. Treasurer's  
Discussion followed. Report/

The CEO reviewed his written report dated March 19, 2014. Discussion followed. CEO's  
Report

During the Residents' Forum, Dennis Nugent commented on the proposed Residents'  
Request for Proposal (RFP) for professional Broadband consulting services for Forum  
GRF, offering some suggested modifications to it.

James P. Ware also commented on the proposed RFP for professional  
Broadband consulting services for GRF, asking the Board to consider and explore  
all possibilities and to find ways to use the extensive expertise of the residents in  
this regard.

Jo Jones thanked the Board for opening Dollar and Hillside pools earlier this year.

John H. Nutley talked about traffic and GRF elections.

At this point, the President offered the members of the Board the opportunity to  
comment on the remarks made during the Residents' Forum. There were none.

Richard Schuman, Chairman of the Aquatics Advisory Committee, reporting on AAC  
the Committee's March meeting, thanked the Board for opening Dollar and Report  
Hillside pools earlier this year. Discussion followed.

In the absence of David Smith, Chairman of the Finance Committee, Committee member Paul Rosenzweig reported on the Committee's March meeting, noting that the main item of discussion at the meeting was regarding "take out" loan options and terms. Discussion followed.

Finance  
Committee  
Report

Carol Green, Chairman of the Fitness Center Advisory Committee, highlighted items in the report of the Committee's March meeting. Discussion followed.

FCAC  
Report

John McDonnell, Chairman of the Golf Advisory Committee, had no comments regarding the report of the Committee's March meeting.

GAC  
Report

Ken Haley, Chairman of the Compensation Committee, reported on the Committee's activities regarding the bonus program.

Compensa-  
tion Com.  
Report

A motion was made by Mr. Haley and seconded by Ms. Lau to approve the Compensation Committee's recommendation that the current bonus program be discontinued and, in lieu thereof, the salaries of currently employed bonus-eligible employees be increased by the following amounts, without regard to established salary caps:

- 100% of the current maximum bonus for managers, supervisors, and professionals; and
- 60% of the current maximum bonus for Tier 1 Tier Senior Staff; and
- 55% of the current maximum bonus for Tier 2 Tier Senior Staff; and
- 50% of the current maximum bonus for Tier 3 Senior Staff.

Approved  
Discontin-  
ing Bonus  
Program as  
Indicated

Following discussion, the vote on the motion was taken, and the motion CARRIED, with Messrs. Liddle and Wall voting no.

Change  
to Bonus  
Program to  
be Imple-  
mented  
Effective  
1/1/15

A motion was made by Mr. Haley and seconded by Ms. Jordan to approve the Compensation Committee's recommendation that the aforementioned change to the bonus program be implemented effective January 1, 2015. Following discussion, the vote on the motion was taken, and the motion CARRIED, with Mr. Wall voting abstaining.

Diane Guilfooy, Chairman of the Policy Committee, reporting on the Committee's March meeting, commented on the Committee's recommended proposed new Policy 604.0, Rossmoor Election Media Access; proposed revised Policy 601.2, Rossmoor News Editorial Policy; and proposed revised Policy 602.0, Rossmoor Television Channel).

Policy  
Committee  
Report

A motion was made by Ms. Guilfooy and seconded by Mr. Wall to approve, as recommended by the Policy Committee, proposed new Policy 604.0, Rossmoor Election Media Access (agenda attachment 9a-3 and 9a-4); proposed revised Policy 601.2, Rossmoor News Editorial Policy (agenda

Motion to  
Approve  
New &  
Revised  
Policies

attachment 9b2-3 through 9b2-6); and proposed revised Policy 602.0, Rossmoor Television Channel (agenda attachment 9c-3 through 9c-5).

A motion was made by Mr. Liddle, and seconded by Ms. Jordan to amend the motion to approve, as recommended by the Policy Committee, proposed new Policy 604.0, Rossmoor Election Media Access; proposed revised Policy 601.2, Rossmoor News Editorial Policy; and proposed revised Policy 602.0, Rossmoor Television Channel, to be effective September 1, 2014. Discussion followed.

Motion to Amend Motion to Approve New & Revised Policies

A motion was made by Mr. Haley to amend the main motion to approve, as recommended by the Policy Committee, proposed new Policy 604.0, Rossmoor Election Media Access; proposed revised Policy 601.2, Rossmoor News Editorial Policy; and proposed revised Policy 602.0, Rossmoor Television Channel to be effective September 1, 2014, and add to Policy 604.0, Rossmoor Election Media Access, that the candidate forums will offer the same questions to all candidates and equal time to answer them. The motion DIED lack of a second.

Motion to Amend Motion to Approve New & Revised Policies Died/ Approved Amending Motion to Approve New & Revised Policies

The vote was then taken on the motion to amend the main motion to approve, as recommended by the Policy Committee, proposed new Policy 604.0, Rossmoor Election Media Access; proposed revised Policy 601.2, Rossmoor News Editorial Policy; and proposed revised Policy 602.0, Rossmoor Television Channel, to be effective September 1, 2014, and the motion CARRIED UNANIMOUSLY.

The vote was then taken on the main motion, as amended, to approve, as recommended by the Policy Committee, proposed new Policy 604.0, Rossmoor Election Media Access; proposed revised Policy 601.2, Rossmoor News Editorial Policy; and proposed revised Policy 602.0, Rossmoor Television Channel to be effective September 1, 2014, and the amended motion CARRIED UNANIMOUSLY.

New & Revised Policies Approved as Indicated

A motion was made by Mr. Haley, seconded by Ms. Jordan, and CARRIED UNANIMOUSLY to approve, as recommended by the Rossmoor Men's Golf Club and effective immediately, the appointment of Stephen D. Roath as the Club's representative on the Golf Advisory Committee to serve the unexpired portion of the term of Robert Armsby, who resigned and whose term expires in December 2014.

Approved Appointment of S. Roath to the GAC

A motion was made by Mr. Haley and seconded by Ms. Lau to approve the Request for Proposal for professional Broadband consulting services for GRF and the list of potential consultants to conduct a study regarding the feasibility of a Rossmoor-specific television and data network (agenda attachment 10b-2 through 10b-9). Discussion followed.

Motion to Approve RFP for Broadband Consulting Services & List of Consultants

A motion was made by Mr. Haley and seconded by Ms. Lau, to amend the main motion to approve the Request for Proposal for professional Broadband consulting services for GRF and the list of potential consultants to conduct a study regarding the feasibility of a Rossmoor-specific television and data network and revise agenda attachment 10b-5 as follows:

- Delete the word "California" in the first line of item 1.
- Delete the first sentence of item 4, which reads "Rossmoor is seeking to gain access to advanced broadband infrastructure without isolating the community from our incumbent providers".
- Change the date following item 8 that the consultant will be available to begin work from June 2014 to July 2014.
- Increase the consultants' kick off meeting time with GRF staff from 1 hour to more time.

Following discussion, the vote on the motion was taken, and the motion CARRIED, with Mr. Wall voting no.

During further discussion, Ms. Guilfooy said that there was a need for someone with authority and basically a neutral party to give the community information on this Broadband matter.

It was then agreed that the Board members Diane Guilfooy, Kenneth Haley, Alice Lau, and Geraldine Pyle will continue to work with staff on this matter.

The vote was then taken on the main motion, as amended, to approve the Request for Proposal for professional Broadband consulting services for GRF, as revised and indicated above, and the list of potential consultants to conduct a study regarding the feasibility of a Rossmoor-specific television and data network, and the amended motion CARRIED, with Mr. Wall voting no.

A motion was made by Mr. Liddle and seconded by Mr. Haley to approve and authorize the CEO to execute a contract with the firm of Ferh and Peers to complete a traffic and pedestrian study in Rossmoor in an amount not to exceed \$39,000, which is to be paid from the Trust Estate Fund. Following discussion, the vote on the motion was taken, and the motion FAILED, with all Board members voting no.

Motion to Amend Motion re. Broadband Consulting Services & List of Consultants Approved

Amended Motion re Broadband Consulting Services & List of Consultants Approved

Motion re Traffic & Pedestrian Study Failed

A motion was made by Mr. Haley, seconded by Ms. Guilfoy, and CARRIED UNANIMOUSLY to approve the appointment of the audit firm Burr Pilger Mayer to count the ballots for the upcoming election of a GRF Director to represent District E and authorize the CEO to execute the Letter of Understanding outlining the scope of the services to be provided.

Approved  
Appointment  
of Audit  
Firm to  
Count  
District E  
Ballots

Before concluding, the President announced that that there will not be a mid-month regular meeting of the Board in April; that the next end-of-the month regular meeting of the Board will be held on Thursday, April 24, 2014, 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 legal matters and any other appropriate business.

Announce-  
ments

There being no further business to come before the Board, the meeting was recessed at 10:26 a.m. and reconvened in executive session at 10:38 a.m. in the Board Room.

Recess



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Donald J. Liddle, President  
Golden Rain Foundation of Walnut Creek