A regular meeting of the Board of Directors of the Golden Rain Foundation of Walnut Creek will be held in Peacock Hall at Gateway Complex, commencing at 9:00 a.m., Thursday, February 23, 2017. The agenda for the meeting is listed below. It is sometimes necessary to add agenda items for consideration by the Board after the agenda has been prepared and distributed. These items will be described in the agenda available at the Board meeting. Regular meetings of the Board of Directors are open, and comments from residents are always welcome during the Residents' Forum.

AGENDA

GOLDEN RAIN FOUNDATION OF WALNUT CREEK

REGULAR MEETING OF THE BOARD OF DIRECTORS
THURSDAY, FEBRUARY 23, 2017, AT 9:00 A.M.

1. MEETING CALLED TO ORDER: Leslie Birdsall, President

2. ROLL CALL: Birdsall (I), Fredlund (C), Delpech (E), Haley (H), Adams (A), Brown (B), Kelso (D), Pyle (G), Roath (F), and O'Keefe, ex-officio member

3. APPROVAL OF MINUTES: Regular meeting of January 26, 2017
   Regular meeting of February 14, 2017

4. TREASURER'S REPORT (Attachment)  Page 1

5. CHIEF EXECUTIVE OFFICER'S REPORT (Attachment)  Page 2

6. RESIDENTS' FORUM

7. RESIDENT MEMBER COMMITTEE REPORTS
   a. Aquatics Advisory – Brian K. Stack, Chairman (Attachment)  Page 7
   b. Finance – David H. Smith, Chairman
   c. Fitness Advisory – Claudia Tierney, Chairman (Attachment)  Page 12
   d. Golf Advisory – John McDonnell, Chairman (Attachment)  Page 15
8. **BOARD COMMITTEE REPORTS**

   a. Compensation – Leslie Birdsall, Chairman (Attachment)  
      1) Consider revisions to the existing compensation management structure for possible Board approval and adoption. (Attachment)  

   b. Policy – Robert D. Kelso, Chairman (Attachment)  
      1) Consider Committee’s recommendation that the Board approve proposed revised Rule R103.0, Golf Courses, as recommended by the Golf Advisory Committee. Deferred January 26, 2017. (Attachment)  

9. **UNFINISHED BUSINESS**

10. **NEW BUSINESS**

a. Consider adopting a corporate resolution for an $8,000,000 loan from Mechanics Bank for the Del Valle Complex Renovation Project. (Attachment)  

b. Review and discuss Long-Range Capital Needs Analysis. (Attachment)  

c. Consider authorizing the CEO to execute and agreement with Fehr & Peers to complete a short-range transit plan in an amount not to exceed $50,000, which includes a contingency, to be paid from the operating budget as previously approved. (Attachment)  

d. Consider authorizing the purchase of the Fleetmate Software Program for Fleet Maintenance to replace an existing system, in an amount not to exceed $10,000, to be paid from the Trust Estate Fund. (Attachment)  

11. **ANNOUNCEMENTS**

a. There will not be a mid-month regular meeting of the Board in March.  

b. The next end-of-the month regular meeting of the Board will be held on Thursday, March 30, 2017, at 9:00 a.m. in Peacock Hall at Gateway Complex.
12. **EXECUTIVE SESSION**
   
a. If an executive session is necessary, it will be announced during the regular meeting. Executive session topics are restricted to legal, personnel, and third-party contract matters.

13. **RECESS OR ADJOURNMENT**

   pj
Golden Rain Foundation, Inc.
Treasurer’s Report
Board Meeting February 23, 2017

For the month of January operating results before depreciation were $44,000 favorable to budget. Total revenue was favorable to budget by $14,000 and total expenses were favorable by $30,000. All amounts are rounded to the nearest thousand for this report.

Revenues:
Golf revenue tracked close to budget. Although golf play was negligible for January, the budget is distributed by month on a seasonal basis. In addition golf card sales exceeded the budget.
In addition to golf revenue, media revenue was $15,000 under budget and recreation revenue was $32,000 over budget.

Expenses:
Salaries and employee expenses were over budget by $19,000, maintenance supplies and landscape supplies were under budget by $31,000 and $19,000 respectively due to seasonal fluctuations and contractual services were over budget by $12,000 primarily due to annual computer maintenance renewals.

Trust Estate Fund
There were 35 membership fees paid in January yielding a total of $315,000 which equaled fees paid in January 2016. Total expenditures for the month were $217,000 including $27,000 for the Del Valle renovation project, $43,000 in machinery and equipment and $136,000 in debt service.
CEO’s Monthly Report
By Tim O’Keefe, CEO

Manor Sales and Membership Transfer Fees

There were 38 sales in January 2017 as compared with 38 in January 2016. 33 of the sales paid a membership transfer fee.

As of February 16, there have been 15 sales for the month, and there are 55 pending escrows.

Employee Transition

Two employees commenced employment with the Golden Rain Foundation in January: Jeannine Lawler, Administrative Assistant, Confidential Services; and Ryan Maxon, Desktop Support Technician, Information Systems.

Del Valle Fitness Center Renovation

At its February 14 meeting, the Board of Directors authorized staff to retain the services of Tilton Pacific Construction for the renovation of the Fitness Center. Total costs of the project including design, permits, construction, equipment and furnishings are expected to be less than the $10 million budget. It is expected that the renovation will require the closure of the building in March. Classes will move to different venues around Rossmoor. The workout equipment will be moved to temporary modular buildings located in the parking lot. They are expected to reopen for limited use in April.

During construction, the pool will remain open most of the time. It is expected that the fitness center will reopen in early 2018. Watch the Rossmoor News for schedule changes and further announcements.

Weather Damage

As everyone knows, we have had extensive rain in Rossmoor with more than 16” in January and more than 5” in the first 9 days of February. Despite very little rain over the last 7 years, Rossmoor’s drainage systems are working reasonably well. We have lost a small handful of trees due to wind and soil saturation and there was initially some minor flooding in parking lots at Gateway (rear) and Dollar, which caused some wet carpet in the Event
Center in early January. However, staff and our landscapers have done a
great job keeping gutters and sewers clear of debris and they have installed
sandbags in numerous locations to redirect water. On the heavy rain days,
some GRF staff have been working late into the night and the early morning
hours keeping drains clear and responding to other rain related calls. In the
first 2 weeks of February, MOD has responded to 281 rain related work
orders consisting of 115 drainage calls, 72 overflowing rain gutters and 94
rain leaks. I would like to recognize and acknowledge the efforts of the MOD
work order and maintenance staff especially Roofing Foreman Tony Zarate
and his after-hours crew for their tremendous commitment of extra care
during this rainy season.

Bigotry, Racism and Prejudice in Rossmoor

A resident essay on bigotry, racism and prejudice inside and outside
Rossmoor appeared in the January 18 edition of the Rossmoor News that
touched a nerve with many residents as evidenced by the numerous letters
to the Residents Forum in the Rossmoor News over the last few weeks.
Residents have asked me to comment.

I am certain that the vast majority of residents in our community were as
horrified as I was upon reading Amal Moulik’s report. There are no words to
adequately convey our collective revulsion at the examples presented by Mr.
Moulik. Sadly, Mr. Moulik’s experiences are not unique. Over the last 15
months, I have also had residents of Chinese descent, as well as residents of
certain religious faiths—and no religious faith—express their concern about
similar treatment by Rossmoor residents which can only be construed as
bigotry, racism and prejudice towards people with a different skin color or
hold faith beliefs different than the norm. I am sure there are many more in
our community who, based on the color of their skin, their ethnicity or their
faith beliefs, can provide other examples of intolerance within Rossmoor.

Although the current national discourse about immigrants over the past year
or so has become highly politicized, the reality is that the United States is a
nation of immigrants. Nearly every resident in Rossmoor except the
relatively small handful of Native Americans can trace their ancestry to some
other ethnic group and, in many cases, only a generation or two removed.
Even Native Americans, it is thought, were the continent’s first immigrants
from Asia.

Emma Lazarus’ inspiring quote on the Statue of Liberty so eloquently
embodies our nation’s embrace of immigrants:

“Give me your tired, your poor,
Your huddled masses yearning to breathe free…”

This whole debate about immigrants is anathema to our national values.
There is no question that our borders need to be safe and secure and it is the
role of government to do just that but who are we as citizens to judge the
relative worth of another human being just because someone looks or
Immigration has been essential to the strength, diversity and creativity of America. I thought I would take a moment and ask you to reflect on how very different life in the U.S. would be were it not for immigrants who invented, developed or created the following indispensable tools of modern American life after they emigrated to the United States:

- The ubiquitous hot dog was invented by German immigrant Charles Feltman in New York City in 1856 and perfected by his immigrant colleague Nathan Handwerk who created Nathan’s Famous Hot Dogs. Last year, Nathan’s sold 425 million hot dogs.
- French immigrant Pierre Lallement is credited with the creation of the modern-day bicycle after he arrived in the U.S. and patented his invention in 1866.
- Levi Straus emigrated to New York from Germany in 1848 at the age of 18 and patented denim jeans in San Francisco in 1873. Today, Americans spend $15 billion a year on jeans.
- Scottish immigrant Alexander Graham Bell invented the telephone in Boston in 1875 and transformed the way we communicate.
- German immigrants Eberhard Anheuser and Adolphus Busch formed Anheuser-Busch Brewing Company in St. Louis in 1879. Global sales last year were $44 billion.
- Basketball was invented in Massachusetts in 1891 by Canadian immigrant James Naismith.
- The hand-held hair dryer was invented by Armenian immigrant Gabriel Kazanjian in Chicago in 1911, which led to British immigrant Vidal Sassoon creating a hair styling empire in Los Angeles and transforming personal fashion.
- The electric blender was invented in 1932 by Polish immigrant Stephen Poplawski. U.S. blender sales last year were nearly $1 billion and the retail smoothie industry generated another $2 billion in revenue last year in the U.S.
- The ATM was invented in 1934 in New York by Luther Simjian, an Armenian immigrant. There are now nearly 500,000 ATMs in the U.S.
- More recent inventions, all created in the U.S. by immigrants include:
  - Implantable cardioverter defibrillator, in 1980 by Polish immigrant Michel Mirowski. Today, 100,000 people receive this life-saving device every year
  - High Definition TV (HDTV), in 1990 by South Korean immigrant Woo Paik in Pennsylvania
  - Lithium-ion rechargeable batteries, which power everything from radios to automobiles, in 1990 by Sony from patents developed by Indian immigrant Samar Basu
  - eBay, in 1995 in Silicon Valley by French-Iranian immigrant Pierre Omidyar. Today, eBay has 90 million users who trade $2,000 worth of goods each second
  - Google, in 1998 at Stanford University, co-founded by Russian immigrant Sergey Brin. Google is the most visited website on the internet. Google is also the 2nd most valuable company in
the world, worth $570 billion
- Self-driving car, in 2005 by German immigrant Sebastian Thrun at Stanford University. Every major car company in the world is now developing self-driving technology that promises to be as transformative to the transportation industry as the shift from horses to horseless carriages more than 100 years ago
- Siri iPhone assistant, in 2007 by Norwegian immigrant Dag Kittlaus. Siri has led to the development of “OK Google,” Microsoft’s “Cortana” and Amazon’s “Alexa” and transformed the functionality of electronic communication as an “intelligent personal assistant”
- Of note is that Steve Jobs, founder of Apple in 1976, was the son of a Syrian immigrant. Apple is now the most valuable company in the world, worth $699 billion

This is, by no means, an exhaustive list, but there is no question that our world would be less functional, less mobile and less communicative without the incredible contributions of these American immigrants. How different would our lives be without the millions of anonymous immigrants who wash our cars, plow our fields, work in our factories or clean our homes? Or the hundreds of thousands of immigrants who work in our country as computer scientists, doctors, accountants, engineers and in other skilled professions? Immigrants come to America because of the freedom and opportunity the United States provides to them or their parents. America provides the hope of a better life and an avenue to cultivate, create and fund their incredible ideas.

The U.S. has been historically different than virtually any other country on the planet because we welcome immigrants who are looking for opportunity and freedom where other nations close their doors. It is this desire, this work ethic, this creativity and this diversity that has resulted in the greatest nation in the history of the world. Should our embrace of the immigrant suddenly cease, the very values and bedrock of American strength and ingenuity will just as quickly diminish. We will then become like every other nation on earth.

So what are we in Rossmoor going to stand for? Who are we going to welcome? How are we going to demonstrate that we are a community open to different beliefs, different races and different perspectives based on different life experiences? How are we going to embody the basic values intrinsic to the foundation of America and shared by people across the political spectrum? Each and every one of us needs to answer those questions and take a stand for what is right.

In return, I ask Mr. Moulik, and anyone else victimized by prejudice and hate, to not judge all residents of Rossmoor or Contra Costa County or the United States with the same broad brush stroke of bigotry as you have experienced. The vast majority of Americans and Rossmoorians stand with you and are pleased to call you one of our own.
To those who have been victims of discrimination and bigotry, please know that you are not alone. GRF’s Counseling Office is ready to assist with short term counseling or referrals to outside entities that can provide longer term assistance.

Just as in the U.S., it is the ethnic, religious and political diversity we have in Rossmoor—and our acceptance of that diversity—that contributes to the overall beauty, creativity, success and enjoyment we all have for the lifestyle that is Rossmoor.
AQUATICS ADVISORY COMMITTEE REPORT

REGULAR MEETING
THURSDAY, FEBRUARY 9, 2017, AT 1:30 P.M.

A regular meeting of the Aquatics Advisory Committee (AAC) was called to order by the Chairman, Brian K. Stack, at 1:30 p.m. on Thursday, February 9, 2017, in the Board Room at Gateway Complex.

Present, in addition to the Chairman, were Judith L. Morton, Vice Chairman, Dale O. Reynolds, Secretary, Norman P. Gorsuch, E.J. Koch, Carol A. Meehan, and Mary Lou Delpech, GRF Board representative and ex-officio member. Barbara S. Jordan was excused. Also attending were Timothy O'Keefe, CEO; Leslie Birs dall, President, GRF; and Jeffrey P. Matheson, Director of Resident Services.

The report of the Committee's meeting held on January 12, 2017, approved as Report written.

The Chairman reported that he is drafting an article for the Rossmoor News regarding the family swim season. He will ask the Rossmoor News to run the article every two weeks through April, and then once a week thereafter.

Mr. Reynolds presented the attendance report for January. Pool usage for Del Valle during the month of January was down 9.93%.

Mr. Matheson brought the Committee up to date regarding the Del Valle Complex Renovation Project. Three bids were received and all of them came in under $10M. Construction should begin in early March.

The Committee discussed whether or not the AAC should approve reducing the age for guests from eighteen to sixteen, as recently discussed and voted on by the Fitness Center Advisory Committee (FCAC). After additional discussion, the Committee decided to meet with the FCAC in April to discuss its recommendation to the GRF Board. Therefore, the decision on this matter was deferred to the April meeting.

There being no further business to come before the Committee, the meeting was adjourned at 2:40 p.m.

The next regular meeting of the AAC will be held on Thursday, March 9, 2017, at 1:30 p.m. in the Board Room at Gateway Complex.

Brian K. Stack, Chairman
Aquatics Advisory Committee

DOR/kv

Page 7
## ANNUAL POOL ATTENDANCE NUMBERS

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### Yr-Yr % change

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### Yr-Yr % change

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### % Incr/Decr

**-9.93%**

*NUMBERS INCLUDE GUESTS AND CAREGIVERS*
| Day | 6:00 | 7:00 | 8:00 | 9:00 | 10:00 | 11:00 | 12:00 | 1:00 | 2:00 | 3:00 | 4:00 | 5:00 | 6:00 | 7:00 | 8:00 | TOTALS | Last 30 min. |
|-----|------|------|------|------|-------|-------|-------|------|------|------|------|------|------|------|-------|----------|
| SUN | 1    | 0    | 0    | 0    | 0     | 0     | 0     | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0     | 0        |
| MON | 2    | 23   | 17   | 12   | 21    | 15    | 29    | 22   | 17   | 20   | 20   | 16   | 8    | 21   | 6    | 1     | 248      |
| TUE | 3    | 11   | 13   | 23   | 20    | 6     | 7     | 11   | 9    | 9    | 19   | 15   | 7    | 10   | 4    | 1     | 165      |
| WED | 4    | 20   | 17   | 12   | 34    | 21    | 23    | 14   | 8    | 13   | 16   | 12   | 14   | 18   | 6    | 1     | 229      |
| THU | 5    | CLOSED FOR CLEANING | 34 | 5 | 8 | 6 | 19 | 20 | 23 | 9 | 6 | 4 | 0 | 134 | 1 |
| FRI | 6    | 26   | 19   | 12   | 25    | 17    | 16    | 12   | 5    | 10   | 21   | 14   | 11   | 19   | 1     | 1     | 209      |
| SAT | 7    | 15   | 7    | 7    | 25    | 6     | 6     | 27   | 11   | 6    | 20   | 17   | 6    | 6    | 0     | 0     | 153      |
| SUN | 8    | 14   | 6    | 6    | 5     | 4     | 2     | 2    | 9    | 10   | 9    | 12   | 2    | 0    | 0     | 0     | 85       |
| MON | 9    | 14   | 16   | 10   | 23    | 19    | 27    | 14   | 7    | 14   | 24   | 19   | 10   | 25   | 6     | 0     | 228      |
| TUE | 10   | 17   | 9    | 19   | 15    | 9     | 9     | 10   | 5    | 0     | 0    | 0    | 0    | 0    | 0     | 0     | 93       |
| WED | 11   | 20   | 20   | 13   | 35    | 17    | 25    | 13   | 7    | 13   | 15   | 12   | 13   | 25   | 5     | 1     | 234      |
| THU | 12   | CLOSED FOR CLEANING | 27 | 1 | 8 | 10 | 15 | 16 | 20 | 18 | 10 | 3 | 3 | 131 | 5 |
| FRI | 13   | 21   | 11   | 13   | 25    | 15    | 25    | 22   | 12   | 11   | 16   | 15   | 11   | 18   | 1     | 0     | 216      |
| SAT | 14   | 15   | 5    | 6    | 18    | 6     | 9     | 29   | 14   | 20   | 16   | 16   | 1    | 0    | 0     | 0     | 155      |
| SUN | 15   | 16   | 7    | 11   | 6     | 11    | 4     | 7    | 12   | 16   | 17   | 14   | 7    | 0    | 0     | 0     | 128      |
| MON | 16   | 19   | 24   | 13    | 34    | 14    | 30    | 13   | 20   | 25   | 14   | 24   | 10   | 19   | 1     | 0     | 260      |
| TUE | 17   | 18   | 7    | 30   | 20    | 6     | 5     | 5    | 16   | 12   | 14   | 17   | 15   | 2    | 1     | 1     | 169      |
| WED | 18   | 22   | 19   | 15   | 20    | 13    | 23    | 11   | 8    | 11   | 9    | 15   | 11   | 20   | 4     | 0     | 201      |
| THU | 19   | CLOSED FOR CLEANING | 32 | 4 | 7 | 10 | 13 | 17 | 26 | 11 | 5 | 3 | 0 | 128 | 3 |
| FRI | 20   | 17   | 12   | 11   | 7    | 12    | 14    | 18   | 14   | 9    | 20   | 18   | 11   | 14   | 2     | 1     | 180      |
| SAT | 21   | 16   | 4    | 11   | 20    | 15    | 10    | 22   | 13   | 17   | 17   | 17   | 5    | 0    | 0     | 0     | 167      |
| SUN | 22   | 13   | 6    | 9    | 6     | 11    | 9     | 11   | 11   | 17   | 14   | 15   | 8    | 0    | 0     | 0     | 130      |
| MON | 23   | 21   | 23   | 15   | 10    | 10    | 31    | 13   | 10   | 22   | 19   | 10   | 5    | 31   | 4     | 0     | 224      |
| TUE | 24   | 18   | 8    | 21    | 25    | 6     | 6     | 9    | 9    | 15   | 14   | 22   | 10   | 12   | 2     | 3     | 180      |
| WED | 25   | 15   | 20   | 9    | 9     | 11    | 25    | 10   | 4    | 14   | 18   | 12   | 8    | 30   | 7     | 0     | 192      |
| THU | 26   | CLOSED FOR CLEANING | 29 | 8 | 10 | 11 | 15 | 20 | 24 | 17 | 7 | 2 | 3 | 146 | 2 |
| FRI | 27   | 16   | 20   | 17    | 17   | 14    | 29    | 13   | 8    | 18   | 21   | 14   | 10   | 21   | 2     | 1     | 221      |
| SAT | 28   | 17   | 4    | 20    | 24    | 12    | 11    | 26   | 11   | 20   | 21   | 21   | 5    | 0    | 0     | 0     | 192      |
| SUN | 29   | 19   | 7    | 13    | 2     | 10    | 9     | 9    | 9    | 28   | 21   | 16   | 5    | 0    | 0     | 0     | 148      |
| MON | 30   | 20   | 20   | 9     | 29    | 22    | 26    | 18   | 12   | 14   | 24   | 19   | 16   | 31   | 5     | 1     | 266      |
| TUE | 31   | 14   | 14   | 24    | 16    | 10    | 6     | 7    | 8    | 16   | 23   | 27   | 6    | 8    | 7     | 1     | 187      |
| TOTAL | 457 | 335 | 361 | 492 | 435 | 436 | 401 | 306 | 442 | 515 | 502 | 270 | 352 | 76 | 19 | 5399 |

**GUESTS:** 217

*POOL CLOSED FOR POWER OUTAGE 1/10 @ 1PM*

**CAREGIVERS:** 9
AQUATICS CLASSES STATS

JANUARY 2017

**Monday**
- *8:30am class* total = 72 avg = 17
- *10:00am class* total = 99 avg = 24
- 11:00am class total =140 avg = 28
- 12:00pm class total = 68 avg = 14
- 1:15pm class total = 16 avg = 4 16 total JAN
- 7:00pm class total =111 avg = 22

**Tuesday**
- 5:00pm class total = 59 avg = 15

**Wednesday**
- *8:30am class* total = 46 avg = 16
- *10:00am class* total = 71 avg = 24
- 11:00am class total =101 avg = 25
- 12:00pm class total = 60 avg = 15
- 1:30pm class total = 10 avg = 3 10 total JAN
- 7:00pm class total = 84 avg = 21

**Thursday**
- 5:00pm class total = 54 avg = 14 113 total JAN

**Friday**
- *8:30am class* total = 68 avg = 18 186 total JAN*
- *10:00am class* total = 80 avg = 27 250 total JAN*
- 11:00am class total = 85 avg = 21 326 total JAN
- 12:00pm class total = 44 avg = 11 172 total JAN
- 7:00pm class total = 78 avg = 20 273 total JAN

**Saturday**
- 1:00pm class total = 77 avg = 19 77 total JAN

**TOTAL = 1,423**

*436  are in classes taught by independent contractors
987  are in classes taught by fitness staff
## DEL VALLE AQUATICS and FITNESS REGISTRATION
### JANUARY 2017

### ATTENDANCE NUMBERS

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### ROOM & POOL NUMBERS

| AEROBIC ROOM #s: | 2185 |
| SHAHASTA ROOM #s: | 1273 |
| SIERRA ROOM #s: | 1801 |
| POOL STAFF CLASSES: | 987 |
| POOL CONTRACTOR CLASSES: | 436 |
| POOL CLASS TOTAL: | 1423 |
| POOL TOTALS: | 66,196 |
| TRAINER ACTIVITY |
| TOTAL ¾ HOUR SESSIONS | 72 |
| TOTAL 1 HOUR SESSIONS | 84 |
| TOTAL FREE SESSIONS | 216 |
| TOTAL CLASSES TAUGHT | 125 |
| TOTAL PAID SGT/WORKSHOP CLIENTS | 61 |

### POOL TOTALS

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### FITNESS TOTALS

| JAN | FEB | MAR | APR | MAY | JUN | JUL | AUG | SEP | OCT | NOV | DEC | YTD | POOLS | TOTAL |
|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-------|-------|
| 12/11 | 1234 | 1245 | 1256 | 1267 | 1278 | 1289 | 1290 | 1301 | 1312 | 1323 | 1334 | 1345 | 1356 | 1367 |
| 12/12 | 1356 | 1367 | 1378 | 1389 | 1390 | 1401 | 1412 | 1423 | 1434 | 1445 | 1456 | 1467 | 1478 | 1489 | 1490 |
| 12/13 | 1501 | 1512 | 1523 | 1534 | 1545 | 1556 | 1567 | 1578 | 1589 | 1590 | 1601 | 1612 | 1623 | 1634 | 1645 |
| 12/14 | 1706 | 1717 | 1728 | 1739 | 1750 | 1761 | 1772 | 1783 | 1794 | 1805 | 1816 | 1827 | 1838 | 1849 | 1860 |
| 12/16 | 2306 | 2317 | 2328 | 2339 | 2350 | 2361 | 2372 | 2383 | 2394 | 2405 | 2416 | 2427 | 2438 | 2449 | 2460 |
| 12/17 | 2806 | 2817 | 2828 | 2839 | 2850 | 2861 | 2872 | 2883 | 2894 | 2905 | 2916 | 2927 | 2938 | 2949 | 2960 |

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**Page 11**
FITNESS CENTER ADVISORY COMMITTEE REPORT

REGULAR MEETING
WEDNESDAY, FEBRUARY 8, 2017, AT 9:30 A.M.

A regular meeting of the Fitness Center Advisory Committee (FCAC) was called to order by the Chairman, Claudia Tierney, at 9:30 a.m. on Wednesday, February 8, 2017, in the Board Room at Gateway Complex.

Present, in addition to the Chairman, were Catherine S. Herdering, Vice Chairman, Sherry S. Smith, Secretary, Carol A. Green, Charlotte A. Howard, Barbara Leonard, Virginia Lee Rapp, and Melvin C. Fredlund, GRF representative and ex-officio member. Also attending were Leslie Birdsall, President, and Mary Lou Delpech, Secretary, GRF; Timothy O’Keefe, CEO; Jeffrey P. Matheson, Director of Resident Services; Masha Henzel, Fitness Supervisor; and one resident.

The report of the Committee’s regular meeting of January 11, 2017, was approved as written.

The Chairman reported that there were 15,368 visits to the Fitness Center for January 2017. There were almost 21,000 visits to the whole facility, 4,698 memberships, 1,944 unique scans, and 1,185 sign-ins.

Ms. Henzel reported that two treadmills were down and would not be replaced before completion of the Del Valle Complex Renovation Project.

Mr. Matheson presented an update on the Del Valle Complex Renovation Project, including handouts showing examples of how the layout might look. Three bids arrived Monday, February 6, 2017, and all came in under budget. The bids and financing options will be discussed at a special Finance Committee meeting on Friday, February 10th, at 9:00 a.m. in the Club Room at Creekside Complex. With the advice of staff and the Finance Committee, the GRF Board will be asked to award a contract at its mid-month meeting on Tuesday, February 14th, at 9:00 a.m. in Peacock Hall.

A contract with the company supplying the modular buildings for the temporary Fitness Center will need to be signed and City permits will need to be obtained before the modular buildings can be installed. Mr. Matheson estimated that the community will be without a fitness facility for approximately three weeks during the transition. Del Valle pools will need to be closed sporadically due to power interruption, construction delivery, etc. He pointed out that the Collar and Hillside pools are scheduled to reopen March 1st. All information will be available on the Fitness Center website, which is currently being updated.
Fitness Center Advisory Committee
Regular Meeting -2- February 8, 2017

There was minimal discussion regarding an amendment to the Fitness Center rules and Pool rules to lower the minimum age for guests from eighteen to sixteen. Mr. Matheson pointed out that any motion will be conditional in that the Aquatics Advisory Committee (AAC) will also need to vote on a proposed amendment.

Following discussion, a motion was made by Ms. Smith and seconded by Ms. Rapp to recommend to the GRF Board that the minimum age for guests to the Fitness Center be lowered from eighteen to sixteen, conditional upon the AAC approving a similar amendment to the pool rules. The vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Per the suggestion of Ms. Green, should the amendment be adopted, it would not take effect until completion of the Del Valle Renovation Project.

The Chairman adjourned the meeting at 10:30 a.m.

The next regular meeting of the FCAC will be held on Wednesday, March 8, 2017, at 9:30 a.m. in the Board Room at Gateway Complex.

Claudia Tierney, Chairman
Fitness Center Advisory Committee

Adjournment/ Next Mtg.
3/8/17

Attachment: Fitness Center Statistics
## ATTENDANCE NUMBERS

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<td>Pool Contractor Classes: 436</td>
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## ROOM & POOL NUMBERS

| Pool Attendance Total: | 5399  | Total Memberships: 4698 |
| Pool Guest Total: | 217   |                       |
| Pool Caregiver Total: | 9     | Trainer Activity: 1944 |
| Pool Totals: | 5625  | Total ½ Hour Sessions: 72 |
| Facility Total: | 20993 | Total 1 Hour Sessions: 84 |
|                     |       | Total Free Sessions: 216 |
|                     |       | Total Classes Taught: 125 |
|                     |       | Total Paid SGT/Workshop Clients: 61 |

## POOL TOTALS

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GOLF ADVISORY COMMITTEE REPORT

REGULAR MEETING
FRIDAY, FEBRUARY 10, 2017, AT 9:00 A.M.

A regular meeting of the Golf Advisory Committee (GAC) was convened by the Chairman, John McDonnell, at 9:00 a.m. on Friday, February 10, 2017, in the Board Room at Gateway Complex.

Present, in addition to the Chairman, were Donald A. Terry, Vice Chairman, Mary Jane Hargrove, Mary Hufford, Robert L. Montgomery, Susan Williamscn, and Mary Lou Delpech, ex-officio member and GRF Board representative. William L. Herrick was excused. Also attending were Mark K. Heptig, Director of Golf; Blake Swint, Golf Course Superintendent; Dickey Nitta, Chief Marshal; and two residents.

The report of the Committee’s regular meeting held on January 13, 2017, was approved as written.

The Chairman reported that Messrs. Heptig and Montgomery met recently to discuss the golf budget.

Ms. Delpech reported that the GRF Board of Directors has the proposed revised golf rules on its agenda for its February 23rd meeting and that three bids have been received for the Del Valle Complex Renovation Project.

Ms. Hufford, representing the Women’s 18-Hole Club, reported the following: 1) there are currently 121 members; and 2) Mr. Heptig and Chris Andres, a member of the Pro Shop staff, recently gave a presentation to the Club’s new members.

Ms. Hargrove, presenting the Women’s 9-Hole Club, reported the following: 1) the Club has 141 members; and 2) during the Club’s general “meet and greet” meeting, the featured speakers were Timothy O’Keefe, CEO, and Katileen Lampore, a personal trainer at the Fitness Center.

Mr. Montgomery, representing the Rossmoor Men’s Golf Club, reported the following: 1) the Club currently has 353 members; 2) the Club’s last Board meeting focused on the budget. There was a decision to raise certain fees for home and away events sponsored by the Club; 3) there is a continuing effort on the part of the Club’s Communications Subcommittee to improve the website; 4) the golf directory has been delayed in part due to a problem at the printer. It is anticipated that the directories will be ready within the next week; and 5) there is also an effort being led by RMGC members Michael Weisenberg to provide an informational brochure about golf at Rossmoor, including a description of the Clubs and some of the events.

A rough draft of the information brochure was then presented to the GAC and is still a work in progress. Mr. Weisenberg asked the Clubs to review their sections for accuracy. Questions of cost and distribution are still being worked out. He also asked the GAC to help with a plan to educate and train Rossmoor golfers and guests to be
more engaged and active in the process of ensuring that players always leave the course better than they found it.

Ms. Williamson, representing the Happy Hackers, reported the following: 1) the Club has 120 members, but typically, a lot of new members sign up at the first event; and 2) the Club will have an orientation meeting on March 7th.

Mr. Terry reported that the Golf Hosting Program has been dormant during the rainy weather.

Mr. Heptig presented the financial report and the Golf Management report, which are attached. The story, of course, is the unrelenting rain, which has kept the golf course closed throughout much of January. He reported that the weather has impacted revenue for golf courses and sales for the Pro Shop. Unfortunately, the Pro Shop's hourly employees had their work hours reduced. On a positive note, sales of annual passes increased over last year. Lastly, he reported that a golf course guide showing a hole-by-hole description of the golf course will be available in the Pro Shop. The guide is being provided by a company that sells advertising so there is no cost to the Pro Shop.

Mr. Swint presented the Golf Course Superintendent's report, which is attached. Both Mr. Swint and Mr. Heptig reviewed the status of the golf course. One aspect the Committee and the Rossmoor community need to keep in mind is that the golf course acts as a sort of floodplain for the valley. Water from the surrounding Mutuals feeds onto the course and into the creek, stressing the infrastructure. The grounds crew has had to work in creative ways to try and direct the water to minimize damage. The previous work done in the drier years to add drain work throughout the course has helped with drainage. It was reported that five trees on the golf course have been lost. The trees are monitored closely by the grounds crew each morning to identify potential hazards.

Mr. Heptig also reported working with the landscape designer and Rebecca Pollon, Landscape Manager, on addressing issues of appropriate landscaping on areas adjoining the golf course.

Mr. Nitta gave the Chief Marshal's report and said that the marshals have reported to him that play on "cart path only" days could be improved if there was a reduction in the number of carts players used.

Following discussion, a motion was made by Mr. Terry, seconded by Ms. Williamson, and CARRIED UNANIMOUSLY that the GAC recommend that on "cart path only" days, foursomes use no more than two golf carts.
Mr. Nitta asked the Committee to approve two replacement marshals, Marc E. Raynor and Robert J. Erdmann. The Committee approved the two new marshals by unanimous consent.

The Committee discussed enforcement of golf course rules, which was deferred from its January meeting. It was explained that the rules are enforced by the Director of Golf in cooperation with Pro Shop staff and the Marshals. The question of how to protect the course after the Pro Shop is closed and on days when the course is not open was discussed. It was decided that Mr. Heptig, Mr. Nitta and the Chairman would meet with Securitas to help develop a possible plan for rules enforcement. The elements to be explored are protecting damage to putting greens, unauthorized play, and damage by abuse to the course. Another topic will be reviewing the emergency response plan for medical assistance to the different areas of the golf course, including during times when it is being used on non-golf days.

The Committee then discussed the matter of posting scores when golf course conditions are not suitable for normal playing conditions. In order to avoid the posting of abnormal scores during rounds played in abnormal conditions, it was decided to provide clarification on who makes the determination as to whether it is appropriate to post scores.

Following additional discussion, a motion was made by Ms. Hufford, seconded by Mr. Terry, and CARRIED UNANIMOUSLY that the Director of Golf will determine when the golf course condition is such that posting of scores will not be allowed and shall apply to all players.

There being no further business to come before the Committee, the meeting was adjourned at 10:25 a.m.

The next regular meeting of the Committee will be held on Friday, March 10, 2017, at 9:00 a.m. in the Board Room at Gateway Complex.

John McDonnell, Chairman
Golf Advisory Committee

JM/kv
## 2017 Golf Course Rounds

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<tbody>
<tr>
<td>1,012</td>
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<td>1,012</td>
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# 2016 Golf Course Cash Receipts

<table>
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<th>Actual</th>
<th>YTD</th>
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<td>Apr</td>
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<td>Oct</td>
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<td>Nov</td>
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</tr>
<tr>
<td>Dec</td>
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</tr>
<tr>
<td>2017 YTD</td>
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</tr>
<tr>
<td>2016 YTD</td>
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</tr>
<tr>
<td>Golf Cards</td>
<td></td>
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</tr>
<tr>
<td>Annual 18 holes @ $1,800.00</td>
<td>61,200.00</td>
<td>61,200.00</td>
<td>61,200.00</td>
<td>61,200.00</td>
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<tr>
<td>1st Qtr (Jan-Mar) @ $400.00</td>
<td>3,200.00</td>
<td>3,200.00</td>
<td>3,200.00</td>
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<tr>
<td>2nd Qtr (Apr-Jun) @ $600.00</td>
<td>-</td>
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<td>-</td>
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</tr>
<tr>
<td>3rd Qtr (Jul-Sep) @ $600.00</td>
<td>-</td>
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<td>-</td>
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</tr>
<tr>
<td>4th Qtr (Oct-Dec) @ $400.00</td>
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</tr>
<tr>
<td>Annual 9 holes @ $900.00</td>
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<tr>
<td>1st Qtr (Jan-Mar) @ $200.00</td>
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<td>1,400.00</td>
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<td>1,400.00</td>
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<td>2nd Qtr (Apr-Jun) @ $300.00</td>
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<tr>
<td>3rd Qtr (Jul-Sep) @ $300.00</td>
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</tr>
<tr>
<td>4th Qtr (Oct-Dec) @ $200.00</td>
<td>-</td>
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<tr>
<td>Sponsored Guest @ $1,000.00</td>
<td>9,000.00</td>
<td>9,000.00</td>
<td>9,000.00</td>
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<tr>
<td>Golf Card Income Deferred</td>
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<td><strong>Subtotal - Cards</strong></td>
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<tr>
<td><strong>Greens Fees</strong></td>
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<tr>
<td>Residents</td>
<td></td>
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<tr>
<td>18 holes @ 24.00</td>
<td>2,880.00</td>
<td>2,880.00</td>
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<tr>
<td>9 holes @ 12.00</td>
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<tr>
<td>18 holes @ 9 hole rate $12.00</td>
<td>36.00</td>
<td>36.00</td>
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<tr>
<td>18 holes late @ 18.00</td>
<td>450.00</td>
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<td>9 holes late @ 9.00</td>
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<td>1,017.00</td>
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</tr>
<tr>
<td><strong>Subtotal - Residents</strong></td>
<td>5,739.00</td>
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</tr>
<tr>
<td>Sponsored Guest</td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18 holes @ 24.00</td>
<td>264.00</td>
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</tr>
<tr>
<td>9 holes @ 12.00</td>
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<tr>
<td>18 holes late @ 18.00</td>
<td>18.00</td>
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</tr>
<tr>
<td>9 holes late @ 9.00</td>
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<td><strong>Subtotal - Sponsored Guest</strong></td>
<td>306.00</td>
<td>0.00</td>
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<td>Guests - Weekdays</td>
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<tr>
<td>18 holes @ 40.00</td>
<td>560.00</td>
<td>560.00</td>
<td>1,640.00</td>
<td>1,640.00</td>
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<td>9 holes @ 20.00</td>
<td>680.00</td>
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<td>640.00</td>
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<td>18 holes late @ 30.00</td>
<td>60.00</td>
<td>60.00</td>
<td>120.00</td>
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<tr>
<td>9 holes late @ 15.00</td>
<td>510.00</td>
<td>510.00</td>
<td>760.00</td>
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<td>18 holes special @ $24.00</td>
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<td>9 holes special @ $12.00</td>
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</tr>
<tr>
<td><strong>Subtotal - Guests weekdays</strong></td>
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<td>Guests - Weekends &amp; Holidays</td>
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<td>18 holes @ 50.00</td>
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<td>2,250.00</td>
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<tr>
<td>9 holes @ 25.00</td>
<td>300.00</td>
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<td>1,300.00</td>
</tr>
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<td>18 holes late @ 30.00</td>
<td>38.00</td>
<td>38.00</td>
<td>570.00</td>
<td>570.00</td>
</tr>
<tr>
<td>9 holes late @ 15.00</td>
<td>666.00</td>
<td>666.00</td>
<td>646.00</td>
<td>646.00</td>
</tr>
<tr>
<td><strong>Subtotal - Guests Weekends &amp; Holidays</strong></td>
<td>2,546.00</td>
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<tr>
<td><strong>Total - Guests</strong></td>
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<tr>
<td></td>
<td>4,662.00</td>
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<td>0.00</td>
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<tr>
<td><strong>Tournaments</strong></td>
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<td></td>
<td></td>
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<tr>
<td></td>
<td>205,601.00</td>
<td>-</td>
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<td>-</td>
</tr>
<tr>
<td><strong>Total Play Revenue</strong></td>
<td>205,601.00</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Misc income/Gas Sales</td>
<td>-</td>
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<tr>
<td><strong>Total Golf Course Revenue</strong></td>
<td>205,601.00</td>
<td>-</td>
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</table>

**Fuel Gallons**

- 0
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- 0
- 0
- 0
- 0
- 0
- 0
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- 0
- 0
## 2017 Golf Shop Sales

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<th>January</th>
<th>2017 YTD</th>
<th>2016 YTD</th>
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<tr>
<td>Merchandise Sales</td>
<td>5,093</td>
<td>5,093</td>
<td>11,668</td>
</tr>
<tr>
<td>Cart Rental</td>
<td>1,375</td>
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<tr>
<td>Club Repair</td>
<td>148</td>
<td>148</td>
<td>13</td>
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<tr>
<td>Golf Lesson</td>
<td>300</td>
<td>300</td>
<td>680</td>
</tr>
<tr>
<td>Driving RNG</td>
<td>1,160</td>
<td>1,160</td>
<td>2,529</td>
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<tr>
<td><strong>Total</strong></td>
<td><strong>8,076</strong></td>
<td><strong>8,076</strong></td>
<td><strong>17,427</strong></td>
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</table>
January was a very wet month. Continual downpours kept the golf courses closed for several days. It was the wettest January since 1995 and ranked the 8th most rain since 1950. The number of rounds played was down to only 1,012 compared to 1,822 during a wet 2016. Only two years ago we did 4,620 rounds in January. All of the daily rate numbers were down significantly, sometimes 50%. However, we were up in “annual” payments. We collected over $195,000 compared with $183,400 collected in 2016.

The golf shop business was predictably hit hard by the poor weather. Each category (merchandise sales, cart rental, golf lessons and driving range) were down at least 50% when compared to last year. Our hope is that we will bounce back strongly once the good weather returns.

The golf shop crew was kept busy with inventory, cleaning, organizing, meeting with vendors and taking some vacation time. Most of the staff is hourly so there has also been a reduction in hours which means lost income for staff. The golf course crew has been kept very busy trying to maintain the golf courses. All the big machine operators have to help with keeping the creek clear, cleaning up downed branches and putting the bunkers back together. The hours of manual labor to repair the courses and get them ready for play is immense.

It is only a few weeks before the tournament seasons begin for all the golf clubs. It will be a very busy season with many great events. The staff is also starting to organize our spring clinic schedule. We are looking to start the clinics in late March.
Golf Course Superintendent’s Report

February 10, 2017

Our weather station has recorded 23.54 inches of rainfall during the first 7 months of the 2016-2017 rainfall monitoring season which began on 7/1/16. During the first 7 days of this month 6.32” of rainfall has been recorded.

Both golf courses have continued to suffer greatly following receiving such a high amount of rainfall. The heavy clay based soil that supports our turf is completely saturated. A layer of standing water remains the surface of the majority of our turf areas for several days following rainfall. The turf areas are simply too wet and slippery for individuals to safely walk on which has made it necessary to close the golf courses for extended periods of time.

Because cold weather followed most of the rain events the grass has not grown at a rate beyond our mowing ability while using our lighter mowers.

So far during 2017 we have lost 5 trees during the stormy weather.

Wet soil conditions that have continued to exist during the past 6 weeks has made it necessary to suspend our bunker renovation work.

During January we were able to install perforated pipe and gravel drain lines along and crossing the cart path on the 10th tee on Dollar Ranch.
COMPENSATION COMMITTEE REPORT
MEETING OF
WEDNESDAY, JANUARY 18, 2017, AT 1:30 PM

A regular meeting of the Compensation Committee was convened by Chair Les Birdsal at 1:30 PM, in the Fairway Rooms in the Creekside Social Building.

Present, in addition to the Chair, were Committee members Sue Adams and Mel Fredlund. Also in attendance were Tim O’Keefe, CEO of GRF; Anthony W. Grafals, General Counsel and Director of Confidential Services; Judith Perkins, Sr. Manager Human Resources, and Marla Pascoe, HR Generalist, and Rick Chakoff, CFO.

The report of the Committee’s meeting held on December 15, 2016, was reviewed and approved by the Committee as presented.

Directors Delpech, Haley, and Roath were present; no comments were offered at the Resident’s Forum.

Chair Birdsal introduced the topic by noting that he expected to have a recommendation for the Board of Directors at the end of the discussion.

Grafals then reviewed the general idea of the proposed change, which is 1) to tie a cost-of-living increase in wages eligible non-represented staff to a specific 12-month period change in the Consumer Price Index – Urban (CPI-U) for the San Francisco Bay Area; and 2) to provide a separate sum to be used to recognize high-performing employees.

To be eligible for the cost-of-living increase, employees must have at least six months employment, meet the required performance goals for their position, and not be in a corrective action status (i.e., disciplinary action short of termination). To be eligible for the additional increase, an employee must be rated above the median score for their year-end evaluation.

Discussion of this proposal included the CPI-U options, which are limited due to the timing of the budget process; the use of the recognition sum to include market adjustments as required; various means of arriving at the appropriate recognition sum; and a review and clarification of how the compensation pay bands move in relation to the local employment market.

After a motion duly made, seconded, and discussed, the Compensation Committee voted unanimously to recommend to the Board of Directors that the Consumer Price Index-Urban, with no exclusions, as published by the Bureau of Labor Standards, be used to set the cost of living raise for eligible employees.

After a motion duly made, seconded, and discussed, the Compensation Committee voted unanimously to recommend to the Board of Directors that the Consumer Price Index-Urban, with no exclusions, for the San Francisco Bay Area, as published by the Bureau of Labor Standards, be adopted as the index to be applied to cost of living increases.
Compensation Committee
January 18, 2017

Upon a motion duly seconded and following discussion, the Committee voted unanimously to recommend that the CPI-U for the 12 month period ending in April of each year, be used to determine the cost of living increase.

After a motion duly made, seconded, and discussed, the Compensation Committee voted unanimously to recommend to the Board of Directors that the recognition sum be equal to 1/2 the cost-of-living increase amount, to be used to recognized high-performing employees and to make market adjustments if required.

After a brief discussion, it was agreed that Staff will be responsible for suggesting future compensation reviews by external consultants as needed.

The February meeting of the Compensation Committee was cancelled. Future meetings will be called as needed and published appropriately.

The meeting was adjourned at 3:16 pm.

Leslie Birdsall, Chair
Compensation Committee

JP/m
SUMMARY REPORT
GOLDEN RAIN FOUNDATION BOARD OF DIRECTORS

REPORT PREPARED BY:
Anthony W. Grafals, General Counsel and Director of Confidential Services

REQUESTED ACTION:
Consider revisions to the existing compensation management structure for possible Board approval and adoption.

RECOMMENDATION:
At its January 18, 2017 meeting, the Compensation Committee voted unanimously to recommend to the Board, changes to the current Compensation Management Structure, to incorporate an annual cost of living adjustment to GRF wages of employees performing satisfactorily, based on the CPI-U published by the Bureau of Labor Statistics (BLS) in April each year, along with an additional discretionary market/merit adjustment amount equivalent to 50% of the cost-of-living adjustment, to be distributed to employees scoring above the median on an annual objective performance evaluation.

BACKGROUND:
In 2011, the Board adopted a compensation management structure (CMS) for wages and cash benefits that can be allocated to staff. That structure was intended to replace the prior practice of providing staff with regular cost of living increases. Instituting the CMS was viewed as a means of attracting, promoting and retaining highly qualified staff.

The CMS relies on market wage data purchased through surveys performed by firms with expertise in compensation management. That data is used to establish wage bands for each position or broader position classification. Each wage band has a minimum (floor) and a maximum (cap) beyond which employees’ compensation should not be adjusted. The compensation bands themselves are adjusted periodically based on the survey data received, indicating the upper and lower market price for a given position or class of position during the limit year. Employee wages are adjusted within those bands based on individual performance metrics.

This system depends on an evaluation of each employee demonstrating that s/he meets at least acceptable performance standards, and sufficient funding for wages to maintain existing relative compensation for some wage-earners, and to provide incentive, or merit, pay for top performers to incentivize continued high performance.

However, since the adoption of the CMS at GRF, annual wage increase percentages have consistently lagged behind actual changes in the annual cost of living as reflected in the CPI-U for the SF-Oakland-San Jose Metro Area, as illustrated by the following table:
This trend was confirmed in the 2016 review of the CMS by an outside consultant engaged to determine whether the CMS was being properly administered. The outside consultant noted that the CMS appeared to be properly administered as evidenced through appropriate shifts in the various compensation bands. However, wages for many positions were noted to be shifting lower within their bands. If such a trend continues, the obvious result will be a need to provide significant increases at some point in the future just to keep wages minimally competitive and within their market bands, thus making it difficult to retain existing staff or attract new competent replacements, without a large one-time catch up contribution to affected wages.

During the 2016 Board-year, comments from the Board suggested that maintaining Rossmoor-Walnut Creek as a premier senior adult community remains a priority. To that end, maintaining a highly competent staff is crucial.

Additionally, during the 2016 budget cycle, it was noted that some employees’ wages had either fallen below the minimum market compensation rate for their wage band, or were never able to catch up to their minimum in the absence of increases greater than that of the cost-of-living.
In considering how best to ameliorate the current trend, the Committee agreed that an approach for maintaining the cost of existing employees performing satisfactorily should be incorporated as a mechanism to ensure that over time, wage increases do not continue to regularly lag the applicable CPI-U.

Therefore, the Committee agreed that a bifurcated approach which combines a standard cost-of-living-increase system with a merit based reward system would be effective. The Committee now therefore recommends the following changes to the current CMS:

1. Annually, all employees who meet specific criteria and are performing satisfactorily will receive a Cost-Of-Living-Increase consistent with the 12 mos. percentage change in the CPI-U for the SF-Oakland-SJ Metro Area for the end of April, which can be allocated to the then next fiscal year.

2. In addition to the Cost-of-Living-Increase, during any year in which the Board determines sufficient funds are or will be available for a merit increase in the following year, additional funds equivalent to ½ of the afore mentioned cost-of-living increase, will be made available to the CEO to distribute to employees scoring above average on an objective annual performance review for the prior year.

3. Wages will continue to be subject to the caps and floors established as a component of the CMS for the applicable calendar year, notwithstanding the actual or proposed award of either a cost-of-living-increase or merit increase.

By establishing fixed targets and dates and by combining a cost-of-living based system with a merit based system, it is anticipated that wages will be managed so as to reward high performance, with the resultant expectation that high employee performance is consistent with the ability to remain a premier senior community, thereby avoiding the need for large catch-up contributions in the future.

**SUBSEQUENT ACTIONS:**
Review, discuss, and vote on whether to adopt the recommended changes at the March 30, 2017 Board meeting.

**FINANCIAL IMPACT:**
Future impact will depend upon future cost of living changes. The actual difference between the CPI-U and GRF wage increases during the five years since adoption of the CMS is 3.3%. Thus, the average annual difference between applicable CPI data and wage increases for the past 5 years was 0.66% per year. However, avoiding the need for subsequent “catch-up” contributions to wages in later years would make the net long-term impact neutral.

**ATTACHMENTS:**
Comparing 2011 and 2016 Compensation to the Median Compound Growth Rate of $1 Earned in 2009
### Comparing 2011 and 2016 Compensation to the Median

**Percent of Employees in Each Category**

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<th>PERCENT</th>
<th>N=61 2011</th>
<th>N=64 2016</th>
</tr>
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<tr>
<td>-25%</td>
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<td>3.1%</td>
</tr>
<tr>
<td>-15%</td>
<td>1.6%</td>
<td>3.1%</td>
</tr>
<tr>
<td>-5%</td>
<td>4.9%</td>
<td>23.4%</td>
</tr>
<tr>
<td>Median</td>
<td>11.5%</td>
<td>34.4%</td>
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<tr>
<td>15%</td>
<td>23.0%</td>
<td>29.7%</td>
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<tr>
<td>25%</td>
<td>27.9%</td>
<td>4.7%</td>
</tr>
<tr>
<td>&gt;25%</td>
<td>29.5%</td>
<td>1.6%</td>
</tr>
</tbody>
</table>

|          | 100.0% | 100.0% |

**Salary 2011-2016**

![Bar chart showing percent of employees in each category for 2011 and 2016]
COMPOUND GROWTH RATE OF $1 EARNED IN 2009

<table>
<thead>
<tr>
<th>Year</th>
<th>GRF Increase</th>
<th>CPI</th>
<th>Staff Recommendation</th>
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<tr>
<td>2009</td>
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<tr>
<td>2010</td>
<td>$1.01</td>
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POLICY COMMITTEE REPORT

REGULAR MEETING
TUESDAY, FEBRUARY 7, 2017, AT 1:30 P.M.

A regular meeting of the Policy Committee was convened by the Chairman, Robert D. Kelso, at 1:30 p.m. on Tuesday, February 7, 2017, in the Board Room at Gateway Complex.

Present, in addition to the Chairman, were Sue DiMaggio Adams, Leslie Birdsall, and Geraldine Pyle. Also attending were Melvin C. Fredlund, Vice President, and Mary Lou Delpech, Secretary, GRF; Timothy O'Keefe, CEO; Anthony W. Grafals, General Counsel; Dennis Bell, Public Safety Manager; and one resident.

The Policy Committee's report of its meeting held on December 6, 2016, was approved as written.

The Chairman began the discussion of Policy 103.1, Entry Into Rossmoor, and explained the reason for including the policy on the agenda for possible review. Mr. Bell then provided background information on the policy and Public Safety's efforts to enforce same. After discussion, the Committee agreed not to pursue further review of the policy.

The Chairman announced that the next regular meeting of the Policy Committee will be held on Tuesday, March 7, 2017, at 1:30 p.m. in the Board Room at Gateway Complex.

There being no further business to come before the Committee, the meeting was adjourned at 1:46 p.m.

Robert D. Kelso, Chairman
Policy Committee

kv
SUMMARY REPORT
GOLDEN RAIN FOUNDATION BOARD OF DIRECTORS

REPORT PREPARED BY:
Anthony W. Grafals, General Counsel and Director of Confidential Services

REQUESTED ACTION:
Review proposed revised Rule 103.0 (Golf Courses) for possible adoption.

RECOMMENDATION:
At its December 6, 2016 meeting, the Policy Committee voted unanimously to recommend proposed revised Rule R103.0 (Golf Courses) to the Board for adoption.

BACKGROUND:
Recently, the Golf Advisory Committee undertook a review of Rule 103.0 (Golf Courses) and voted to make recommendations for changes to the Rule. The changes proposed were reviewed and discussed at the November 1, 2016 meeting of the Policy Committee. Mark Heptig, Director of Golf Courses for GRF attended the meeting to discuss the proposed changes.

At that meeting, additional changes were requested by the Policy Committee, including a request to the General Counsel to review the Rule in its entirety and where appropriate “clean up” and “simplify” the language without altering its meaning.

The revised document was resubmitted for consideration at the December 6, 2016 meeting of the Policy Committee, whereupon the Policy Committee voted unanimously to recommend the proposed revised Rule R103.0 to the Board for adoption.

The proposed revised Rule R103.0 was presented to the Board for consideration at its January 26, 2017 regular meeting.

ATTACHMENTS:
Proposed Revised Rule R103.0 (Golf Courses) (blackline)
Subject: Golf Courses

Purpose: To Establish Rules and Regulations for the Golf Courses

The golf courses are under the direct control of the Golden Rain Foundation and its Golf Advisory Committee. These rules apply to the Dollar Ranch golf course (18 holes), the Creekside golf course (9 holes), the driving range and all practice areas.

The Director of Golf and/or Superintendent have the authority to determine, on a daily basis, when the golf courses, driving range and practice greens are to be closed because of weather conditions or playability issues and in the event of a closure post appropriate notice so indicating.

"Local rules" for golf play may, as needed, be developed and approved by the Director of Golf, as needed, either individually or in concert with the Golf Advisory Committee. Such "local" rules will be published on the scorecards for the two courses. The Golden Rain Foundation Golf Advisory Committee as part of its charter is "advisory to the Director of Golf about the playability of the courses (level of services), scheduling of golf events, playing rules, clothing rules, etc." In carrying out its responsibilities, the Golf Advisory Committee, in concert with the Director of Golf, may determine that certain rules are necessary. Such rules will be published in a golfer's handbook that will be available to all Rossmoor residents and guests and/or posted in the Golf Shop as applicable. Although these Local Rules are not part of this GRF Rule R103.0, they shall be enforced as if they were included in this Rule R103.0.

Additionally, Rossmoor's four golf organizations (Men's Club, Women's 18, Women's 9 and Happy Hackers) each have established rules of membership and participation. The above referenced "local" Golf Advisory Committee rules are noted herein as a courtesy but not to be enforced by GRF. The local and Golf Advisory/Director of Golf Rules are not considered part of this GRF Rule R103.0 and shall not be in conflict with these rules; however, they shall be enforced as if part of this rule.

I. General Rules and Regulations

1) The golf courses are available only to the residents and their guests and employees as provided in GRF Policy 303.1. Additionally, the Golden Rain

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1 A resident, for purpose of this rule is defined as a member of the GRF, a co-occupant, or an approved lessee or sub-lessee.
Foundation reserves the right to allow outside tournaments and guest programs at its sole discretion.

2) The courses and the golf shop are open every day except Monday. On GRF recognized holidays that fall on Mondays, the golf courses and the golf shop will be open. The golf shop and driving range open at 7:00 a.m. Closing hours for both are adjusted according to the season.

3) Each player must have a set of clubs and golf bag.

4) If players cause any damage to the golf courses or other GRF property or surrounding homes it is their responsibility to notify the Director of Golf or his/her designee and arrange for payment to repair the damage.

5) Players should respect the tranquility and the privacy of the occupants of nearby manors when playing and especially when searching for golf balls that may be lost out of bounds near homes.

6) Non-golfers may ride in a golf cart with a golfer, but must stay in the golf cart during play.

7) Threesome and foursome play is the accepted playing format and will have the right-of-way over all other groups. Twosomes and single players have no right-of-way at any time. They may, however, only pass foursomes and threesomes only when a foursome or threesome with the consent of such foursome/threesomes.

8) Male players have exclusive use of both courses until 1:00 pm each Wednesday. Men’s Club tournaments shall have priority for starting times on Wednesday. The Director of Golf shall have authority to make exceptions to the above to maximize course utilization and convenience for residents.

9) Female players have exclusive use of both courses until 1:00 p.m. each Thursday. Women’s 18-Hole and 9-Hole Clubs shall have priority for starting times on Thursday. The Director of Golf shall have authority to make exceptions to the above to maximize course utilization and convenience for residents.

10) Membership in one of the Rossmoor Women’s or Men’s Golf organizations is not a requirement for using the courses.
11) Participation in any golf tournament is subject to the rules of the organization sponsoring the tournament.

12) For their own protection, pedestrians and cyclists are not permitted on the golf courses during days/times when the courses are open for play.

13) Dogs may accompany pedestrians when the golf courses are not open for play as long as provided that the dog is on a leash and the owner cleans up after his/her dog.

14) Dogs and other domestic animals are not permitted on the courses during days/times when the courses are open for play, except as noted below.

   A) “Working” dogs engaged in activities sanctioned by the Director of Golf, e.g. herding wild geese, are permitted on the golf courses at any time at the sole discretion of the Director of Golf or his/her designee.

   B) Dogs may accompany players in privately owned golf carts. The dogs may not leave the carts.

15) Many wild animals can be found on or near the golf courses. Golfers are advised warned to admire them from a safe distance and to not feed them.

16) Alcoholic beverages purchased at the Creekside Clubhouse may not be taken onto the golf courses.

II. Guests

1) Guests must be accompanied by a resident before 12:00 pm. Guests may play unaccompanied after 12:00 pm unaccompanied.

2) Residents are responsible for registering their guests (by calling the golf shop or accompanying them) and may be asked to present their resident identification cards at the time of guest registration.
III. Junior Golfers

1) A Junior golfer is by definition a guest between the ages of 8 and 18.

2) Junior golfers will be permitted to use the practice facilities (driving range and putting green) and golf courses. However, junior golfers between the ages of 8 and 13 must have an adult with them at all times.

3) Children under the age of 8, supervised by an adult, who have their own equipment, may use the practice facilities.

4) Junior golfers are encouraged to play during the “late rate” hours after 1 pm (November through March) and after 2 pm (April through October) at which time they may play at the resident rate.

IV. Golf Course Dress Code

There is a dress code for golf courses (see Golf Advisory Committee/Director of Golf Rules). All golfers must be appropriately attired at all times on the courses and practice areas. Men must wear shirts with a collar and sleeves. Women must wear blouses with at least short sleeves or collar. Tank tops and halters are prohibited. Short-shorts or bathing suits or trunks are prohibited. Shorts must be no more than 4 inches above the knee. Blue jeans are not permitted. We are a soft-spike facility.

V. Making a Tee Time

1) Only residents are allowed to make tee times except: outside tournaments and eligible employees.

2) Tee times may be made up to one week in advance.

3) Tee times may be made beginning at 7:30 a.m. either by telephone or in person. The golf shop staff will assign tee times alternately to persons registering in person and to those registering by telephone.

4) Tee times for Monday holidays will be taken beginning on the Sunday of the prior week (8 days before the Monday holiday).
Rule R103.0

5) Two tee times will be reserved during each prime time hours, i.e., 7:30 a.m. to 3:00 p.m. specified at 15 and 38 minutes of each hour for walk-in players registering in person.

6) Players with reserved tee times have preference over those who do not, e.g., walk-in players.

7) A resident may arrange a starting time for one foursome and/or one group of four or fewer unaccompanied guests for a given day.

VI. Registering to Play

1) All players are required to register with the golf shop staff at the golf shop before playing on either course.

2) The golf shop staff will verify all golfers' identification and collect the appropriate green fees.

3) Resident players and their guests starting before the golf shop is open or after it has closed must register on the sheet provided for that purpose outside the golf shop before starting to play. Players are then required to pay any fees that are due as soon as possible (immediately after play for early morning players and the next day for late evening players).

VII. Start of Play

Players are prohibited from starting play anywhere except from the first tee or as designated by the golf shop staff. Players playing 18 holes on the Creekside Course (two 9 hole rounds) must check with the golf shop staff before starting the second 9 hole round.

VIII. Use of Golf Carts

Golf carts must be registered at the Security office and a registration tag must be placed on the car.

1) These golf cart rules apply to both rental and privately owned carts.

2) Golf cart paths have been installed to preserve the fairways. The Director of Golf and/or Superintendent are authorized to restrict golf carts to the paths
due to weather conditions or playability. Otherwise, the 90-degree rule should be used.

3) Golf carts should be kept at least no closer than 30 feet from all tees and greens except when paths are provided that are closer. See exception below on #6.

4) Golf carts must be kept on the paths on the following holes at all times: hole #7 of the Creekside course, and holes #4, #10, #14 of the Dollar Ranch course.

5) Directional signs for golf carts have been installed at various locations on the course. Golf cart drivers must observe these instructions.

6) Special “disabled golfer access” signs have been installed near the putting greens where disabled players may park to access the putting surface. Individuals must have permission to use these designated areas and display an identifying blue flag obtained from the golf shop. There are rules classes and “Handicap Cart Cart Agreement” forms that must be completed for those needing long-term usage of the handicap flag.

7) Signs and notices may be posted at any time to warn of hazards. Golf cart drivers must follow posted instructions.

8) Golf carts may only be operated on the golf courses by those individuals who are at least 16 years of age and have a valid driver’s license.

9) If a golf cart breaks down on the golf course the golf shop should be notified immediately. The golf shop staff will attempt to assist the players and help remove the disabled cart from "the line of play”.

10) Any damage done to a rental golf cart will be the responsibility of the player(s) who rented the cart.

11) Rental golf cart users must sign a golf cart “use agreement” before they begin play.

12) Golf Course Marshals and golf staff have the authority to drive off the paths at any time, regardless of posting to the contrary.

IX. Golf Course Marshals
1) Appointed Golf Course Marshals will enforce all rules on the golf course. They are under the direct supervision of the golf shop staff.

2) All golfers are encouraged to remind their fellow players of the golf course rules. Golfers are asked to report violations to the Marshal or the golf shop staff.

X. Practicing

1) The driving range, the practice putting greens, and the practice areas are intended for the use of persons defined in Section I-1 above. However, unaccompanied guests may warm up by using the driving range or the practice putting greens before their tee time.

2) Rules regarding the use of the driving range and the practice areas will be posted in those areas.

3) To maintain “speed of play” normal play precludes an individual golfer from playing more than one ball.

3) Practicing on the golf course is prohibited.

4) Driving range balls and buckets are the property of the Golden Rain Foundation and must be used on the driving range and practice areas only.

XI. Refund Policy for Inclement Weather

1) When inclement weather occurs while playing the golf courses, this refund policy will be invoked.

2) Full refunds will be available on both courses when golfers have not teed off the fifth hole.

3) On the Dollar Ranch 18-hole course, a player who has completed between five and nine holes when inclement weather begins will be charged the nine-hole rate, if they must quit because of the weather.

4) No refunds will be given if a player has completed 10 or more holes of the 18-hole course or completed 5 or more holes of the 9-hole course.
Rule R103.0

5) If a player decides to play on a day during which it is already raining, no refund will be given.

XII. Violation of Rules

1) Players may be notified either in person or by letter when they are found to have violated a rule.

2) The Golf Advisory Committee will be informed when anyone persists in violating this Rule R103.0, or the local rules, or Golf Advisory Committee/Director of Golf rules.

3) Players who persist in violating rules may be denied the use of the golf courses.

Authority: Rule

2/26/70 10/27/88 Rev.
8/29/74 Rev. 3/30/89 Rev.
2/27/75 Rev. 4/25/91 Rev.
10/30/75 Rev. 4/20/92 Rev.
2/26/76 Rev. 3/30/95 Rev.
8/26/76 Rev. 10/26/95 Rev.
1/26/78 Rev. 1/28/99 Rev.
2/22/79 Rev. 9/28/00 Rev.
4/26/79 Rev. 1/31/02 Rev.
7/26/79 Rev. 2/12/02 Rev.
2/26/81 Rev. 4/18/06 Rev. (Comm.)
8/27/87 Rev. 6/30/11 Rev.
SUMMARY REPORT
GOLDEN RAIN FOUNDATION BOARD OF DIRECTORS

REPORT PREPARED BY:

Rick Chakoff, CFO

REQUESTED ACTION/RECOMMENDATION

Consider adopting a corporate resolution for an $8,000,000 loan from Mechanics Bank for the Del Valle Complex Renovation Project.

BACKGROUND:

The Board recently approved a project to renovate the Del Valle facility with an overall budget of $9.6 million. In order to have the necessary cash flow to complete the project, it will be necessary to secure financing for the amount in excess of funds available in the Trust Estate Fund.

The loan will consist of a 1-year line of credit that will be followed by a 15 year term loan upon completion of the project.

The interest rate will equal the U.S. Constant Maturity Treasury (CMT) rate + 2.6%; currently 5.11%. In addition there will be loan fees of 0.50% of the commitment amount ($40,000), documentation fees of $1,000, plus any appraisal and legal fees required.

Currently GRF has two outstanding loans with Mechanics Bank totaling $12.8 million.

SUBSEQUENT ACTIONS:

Once approved the bank will prepare loan documents for signature.

FINANCIAL IMPACT:

Loan and documentation fees in the amount of $41,000 plus appraisal and legal fees as required.

ATTACHMENTS:

Bank resolution and term sheet
RESOLUTION REAFFIRMING CORPORATE RESOLUTION TO BORROW / GRANT COLLATERAL

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References in the boxes above are for Lender's use only and do not limit the applicability of this document to any particular loan or item.

Any item above containing "****" has been omitted due to text length limitations.

Corporation: Golden Rain Foundation of Walnut Creek and Golden Rain Foundation of Walnut Creek, as Trustee of the Golden Rain Foundation of Walnut Creek Trust U/A/D April 1, 1964

1001 Golden Rain Road
Walnut Creek, CA 94595

Lender: Mechanics Bank
Commercial Lending Group
725 Alfred Nobel Drive
Hercules, CA 94547-5610

I, THE UNDERSIGNED, DO HEREBY CERTIFY THAT:

WHEREAS, the Board of Directors ("Board") of Golden Rain Foundation of Walnut Creek and Golden Rain Foundation of Walnut Creek, as Trustee of the Golden Rain Foundation of Walnut Creek Trust U/A/D April 1, 1964 (collectively, the "Corporation") unanimously adopted a Corporate Resolution to Borrow/Grant Collateral on June 12, 2012 (the "6-12-2012 Resolutions");

WHEREAS, the Board believes that it is desirable to enter into, on behalf of the Corporation, an $8,000,000 loan transaction with Mechanics Bank ("Lender"), which loan shall be for the construction of the Del Valle Complex Renovation Project and associated improvements. The loan will be secured by a first priority UCC-1 security interest in all assets of the Corporation, including a Deed of Trust on that certain real property commonly known as John Muir Outpatient Center located at 1220 Rossmoor Parkway in Walnut Creek, CA, and in connection with such loan transaction to reaffirm the 6-12-2012 Resolutions;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby reaffirms the 6-12-2012 Resolutions;

RESOLVED FURTHER, that the Board approves the loan to be made by Lender to the Corporation in the amount of Eight Million and No/100ths Dollars ($8,000,000.00).

There has been no change in any of the officers named in the 6-12-2012 Resolutions except as set forth below:

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<thead>
<tr>
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<th>TITLES</th>
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<th>ACTUAL SIGNATURE</th>
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<tr>
<td>Leslie Birdsall</td>
<td>President</td>
<td>X X</td>
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<tr>
<td>Melvin C. Fredlund</td>
<td>Vice President</td>
<td>X X</td>
<td></td>
</tr>
<tr>
<td>Mary Lou Delpach</td>
<td>Secretary</td>
<td>X X</td>
<td></td>
</tr>
<tr>
<td>Kenneth W. Haley</td>
<td>Treasurer</td>
<td>X X</td>
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IN TESTIMONY WHEREOF, I have hereunto set my hand and attest that each signature set opposite each name listed above is his or her genuine signature.

I have read all the provisions of this Resolution, and I personally and on behalf of the Corporation certify that all statements and representations made in this Resolution are true and correct, and that this Resolution was adopted at a meeting of the Board, duly called and held on February __, 2017, at which a quorum was present and voting, or by other duly authorized action in lieu of a meeting.

Attached hereto as Exhibit "A" is a true, correct and complete copy of the 6-12-2012 Resolutions.

CERTIFIED TO AND ATTESTED BY:

X
Mary Lou Delpach, Secretary of Golden Rain Foundation of Walnut Creek and Golden Rain Foundation of Walnut Creek, as Trustee of the Golden Rain Foundation of Walnut Creek Trust U/A/D April 1, 1964
# CORPORATE RESOLUTION TO BORROW / GRANT COLLATERAL

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<th>Lender:</th>
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<td>Golden Rain Foundation of Walnut Creek and Golden Rain Foundation of Walnut Creek, As Trustee of the Golden Rain Foundation of Walnut Creek Trust U/A/D April 1, 1984</td>
<td>Mechanics Bank Commercial Lending Group 728 Alfred Nobel Drive Hercules, CA 94547-5910</td>
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I, THE UNDERSIGNED, DO HEREBY CERTIFY THAT:

**THE CORPORATION’S EXISTENCE.** The complete and correct name of the Corporation is Golden Rain Foundation of Walnut Creek and Golden Rain Foundation of Walnut Creek, As Trustee of the Golden Rain Foundation of Walnut Creek Trust U/A/D April 1, 1984 ("Corporation"). The Corporation is a non-profit corporation which is, and at all times shall be, duly organized, validly existing, and in good standing under and by virtue of the laws of the State of California. The Corporation is duly authorized to transact business in all other states in which the Corporation is doing business, having obtained all necessary filings, governmental licenses and approvals for each state in which the Corporation is doing business. Specifically, the Corporation is, and at all times shall be, duly qualified as a foreign corporation in all states in which the failure to do so would have a material adverse effect on its business or financial condition. The Corporation has the full power and authority to own its properties and to transact the business in which it is presently engaged or presently proposes to engage. The Corporation maintains an office at 1091 Golden Gare Rd., Walnut Creek, CA 94596. Unless the Corporation has designated otherwise in writing, the principal office is the office of which the Corporation keeps its books and records. The Corporation will satisfy Lender prior to any transfer in the direction of the Corporation’s state of organization or any change in the Corporation’s name. The Corporation shall do all things necessary to preserve and to keep in full force and effect its existence, rights and privileges, and shall comply with all regulations, rules, ordinances, statutes, orders and decrees of any governmental or quasi-governmental entity now or hereafter applicable to the Corporation and the Corporation’s business activities.

**RESOLUTIONS ADOPTED.** At a meeting of the Directors of the Corporation, or if the Corporation is a close corporation having no Board of Directors, then at a meeting of the Corporation’s shareholders, duly called and held on June 12, 2012, at which a quorum was present and voting, or by other duly authorized action in lieu of a meeting, the resolutions set forth in this Resolution were adopted.

**OFFICERS.** The following named persons are officers of Golden Rain Foundation of Walnut Creek and Golden Rain Foundation of Walnut Creek, As Trustee of the Golden Rain Foundation of Walnut Creek Trust U/A/D April 1, 1984:

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Authorized</th>
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<tbody>
<tr>
<td>Donald J. Leslie</td>
<td>President</td>
<td>Y</td>
<td>x</td>
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<tr>
<td>Donald A. Keenan</td>
<td>Vice President</td>
<td>Y</td>
<td>(Signature)</td>
</tr>
<tr>
<td>Barbara S. Jordan</td>
<td>Secretary</td>
<td>Y</td>
<td>x</td>
</tr>
<tr>
<td>Kenneth W. Hale</td>
<td>Treasurer</td>
<td>Y</td>
<td>x</td>
</tr>
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**ACTIONS AUTHORIZED.** Any one (1) of the authorized persons listed above may enter into any agreements of any nature with Lender, and those agreements shall bind the Corporation. Specifically, but without limitation, any one (1) of such authorized persons are authorized, empowered, and directed to do the following for and on behalf of the Corporation:

- **Borrow Money.** To borrow, as a cosigner or otherwise, from time to time from Lender, or such persons as may be agreed upon between the Corporation and Lender, such sum or sums of money as their judgment should be borrowed, without limitation.

- **Execute Notes.** To execute and deliver to Lender the promissory note or notes, or other evidence of the Corporation’s debt accommodations, on Lender’s forms, at such rates of interest and on such terms as may be agreed upon, evidencing the sum of money so advanced by Lender or any of the Corporation’s indebtedness to Lender, and to execute and deliver to Lender one or more renewals, extensions, modifications, refinancings, consolidations, or substitutions for one or more of the notes, any portion of the notes, or any other evidences of credit accommodations.

- **Grant Security.** To mortgage, pledge, transfer, endorse, hypothecate, or otherwise encumber and deliver to Lender any property now or heretofore belonging to the Corporation or which the Corporation may hereafter have an interest, including without limitation all of the Corporation’s real property and all of the Corporation’s personal property (tangible or intangible), as security for the payment of any loans or credit accommodations so obtained, any promissory notes so executed including any amendments to or modifications, renewals, and extensions of such promissory notes, or any other or further indebtedness of the Corporation to Lender of any time arising, however the same may be evidenced. Such property may be mortgaged, pledged, transferred, endorsed, hypothecated or encumbered at the time such loans are obtained or such indebtedness is incurred, all on any other terms or conditions as Lender may require and which shall evidence the terms and conditions under and pursuant to which such loans and evidences, or any of them, are given, and shall in any manner and form deliver to Lender any other written instruments, any chattel paper, or any other collateral, of any kind or nature, which Lender may deem necessary or proper in connection with or pertaining to the giving of the loan and evidences. Notwithstanding the foregoing, any one of the above

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CORPORATE RESOLUTION TO BORROW / GRANT COLLATERAL
(Continued)

authorized persons may execute, deliver, or record financing statements.

Negotiate Items. To draw, endorse, and discount with Lender all drafts, trade acceptances, promissory notes, or other evidences of indebtedness payable to or belonging to the Corporation or in which the Corporation may have an interest, and either to receive cash for the same or to cause such proceeds to be credited to the Corporation's account with Lender, or to cause such other disposition of the proceeds derived therefrom as they may deem advisable.

Further Acts. In the case of lines of credit, to designate additional or alternate individuals as being authorized to request advances under such lines, and in all cases, to act and perform such other acts and things, as may be necessary, and to execute and deliver such other documents and agreements as the officers may in their discretion deem reasonably necessary or proper in order to carry into effect the provisions of this Resolution.

ASSUMED BUSINESS NAMES. The Corporation has filed or recorded all documents or filings required by law relating to all assumed business names used by the Corporation. Excluding the name of the Corporation, the following is a complete list of all assumed business names under which the Corporation does business: None.

NOTICES TO LENDER. The Corporation will promptly notify Lender in writing at Lender's address shown above (or such other addresses as Lender may designate from time to time) prior to any: (A) change in the Corporation's name; (B) change in the Corporation's assumed business name(s); (C) change in the management of the Corporation; (D) change in the authorized signatory(ies); (E) change in the Corporation's principal office address; (F) change in the Corporation's state of organization; (G) conversion of the Corporation to a new or different type of business entity; or (H) change in any other aspect of the Corporation that directly or indirectly relates to any agreements between the Corporation and Lender. No change in the Corporation's name or state of organization will take effect until twenty days after Lender has received notice.

CERTIFICATION CONCERNING OFFICERS AND RESOLUTIONS. The officers named above are duly elected, appointed, or employed by or for the Corporation, as the case may be, and occupy the positions set opposite their respective names. This Resolution now stands of record on the books of the Corporation, is in full force and effect, and has not been modified or revoked in any manner whatsoever.

NO CORPORATE SEAL. The Corporation has no corporate seal, and therefore, no seal is affixed to this Resolution.

CONTINUING VALIDITY. Any and all acts authorized pursuant to this Resolution and performed prior to the passage of this Resolution are hereby ratified and approved. This Resolution shall be continuing, shall remain in full force and effect and Lender may rely on it until written notice of its revocation shall have been delivered to and received by Lender at Lender's address shown above (or such other addresses as Lender may designate from time to time). Any such notice shall not affect any of the Corporation's agreements or commitments in effect at the time notice is given.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attest that the signatures set opposite the names listed above are their genuine signatures.

I have read all the provisions of this Resolution, and I personally and on behalf of the Corporation certify that all statements and representations made in this Resolution are true and correct. This Corporate Resolution to Borrow / Grant Collateral is dated June 12, 2012.

CERTIFIED TO AND ATTERTSED BY:

[Signature]
Barbara S. Jordan, Secretary of Golden Rain
Foundation of Walnut Creek and Golden Rain
Foundation of Walnut Creek, As Trustees of the Golden
Rice Foundation of Walnut Creek Trust USAJDR April 1,
1964

NOTE: If the officers signing this Resolution are designated by the foregoing document as one of the officers authorized to act on the Corporation's behalf, it is advisable to have this Resolution signed by at least one unauthorized officer of the Corporation.
January 27, 2017

Rick Chakoff
c/o Golden Rain Foundation of Walnut Creek
1001 Golden Rain Road
Walnut Creek, CA  94595

RE: Expression of Interest #2017-1

Mr. Chakoff:

Mechanics Bank is pleased to provide the following term sheet for the proposed credit facilities between the Mechanics Bank as Lender and Golden Rain Foundation and Golden Rain Foundation, Trustee as Co-Borrower’s. This term sheet is for discussion purposes only, there are no promises or representations or expression of interest to lend from us to you regarding the proposed credit facility except as is specifically set forth in this letter. Nothing contained in this letter shall modify the rights and obligations of the Bank under any existing or prior credit facilities between you and us.

1. **Borrower.**
   The names of the Co-Borrowers ("Borrower") are Golden Rain Foundation of Walnut Creek, a California nonprofit mutual benefit corporation and Golden Rain Foundation of Walnut Creek, Trustee of Golden Rain Foundation of Walnut Creek Trust.

2. **Term.**
   The Loan will be for a total term of 16 years, consisting of a 1-year interest only draw period followed by 15 years of full principal and interest.

3. **Loan Amount.**
   The loan amount will not exceed eight million dollars ($8,000,000,) or the total amount drawn against the commitment during the initial 12 months draw period, whichever is less.

4. **Repayment.**
   Interest only for the first 12 months, followed by 180 payments of the then current balance termed out at the Interest Rate described below. Monthly payment to be automatically deducted from Borrower’s deposit account with Lender.

5. **Fees.**
   The Loan fee is equal to .50% of the commitment amount ($40,000.00), subject to adjustment based on outside counsel fees for attorney prepared loan documents. The documentation fee is equal to one thousand dollars ($1,000.00).

6. **Interest Rate.**
   10 year CMT + 2.6% (currently 5.11%) with a floor of 5.11% fixed at documentation for the Term described above.
7. **Debt Service Coverage Ratio.**
   For each annual measurement, the DSCR shall not go below 2:1 defined as (EBITDA + Transfer Fees) / (CPLTD + Interest Expense) of all debt incurred by Borrower, calculated based on Trust Estate financials.

8. **Purpose.**
   Loan funds will be used to reconstruct the fitness center located in Rossmoor.

9. **Collateral.**
   Uniform Commercial Code security interest of first priority in all business assets and rights to receive income, plus 1st DOT on medical office building located at 1220 Rossmoor Parkway cross-collateralized with existing loan(s) XXXXXXX997, and XXXXXXX812, including assignment of rents.
   - An appraisal may be required on the building located at 1220 Rossmoor Parkway. Borrower responsible for all 3rd party expenses including, but not limited to, appraisal, environmental, flood, and title reports.

10. **Guaranty.**
    The Loan will have no personal guaranties.

11. **Prepayment Penalty.**
    The Loan will subject to a prepayment fee in years 1 through 8 at the rate of 7%, 7%, 6%, 5%, 4%, 3%, 2%, 1%, and no prepayment penalty in years 9 through 16.

12. **Expenses.**
    Borrower agrees to pay all taxes and assessments, and all recording fees, registration taxes, title insurance premiums and other charges of the title company, attorney fees (including the fees of special counsel for the Lender), appraisal fees, construction consulting fees, construction inspection fees, environmental consulting fees, and all other expense of closing the loans, whether or not the loans contemplated hereunder are made unless the loans are not made because of wrongful action or delay of the Lender. These fees shall be due and payable to Lender upon demand and shall be due to Lender whether or not one or all of the loans are made.

13. **Special Provisions.**
   - Covenant (existing)
     - Minimum DSCR 2:1 calculated as EBITDA of Trust Estate + Membership Transfer Fees/(CPLTD + Interest Expense) of all debt incurred by Borrower.
   - Covenant (new)
     - If at any time the building located at 1220 Rossmoor Parkway should become vacant, Borrower will be required to re-margin this loan such that the DSCR, as calculated according to the terms described above, is at least 2:1.
   - Reporting (existing)
     - Year End Audited F/S for Trust and Fund
     - Interim F/S (applies only to Fund)
     - Quarterly Sales Report tracking all sales to new members
Thank you for the opportunity to assist you with this financing. Should you have any questions on the terms contained herein, please contact me at the number or email address listed below.

Mechanics Bank,

[Signature]

Gary Staring, SVP
Senior Relationship Manager
Commercial Banking
Ph: (925) 482-8024
Email: gary_staring@mechanicsbank.com

Acknowledged and agreed to by:

X______________________________________________________   Date: _____________________

(Name & Title)
SUMMARY REPORT
GOLDEN RAIN FOUNDATION BOARD OF DIRECTORS

REPORT PREPARED BY:

Rick Chakoff, CFO

REQUESTED ACTION/RECOMMENDATION:

None. This is for information only.

BACKGROUND:

One of the Board’s goals for the 2016-2017 year was to complete a 20 year Capital Needs Analysis to be used to determine funds available for future projects. Staff has prepared four schedules that may be used as planning tools to accomplish this goal. These include a:

1. Trust Capital Expenditure schedule accompanied by a chart illustrating the total capital expenditures by year

2. Trust Maintenance schedule also accompanied by a chart illustrating total expenditures by year

3. Trust Estate Fund projection

4. Potential Major Projects Schedule

Neither the Trust Capital Expenditure schedule nor the Trust Maintenance schedule is intended to be a precise work plan but rather an estimate of future funding requirements based on staff projections. These projections can be affected by any large renovation projects approved by the Board.

Trust Capital Expenditures Schedule

• This schedule includes a summary of projected capital expenditures to be paid by the Trust Estate Fund.
• The Fitness Center expansion is not included on this schedule.
• Capital expenditures include items costing $5,000 or more with a useful life in excess of one year.
• Projected expenditures include a 2% per year inflation factor based on current estimated costs.
Street paving is now treated as a capital expenditure and is therefore included in the schedule at a rate of $500,000/yr., adjusted for inflation.

Trust Maintenance Schedule

- This schedule includes a summary of significant maintenance projects for Trust properties paid by the Operating Fund.
- Projected expenditures include a 2% per year inflation factor based on current estimated costs.
- The schedule includes a rolling fund projection based on equal maintenance budgets beginning in 2018. This will have the effect of eliminating significant year-to-year coupon fluctuations resulting from variations in required maintenance.
- Roof replacements are treated as maintenance expense and included in this schedule. The total projected expenditures on roofing for the 20 year period included on the schedule is approximately $1.7 million or an average of $85,000/yr.

Trust Estate Fund Projection

- The purpose of this schedule is to forecast the annual balance in the Trust Estate Fund.
- Membership fees are projected at 400 sales per year with no assumption of a fee increase.
- Medical Center rent increases 2.5% per year at a rate consistent with the current lease.
- The credit line proceeds provide sufficient funds to complete the Fitness Center renovation and are converted to a fixed loan beginning in 2018.
- Expenditures include total included on the Trust Expenditure Schedule, the projected remaining cost of the Fitness Center expansion and debt service.

Potential Major Projects Schedule

- The purpose of this schedule is to provide a rough estimate of major renovations that the community might contemplate in the future.

ATTACHMENTS:

Trust Capital Expenditure schedule and chart; Trust Maintenance schedule and chart; Trust Estate Fund projection; Potential Major Projects Schedule
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TRUST MAINTENANCE EXPENSE - OPERATING FUND
20 Year Expenditure Projection
### Golden Rain Foundation
#### Trust Estate Fund Projection

**in thousands (000’s)**

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**Mechanics Bank Credit Line Activity**
- Beginning Credit Line Balance: 5,300
- Borrowing: 5,300
- Convert to fixed loan: (5,300)
- Ending Credit Line Balance: 5,300
# Golden Rain Foundation
## Potential Major Projects

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<td>Renovate Fireside Kitchen</td>
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<td>Water Reclamation Facility</td>
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<tr>
<td>Drought tolerant design - golf &amp; parks</td>
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|                                                           | $15,960,000              | $61,150,000             |
SUMMARY REPORT
GOLDEN RAIN FOUNDATION BOARD OF DIRECTORS

REQUESTED ACTION:
Consider authorizing the CEO to execute an agreement with Fehr & Peers to complete a Short Range Transit Plan in an amount not to exceed $50,000, which includes a contingency, to be paid from the operating budget as previously approved.

BACKGROUND:
The Board previously approved funding in the 2017 operating budget for completion of a Short Range Transit Plan. Staff developed an RFP and sought proposals from several qualified firms. Two proposals were received. Staff met with each firm to review proposals and is recommending Fehr & Peers. A copy of Fehr & Peers proposal is attached. The transit study will include the following:

- Conduct full analysis of the existing transit operation
- Outreach to determine demand for transit services from residents both in the valley and to other destinations
- Analysis of the most cost effective and efficient options for meeting transit service demand
- Analysis of potential partnerships with other service providers such as Uber and Lyft as well as County Connection
- Analysis of the best type of vehicle equipment to use to provide service
- Analysis of communication methods with residents regarding service information
- Development of recommendations and cost analysis for service modifications

The study will involve outreach to users of the system, non-users, and decision makers. This will be accomplished through a variety of survey and discussion group methods. The proposed study will take 4-6 months and will result in recommendations that may impact the proposed 2018 operating budget for transit.

ALTERNATIVES AND OPTIONS:
- Consider proposal from other firm.
- Decide not to pursue completion of a Short Range Transit Plan at this time.
ATTACHMENTS:

Proposal from Fehr & Peers
Proposal from Nelson Nygaard is available in the board office
Proposal to Develop a Short Range Transit Plan for the Rossmoor Community

January 19, 2017

Submitted to:

Submitted by:

100 Pringle Ave
Suite 600
Walnut Creek, CA 94596

Daniel Jacobson
D.Jacobson@fehrandpeers.com
415.692.7749

Daniel Jacobson
D.Jacobson@fehrandpeers.com
415.692.7749

100 Pringle Ave
Suite 600
Walnut Creek, CA 94596

Page 57
January 19, 2017

Jeff Matheson
c/o Golden Rain Foundation
800 Rockview Drive
Walnut Creek, CA 94595

Subject: Proposal to Develop a Short Range Transit Plan for the Golden Rain Foundation – Rossmoor Community

Dear Jeff:

The Rossmoor community holds special importance for many at our firm. Several of our staff have parents or grandparents who are Rossmoor residents. We understand the unique transportation opportunities and challenges presented by Rossmoor’s demographics and location as our Walnut Creek headquarters is only three miles from the Rossmoor community. We are excited to submit the proposal to develop a Short Range Transit Plan for the Golden Rain Foundation (GRF). Our firm offers a unique approach to transit planning focused around:

- **Facilitating a dialogue about goals and priorities for transit** – We have assisted a range of small- and mid-sized transit operators in understanding the range of outcomes associated with various approaches to service delivery. Guided by a strong understanding of travel markets and ridership, we will undertake a collaborative effort with GRF to develop an implementable plan that is tailored to the unique needs of the Rossmoor community.

- **A grassroots approach to community engagement** – Successful transit services respond to the unique mobility needs of the communities they serve. Our proposed community outreach approach will actively pursue input through a variety of engagement strategies, such as in-person and web-based surveys, to build consensus around transit service enhancements.

- **An innovative, yet realistic, approach to service delivery** – We have collaborated with several technology companies (such as Lyft and Chariot) to reimagine transit service delivery strategies for our clients. Yet, we also recognize the limitations of such emerging approaches and understand the need for context-sensitive solutions for Rossmoor’s residents.

We appreciate this opportunity to submit our proposal. I am an official authorized to offer, negotiate, and execute contracts on behalf of Fehr & Peers. This proposal represents a firm offer in effect for 90 days. If you have any questions about our proposal, please contact Daniel Jacobson, our proposed project manager, at d.jacobson@fehrandpeers.com or by phone at (415) 692-7749.

Sincerely,

Kathrin Tellez, AICP, PTP
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*Cost proposal provided in separate sealed envelope*
Project Understanding

Fehr & Peers is excited to help the Golden Rain Foundation (GRF) evaluate potential changes to its bus services in the community of Rossmoor, which is located in Walnut Creek, California. This section summarizes our understanding of the existing Rossmoor transit services based on our local knowledge, review of available data, and conversations with the GRF and Rossmoor residents.

Purpose of the Study

The GRF seeks to develop a Short Range Transit Plan (SRTP) that will increase efficiency, grow ridership, reduce traffic congestion, reduce dependence on cars, and improve traffic safety. The SRTP will evaluate optimal efficiency and quality of service, service delivery methods and alternatives, and equipment. The study will evaluate all current services (fixed route buses, Dial-A-Bus, and paratransit) as well as potential new services (GoGoGrandparent, Uber, Lyft, etc.).

Understanding of Current Services

The Rossmoor bus service provides mobility to 9,500 residents in the Rossmoor retirement community. Through the end of November 2016, nearly 90,000 bus rides were provided. The GRF operates the service and
employs ten drivers, two fleet mechanics, and two part time staff. The GRF last conducted a comprehensive planning effort for its bus services in 1995.

Fixed route bus service operates seven days a week, from 6:00 AM to 8:30 PM on weekdays, and 9:00 AM to 8:30 PM on weekends. Four color lines (Red, White, Blue, and Yellow) provide hourly service between 9:00 AM and 5:00 PM to the Mutuals, Fitness Center, Rossmoor Parkway medical facilities, and Safeway Shopping Center (deviations to additional destinations are available upon request). The Green Line provides approximately hourly service between 9:50 AM and 5:30 PM to the greater Walnut Creek area, including Downtown Walnut Creek, BART, Target, and Trader Joe’s.

Bus service is supplemented with Dial-A-Bus and paratransit services. Dial-A-Bus provides gap service during mornings, evenings, weekends, and holidays. Residents may request service within the color line service area one hour in advance. Paratransit serves residents who are unable to ride regular shuttle services. A dedicated paratransit service is provided on weekdays, while the service is combined with Dial-A-Bus on weekends. Dial-A-Bus and paratransit trips are facilitated by a phone dispatch or by the drivers themselves, depending on the time of day and day of the week.

On average, fixed route services carry about eight to ten passengers per hour, with the exception of the White line, which serves about five passengers per hour. Dial-A-Bus service carries about three to five passengers per hour, with the exception of weekday AM Dial-A-Bus service, which averages over ten passengers per hour. Paratransit services generally serve fewer riders and are roughly two to four times more costly to operate than fixed route and Dial-A-Bus services on a per passenger basis, based on an initial glance at operations information.

The bus is great and reliable as scheduled, but regular routes don’t arrive often and are tedious to use at times. I have to arrange my travel needs around the bus schedules.

- Rossmoor Resident
Summary of the Proposed Approach

The following section summarizes the conceptual and technical foundation behind our proposed approach. A detailed work plan is provided in Section 3.

Understanding Tradeoffs

The GRF seeks to evaluate improvements to the Rossmoor bus service that will increase ridership and efficiency while also maintaining access to services across the Mutuals within the Rossmoor community. In transit planning, we call these the ridership and coverage goals:

- The **Ridership Goal** seeks to maximize transit ridership and productivity by focusing services in areas of highest demand
- The **Coverage Goal** seeks to maximize the accessibility of transit services across a service area, providing lifeline services to residents who lack alternatives

Given fixed transportation resources, achieving both goals can be challenging, and tradeoffs are often required. Today, GRF allocates its resources towards maximizing coverage across the Rossmoor community, ensuring that as many Rossmoor residents as possible are directly served by shuttle service. This approach results in a network that is highly accessible, but lacks productivity due to the resulting low frequency and circuitous routes. Moreover, passengers must plan their daily schedules around hourly timetables and short spans, rather than enabling the freedom to rely on transit for more spontaneous or unplanned trips. While some efficiencies may be achieved through route modifications and scheduled “pulses” to enable transfers, a coverage-oriented network would prioritize community service and accessibility over ridership and productivity.

Maximizing ridership and productivity would result in a network design that differs substantially from today’s service. Frequency is critical to attracting ridership, so a ridership-oriented service would provide frequent 15-minute service along key corridors throughout the day. A pure ridership approach could help make residents less dependent on driving, reduce traffic congestion, and improve safety. However, it could also create an inequitable distribution of services – some Mutuals could see limited access to transit services, and some existing riders could be adversely affected.

There are strong reasons to design systems around either the Ridership or Coverage goals, and there are no right answers in choosing to allocate resources between the two. Moreover, alternative on-demand service delivery methods such as GoGoGrandparent, Uber, and Lyft may present opportunities to achieve a better balance of both goals, and perhaps play a greater role in supporting paratransit services. Our role in this process is to help facilitate a clear dialogue with the Rossmoor community to design a transit system that reflects its values and arrives at the right balance between these goals.
Facilitating a Community Dialogue

We are proposing an extensive community engagement effort to facilitate a community dialogue surrounding the key transit choices. This dialogue will provide a better understanding of the role of transit in the Rossmoor community, as well as the tradeoffs associated with different transit service strategies. We understand the critical importance of reaching as many people in as many places as possible, and have proposed an outreach approach that seeks input in a wide variety of settings. Through this study, GRF and the Rossmoor community will be encouraged to address the following choices:

- What kinds of services (fixed route, demand-responsive, technology-enabled, and/or paratransit) meet the needs of Rossmoor residents?
- How should GRF balance its service between ridership and coverage goals?
- How should GRF balance its service within versus outside the Rossmoor Community?
- How important is Saturday, Sunday, and weekday morning/evening service relative to core weekday service?
- How far should people be asked to walk to a bus stop?
- How much service is right for Rossmoor?

Supplemented by our technical analysis, our goal is to help the Rossmoor community understand and evaluate these choices and create a transit system tailored to its unique needs.

Evening travel is difficult without any service. More Uber service to reach activities and restaurants would be useful.

- Rossmoor Resident

Looking Toward the Future

The field of transportation is changing rapidly as the technology, demographics, and economics of mobility evolves. Ride hailing services like Uber and Lyft are reshaping how we travel by increasing the availability of relatively affordable, on-demand solo and shared rides. Demand-responsive transit operators like Chariot are capitalizing on technology to better meet the needs of shuttle riders around the Bay Area. Ridesharing services like Scoop are connecting drivers and passengers to form carpools. On-demand delivery services like Instacart and Postmates are reducing the need to run errands.

Fehr & Peers is at the forefront of this evolution. We have partnered with Lyft to launch one of the nation’s first on-demand shared ride services in Centennial, Colorado. We have also partnered with Chariot to launch a demand-responsive shuttle service in Hayward. Our FP Think group directs research and development efforts to ensure our technical capabilities and relationships stay ahead of these changes.
However, we recognize that not everyone has been included in this changing landscape. In particular, seniors can sometimes be left behind in terms of smartphone use, willingness to try new services, and ADA-accessibility. GRF has been proactive in bridging this divide: its recent collaboration with GoGoGrandparent to provide more accessible and affordable Uber service within the Rossmoor area is a promising first step. Our SRTP approach will continue to critically examine the opportunities, challenges, and possible solutions for using technology-enabled mobility services.

Transit is our Passion

We understand the tremendous benefits that great transit can bring to the Rossmoor community. Transit provides freedom to travel places for people of all ages, abilities, and means. It supports lively, active, prosperous, and sustainable communities, and enables people to maintain a high quality of life. We genuinely enjoy facilitating the process of transit network design and are excited to help the Rossmoor community develop a system that reflects its values.

Organization of the Study Effort

We have developed a work plan tailored to the unique needs of the Rossmoor community. This approach intends to be fully responsive to the Scope of Work defined in the Request for Proposals, and includes some enhancements and reordering based on our experience on previous projects. We would be pleased to further refine our approach and organization with input from GRF.

Our project manager will be Daniel Jacobson, a Senior Transportation Planner at Fehr & Peers. Daniel has led or contributed to transit planning efforts for a range of private and public sector clients, and specializes in network design processes. Daniel will be supported by a team of transportation experts, including Kathrin Tellez, who will serve as Principal-In-Charge, Kara Vuicich and Andy Kosinski, who will provide technical expertise, and Daniel Shockley, who will serve as lead planner.
2. Detailed Work Plan

Task 1: Kickoff and Project Coordination

Task 1 summarizes our project management and coordination activities. Additional details on our management program can be found in Section 4.

Task 1.1 Kickoff Meeting

At the project outset, Fehr & Peers will facilitate a kickoff meeting with GRF staff. The kickoff meeting will address a variety of topics, including the proposed project work plan and schedule, data needs, the role of transit at Rossmoor, SRTP goals and objectives, and desired outcomes of the SRTP. In advance of the kick-off meeting, the Fehr & Peers team will prepare a data needs list to expedite the data collection process.

We expect the kickoff meeting to highlight key opportunities, challenges, and tradeoffs for further analysis in this study, such as: the importance of maximizing ridership and efficiency versus maintaining coverage across Rossmoor, or the need to target improvements to better serve existing riders versus attracting new riders.

Task 1.2 Project Coordination

Project coordination beyond the kickoff meeting will be designed around the preferences and availability of GRF staff. We have assumed participation in about four to six
coordination meetings or calls totaling eight hours to
discuss study progress, milestones, and deliverables.

**Task 1 Deliverables**

Kickoff Meeting & Eight Hours of Coordination
Goals and Objectives Chapter

**Task 2: Transit Choices**

Task 2 will synthesize available data and surveys on the Rossmoor bus system to serve as the foundation of the network development and evaluation process (Task 3). We will analyze existing conditions, travel markets and projections, service performance, and rider and community perceptions of the Rossmoor bus system through the following process.

**Task 2.1 Market Analysis**

Fehr & Peers will evaluate existing and potential travel markets for Rossmoor bus services. The market analysis will be based upon a robust community outreach process supplemented by a review of demographics, trends, and other available data.

**Community Engagement**

We will survey the Rossmoor community on key choices and priorities for their shuttle system. The survey will focus on where and when Rossmoor residents want to travel, what kinds of services they prefer, how adequate the fleet and facilities are for their needs, and how they would

allocate fixed resources between these resources. The survey will also evaluate willingness/ability to use technology-enabled services like Uber and Lyft.

We recognize the need to engage as many people in as many places as possible. Therefore, our grassroots approach actively seeks community input via a variety of formats, including:

- **Event Outreach** – We will conduct outreach and surveys at two key events, such as the farmer’s market, concerts, or public workshops.

- **Surveys** – We will develop a web-based survey for dissemination via Rossmoor News, flyers, email, the Rossmoor website, NextDoor forums, and social media. We will also conduct on-board surveys for bus, Dial-A-Bus, and paratransit riders.
Survey efforts will distinguish between existing shuttle riders, existing paratransit riders, and potential riders to assess how priorities align or differ between groups. Paratransit riders will be asked a special subset of questions to assess their needs, including the reason(s) for using paratransit service, the need for wheelchair accessible vehicles, and whether or not they also use regular transit or other ride services.

Survey results will play a key role in evaluating the performance of existing services (Task 2.3) relative to GRF’s goals and objectives.

**Demographic & Transportation Trends**

Fehr & Peers will assess demographic and transportation trends for the Rossmoor community to supplement the community engagement process. We will review available demographic data provided by the Golden Rain Foundation and US Census data for the Rossmoor community to gauge market characteristics such as level of mobility, age density by location, automobile ownership rates, and other criteria. We will review local, regional, and national transportation trends and expectations as it relates to Rossmoor residents, including how emerging technologies like Uber/Lyft, Instacart/Postmates and autonomous vehicles may affect Rossmoor residents over the next five years. We will also incorporate results of ongoing traffic analysis being conducted by the Rossmoor Public Safety Department.

**Task 2.2 Service Analysis**

In tandem with Task 2.1, Fehr & Peers will evaluate the existing bus service, including ridership, reliability, adequacy of fleet and facilities, and community feedback.

**Ridership and Reliability Analysis**

Fehr & Peers will conduct a 100 percent ride-check survey for all fixed route trips on a typical weekday. The ride-check effort will document passenger boardings and alightings, arrival and departure times, and passenger loads for each shuttle route to enable a more detailed data analysis. Ridecheck activities may be completed by trained students or community participants.

Fehr & Peers will work with the GRF and bus operators to develop a similar travel log methodology to be administered by bus operators and dispatchers for
paratransit and Dial-A-Bus services. This survey effort will document passenger boardings and alightings, passenger loads, and passenger wait times.

**Bus Operator Focus Group**

Fehr & Peers will conduct a focus group interview with bus operators to discuss key issues and observations. Potential conversation topics may include: ridership patterns, schedule adherence, reliability, and recovery time, adequacy of fleet and facilities, accommodation of mobility-impaired passengers, and Dial-A-Bus and paratransit operations.

**Rider and Community Engagement**

Fehr & Peers will conduct surveys of existing and potential riders regarding Rossmoor’s fixed route, Dial-A-Bus, and paratransit services as detailed in the previous task (Task 2.1).

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**Fleet and Facilities Management Assessment**

Fehr & Peers will document the existing fleet of transit vehicles and operations service facilities. This will include a review of the average age of the facilities, management, overall conditions, and other factors. This will be coupled with the results of an on-board survey to determine how well the existing fleet and facilities are able to serve the Rossmoor Community.

**Task 2.3 Performance Evaluation & Key Choices**

Building upon Tasks 2.1 and 2.2, Fehr & Peers will evaluate the performance of fixed route, Dial-A-Bus, and paratransit services relative to community and rider needs, ridership potential, and GRF goals and objectives. We will analyze the following performance metrics:

- **Productivity** – ridership, passengers per hour,

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### Existing Performance Snapshot – January to November, 2016

Fixed route service currently accounts for about three quarters of Rossmoor bus ridership. Fixed route service costs about $10 per passenger, while Dial-A-Bus service costs about $17 per passenger. Both generally carry a low volumes of passengers, serving about one passenger boarding per 7-10 minutes of run time.

<table>
<thead>
<tr>
<th>Type</th>
<th>Passengers</th>
<th>Miles</th>
<th>Hours</th>
<th>Approximate Cost @ $85/Hr</th>
<th>Passengers per Revenue Mile</th>
<th>Passengers per Revenue Hour</th>
<th>Approximate Cost per Passenger @ $85/Hr*</th>
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<tr>
<td>Fixed Route</td>
<td>68,424</td>
<td>95,840</td>
<td>8,381</td>
<td>$700,000</td>
<td>0.7</td>
<td>8.1</td>
<td>$10</td>
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<td>Dial-A-Bus</td>
<td>17,629</td>
<td>32,790</td>
<td>3,572</td>
<td>$300,000</td>
<td>0.5</td>
<td>4.9</td>
<td>$17</td>
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</table>

*Assumes $85 per hour. Actual cost may vary by service.
and passengers per mile

- **Mobility** – frequency, service span, travel time, and on-time performance
- **Accessibility** – including coverage of residences and destinations
- **Cost-Effectiveness** – including cost per boarding

Existing performance will be compared to study goals and objectives, as well as community and rider feedback to identify opportunities and challenges. Based on this comparison, we will summarize key choices for the Rossmoor bus system to inform the network concept development and evaluation process (Task 3).

### Task 2 Deliverable:

**Transit Choices Chapter Choices Survey, Two Outreach Events, and Focus Group**

### Task 3: Network Concept Development & Evaluation

Following the completion of the Transit Choices assessment (Task 2), Fehr & Peers will develop, evaluate, and refine network concepts to arrive at a preferred alternative.

#### Task 3.1 Concept Development

Fehr & Peers will prepare three network concepts to illustrate alternative approaches to system operations. These concepts are intended to provide fully operational systems within a given budget to further the community dialogue, but are not yet intended to be formal proposals. Based on an initial review of the Rossmoor bus system and study goals, these alternatives could include:

- **Optimize coverage** – Improve upon the existing service framework based upon community, operator, and GRF input.
- **Maximize productivity** – Consolidate service frequency along the highest ridership corridors.
- **On-demand** – Shift to a fully on-demand service via some combination of ride-hailing services (Uber, Lyft, etc.), ridematching, on-demand deliveries, and paratransit.

Each concept may serve a similar geographic area over a similar span, or concepts may differ between internally-focused and externally-focused systems, or between service delivery methods. Each concept will also examine how to optimize paratransit service around shuttle service.

*Existing Rossmoor bus network. Source: Rossmoor.com*
Task 3.2 Concept Evaluation

Fehr & Peers will evaluate each network concept through community input and technical analysis using a methodology similar to that of Task 2.

Community & Rider Engagement

We will conduct a second round of community and rider engagement to solicit feedback on the three network concepts. We will publish a survey to help illuminate preferences and key issues to further refine network concepts. We will distribute the survey via similar channels as described in Task 2.1 and will specifically seek out those transit riders who previously completed surveys.

Performance Evaluation

We will evaluate the projected performance of each alternative using qualitative and quantitative measures in a manner consistent with Task 2.3. The performance evaluation will include conceptual estimates of cost, ridership, and other relevant metrics.

Task 3.3 Preferred Concept

Based on the results of Task 3.2, we will work with GRF to select and refine a preferred service concept.

Task 3 Deliverable:
Network Evaluation Chapter
Concepts Survey

Task 4: Implementation

Fehr & Peers will prepare an implementation plan to execute the preferred service concept in Task 3.3. The implementation plan will include a summary of operations, capital improvements, marketing, and funding:

- Operations Improvements – Changes to schedules and service delivery
- Capital Improvements – Changes to facilities, bus stops, and vehicles
- Marketing – Methods of disseminating information and publicizing services
- Funding – Priorities for future funding and potential grant opportunities

The implementation plan will pay special attention to how to optimize paratransit service around the preferred bus service alternative. No matter what network changes are pursued, we assume that some kind of paratransit service will persist. We will review and evaluate paratransit operations to identify improvements via dispatching, eligibility requirements, ride-hailing services, deliveries, taxi vouchers, ridematching, travel training, and East Bay Paratransit.

Task 4 Deliverable:
Implementation Chapter
Task 5: Five Year Operating and Capital Plan

Fehr & Peers will prepare a Five Year Operating and Capital Plan that synthesizes the analysis and process described in Tasks 1 through 4. The SRTP will provide a written and graphical summary of the proposed route network, including conceptual estimates of annual operating hours, costs, ridership potential, and coverage, a capital plan for facilities, bus stops, and vehicles, an information plan for marketing the system to residents, and a funding plan.

We anticipate the report will include the following sections:

1. Introduction | Goals and Objectives
2. Transit Choices | Market Analysis
Service Analysis
Performance Assessment
Key Choices
3. Alternative Concepts | Concept Development
Concept Evaluation
4. Preferred Concept | Projected Performance and Cost
5. Implementation | Operations Improvements
Capital Improvements
Marketing
Funding

We will provide a Draft SRTP to the Golden Rain Foundation and incorporate one round of consolidated comments into a Final SRTP. We will present the final report to GRF board.

Task 5 Deliverables:
Draft Five Year Operating and Capital Plan
Final Five Year Operating and Capital Plan
Presentation to GRF Board

Rossmoor bus charter services. Source: Rossmoor.com
Proposed Project Schedule

We are proposing a six month schedule to execute the SRTP scope of work. This schedule assumes community outreach efforts would occur sometime around March and May. We would deliver a draft plan in early August for final approval toward end of August or early September. We are committed to delivering the SRTP in a timely manner and we welcome the opportunity to modify this schedule based on the needs of GRF.

<table>
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<th>Apr</th>
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</table>

= Key Meeting
= Community Input
= Presentation to GRF Board
## Level of Effort

The following table describes our approximate level of effort by staff and task. Our project team has been kept small to ensure efficiency, familiarity, and commitment to the project. We expect this may evolve based on the various needs that arise in the planning process. A cost proposal is provided in a separate sealed envelope.

<table>
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<tr>
<th>Name</th>
<th>Role</th>
<th>Task 1: Kickoff</th>
<th>Task 2: Choices</th>
<th>Task 3: Concepts</th>
<th>Task 4: Implementation</th>
<th>Task 5: Plan</th>
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<td>Daniel Jacobson</td>
<td>Project Manager</td>
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<td>Kathrin Tellez</td>
<td>Principal-In-Charge</td>
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<td>1</td>
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<td>1</td>
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<tr>
<td>Kara Vucich/Andy Kosinski</td>
<td>Technical Advisors</td>
<td>-</td>
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<td>6</td>
<td>6</td>
<td>-</td>
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<tr>
<td>Daniel Shockley</td>
<td>Lead Planner</td>
<td>8</td>
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<td><strong>114</strong></td>
<td><strong>57</strong></td>
<td><strong>57</strong></td>
<td><strong>47</strong></td>
<td><strong>307</strong></td>
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</table>
3. Management Program

Fehr & Peers considers each potential assignment carefully, and only pursues projects to which we can commit the appropriate time, effort, and resources to provide excellent service. We are able to offer a small, dedicated, responsive team for this project, and can supplement it as-needed from our large pool of companywide resources. Our proposed project manager, Daniel Jacobson, is committed to impeccable client service and quality control. Daniel will serve as the primary point of contact for this study and will involve other staff as needed. Our Principal-In-Charge, Kathrin Tellez, will provide oversight, guidance, and familiarity with the Rossmoor community.
Fehr & Peers will work with GRF staff to identify expectations at project onset. By communicating clearly from the beginning, we are able to create a schedule, budget, and set of deliverables that works for all involved.

**Staffing**

Our staffing plan for this project is composed of passionate planners and engineers with the expertise and knowledge necessary to work with GRF and the Rossmoor community to create a technically rigorous, innovative, and implementable SRTP. Our team members are specialists in bus and paratransit planning and community engagement, while also offering an interdisciplinary perspective in traffic engineering, bicycle and pedestrian safety, and complete streets design. Our small project team will ensure a level of efficiency, familiarity, and commitment to the project.

---

Kathrin Tellez, AICP, PTP
Principal-in-Charge

Daniel Jacobson
Project Manager

Daniel Shockley
Lead Planner

Technical Advisors
Kara Vukich, AICP
Andy Kosinski, PE
Requests & Comments

Fehr & Peers has reviewed the Form Agreement provided in the RFP and requests the following change:

P. 5, § 13 Indemnification:

Change Requested:

“To the maximum extent permissible by law, Consultant shall indemnify and hold GRF and its officers, directors, employees, and agents harmless from and against any and all claims, demands, and other liabilities of any nature whatsoever, including reasonable attorney’s fees (collectively called “Claims”) arising out of or in any way related to the performance of the Work described herein which results from any intentional wrongdoing or negligent act or omission of Consultant, and/or its directors, employees, agents or subcontractors and anyone directly or indirectly employed by any of them or anyone for whose acts any them may be liable. Consultant’s indemnification obligation shall not extend to Claims arising out of the sole negligence or willful misconduct of the indemnified party.”

P. 10 Exhibit B:

Comment: We cannot yet agree to abide by the insurance terms outlined in Exhibit B as it is not included as part of the sample contract. We reserve the right to negotiate any and all terms included in Exhibit B after we have received the terms and been given reasonable time to review and comment on them.
5. Qualifications & Resumes

About Fehr & Peers

Fehr & Peers is a multi-modal transportation planning and engineering firm headquartered in Walnut Creek, serving Contra Costa County with four offices throughout the Bay Area. For over 30 years, we have used the latest research and innovative technology to engage and improve communities through our projects, using our knowledge to develop implementable plans and policy that address the needs of all transportation system users.

Fehr & Peers is recognized as a national expert in transit planning. We specialize in system plans, alternatives analysis, access plans, efficiency/optimization studies, and interface with emerging technologies (e.g. Uber, Lyft, and autonomous vehicles). We have prepared planning, ridership, conceptual station/stop design, paratransit strategies, and operations analysis in a range of environments. We have recently conducted short range transit plans for a number of small- to mid-sized operators in the Bay Area such as the Emery Go-Round, Oakland B Shuttle, Palo Alto Shuttle, and City of Hayward.

“Our mission is to empower every employee to develop effective and innovative transportation solutions that improve communities.”
Project Qualifications

Rossmoor presents a unique context for a SRTP in a populous and active Bay Area retirement community. Given this context and the fast-changing transportation landscape, few projects are truly analogous. However, our qualifications demonstrate the distinctive combination of local knowledge, technical expertise, and innovation to deliver a SRTP that meets the needs of the GRF and Rossmoor Community.

Local Experience

Fehr & Peers offers extensive local experience in the Walnut Creek area as our headquarters over the past 30 years. Two recent high-profile efforts, the Downtown Walnut Creek Transportation and Parking Study and the Walnut Creek Pedestrian Master Plan, illustrate our detailed understanding of the City, relationships with city staff, and ability to facilitate a community-driven consensus-building process. We continue to provide on-call transportation services to the City and are well suited to continue this collaborating on the SRTP.

We also offer experience working in the Rossmoor area, having recently completed studies of circulation and parking needs for the Rossmoor Events Center on behalf of GRF and Rossmoor Town Center on behalf of Rossmoor Retail Partners, LLC. Both studies included an assessment of existing transportation conditions and future needs assessment for pedestrian, bicycle, transit, and automobile facilities.

Transit and Paratransit Experience

Fehr & Peers offers extensive transit and paratransit experience. We have recently completed numerous service plans for small to mid-sized operators similar to the Rossmoor bus system, including the Palo Alto Shuttle, Oakland’s Broadway B Shuttle, Emeryville’s
Emery-Go-Round, San Francisco’s Park Merced Shuttle, Santa Clara’s Great America Shuttle, Irvine’s iShuttle, Eureka Transit, and Culver City Bus. Each of these plans provides a review of existing performance and potential network enhancements, including travel markets, ridership, costs, and capital improvements in a technically-rigorous yet accessible community-oriented format.

We offer transit analyses tailored to the unique needs and context of the communities we serve. The Hayward Shuttle Feasibility Study examined opportunities to provide shuttle service across the City of Hayward. After analyzing travel markets, ridership, and costs of implementing a service, we determined that a traditional shuttle service would not provide the productivity and responsiveness that the City sought to achieve. We facilitated a conversation with Chariot, a new technology-enabled, demand-responsive shuttle operator, which was able to offer a more appropriate service. The City and Chariot plan to launch the shuttle service later this year.

Senior Transportation Experience

Our experience working with senior transportation needs spans the spectrum of our work, including transit service and access plans, pedestrian safety assessments, mobility plans, and development studies. Fehr & Peers is currently engaged in an innovative transportation study for seniors in northern Colorado, the Larimer County Senior Transportation Needs Study. We are analyzing opportunities to improve mobility, convenience, safety

Transit likelihood analysis for seniors served by the Palo Alto Shuttle

and ease of transportation options for seniors in the region, who encounter a lack of transportation options, infrequent transit services, and limited pedestrian facilities. We are leading a public outreach process to
assess ways to better serve seniors with convenient, intuitive and safe transportation services, including considerations of new technology-enabled services like Uber, Lyft, and Instacart. We are preparing recommendations, priorities, and conceptual cost estimates for publication in a final report.

**Innovative Project Experience**

Fehr & Peers is a leader in innovative transportation projects that take advantage of emerging technology-enabled transportation services. In Centennial, Colorado, we led the development of the Go Centennial Project, the nation’s first fully subsidized first- and last-mile ridesharing program, a public-private partnership between Lyft and the City of Centennial. Launched in August, 2016, the program is designed to help commuters get to/from their origins/destinations to the Dry Creek light rail station in Centennial, Colorado. We recently hosted an informative panel session for our clients entitled TNCs as Transit Connections to discuss opportunities for collaboration, and maintain excellent relationships with Uber and Lyft.

**Work Samples**

We have included links to three work samples below that demonstrates the breadth of our capabilities in technical analysis and visual communications. Additional work samples are available upon request.

**City of Palo Alto Shuttle Study:**
https://www.cityofpaloalto.org/civicax/filebank/documents/43758
*Relevance: Technical analysis for shuttle fleet similar in size and operational characteristics to Rossmoor*

**Broadway Urban Circulator Study:**
http://www2.oaklandnet.com/government/o/CityAdministration/d/EconomicDevelopment/BroadwayTransit/index.htm
*Relevance: Alternatives analysis and community engagement process for shuttle improvements*

**Los Angeles Metro Active Transportation Strategic Plan:**
https://www.metro.net/projects/active-transportation-strategic-plan/
*Relevance: Graphics-focused plan layout consistent with our approach to the Rossmoor SRTP*
The following clients can share their experiences working with Daniel Jacobson as a project manager over the past year. Additional references are available upon request.

Zach Seal  
City of Oakland  
510-238-2937  
zseal@oaklandnet.com

Dusty Duley  
City of Willits  
707-459-7124  
dduley@cityofwillits.org

Reference for: project management, transit analysis, and community engagement on Broadway Urban Circulator Study  
Reference for: project management and community engagement for Willits Main Street and Downtown Plans

References

Resumes

Resumes for key staff are provided on the following pages.
Kathrin is a Principal in Fehr & Peers’ Walnut Creek office with over fifteen years of experience in traffic impact assessment, integrated transportation/land use planning, site plan review, and parking studies. Ms. Tellez has conducted transportation impact analyses for major residential and commercial development projects, regional parks, schools, medical centers, and university campuses. She has also evaluated the potential for shared parking at mixed-use developments and the effectiveness of Transportation Demand Management programs for hospital campuses. Her experience also includes several General Plans and Specific Plans. She is also well versed in the California Environmental Quality Act (CEQA) requirements as they relate to Transportation and has prepared the transportation and circulation sections of numerous environmental documents.

**education**

Master of Arts in Urban Planning (Transportation), University of California, Los Angeles, 2000
Bachelor of Arts in Geography/Environmental Studies, University of California, Los Angeles, 1998

**affiliations**

American Institute of Certified Planners
Institute of Transportation Engineers

**registrations**

American Institute of Certified Planners (AICP), #019416
Professional Transportation Planner (PTP), #98

**expertise**

- Environmental Impact Reports
- Transportation Planning
- Traffic Impact Studies
- Mixed Use Development
- Parking Studies
- Bicycle and Pedestrian Planning
- Site Access and Circulation
- Parking Studies
- Medical Center and Campus Traffic Calming
- General and Area Wide Specific Plans

**publications & presentations**


**project experience**

Kathrin led or substantially supported the following relevant projects.

**Rossmoor Events Center Evaluation (Walnut Creek, CA)**

Fehr & Peers was part of the project team led by the Golden Rain Foundation to refine pedestrian and golf cart circulation on Stanley Dollar Drive in the vicinity of the Events Center in Rossmoor. The Events Center is proposed on the south side of Stanley Dollar Drive and has an expected capacity of approximately 400 people. The center is planned to be used for banquets and performing arts shows, in addition to other special events. New parking would be constructed adjacent to the proposed building and additional parking supplies located on the
north side of Stanley Dollar Drive would potentially serve as an overflow parking area.

Existing uses in the area include the Dollar Ranch 18-hole golf course, the Creekside 9-hole golf course, practice facilities including driving range and putting greens, pro shop, café, and the Dollar Clubhouse with swimming pool. Our role was to review the proposed crossing of Stanley Dollar Drive and provide refinements that consider all modes of travel through the area, including pedestrians, golf carts, and private, transit, service and emergency vehicles. Our work included observations of existing conditions, developing recommendations for potential site circulation and parking modifications that could improve operations, and documentation of our recommendations.

Sunrise Assisted Living Facility Trip and Parking Generation (Various Locations, CA)

Fehr & Peers collected data at several Sunrise Assisted Living facilities in the Bay Area to quantify trip generation and parking characteristics. Published documents commonly used by transportation engineers tended to overstate the vehicle trip generation and parking demand from these types of facilities and the survey data was used to support the entitlement process for new facilities.

Downtown Concord Specific Plan (Concord, CA)

Fehr & Peers was part of a multi-disciplinary team for the Downtown Concord Specific Plan project, which refined the vision for this Priority Development Area to achieve the goals of expanded transportation options, increased opportunities for a variety of housing types, and enhanced employment opportunities. One of the primary project goals was to increase the density of development while also increasing the variety of travel mode choices for existing and future residents. A bicycle network, including buffered bike lanes in some locations, has been identified for the downtown area that would ultimately connect to other parts of the City, and provide key last-mile connections to the downtown Concord BART station. Conversion of some one-way streets to two-way operations was also evaluated; results indicate that this action would enhance bicycle and pedestrian accessibility without causing significant adverse effects to other modes. Other options being explored are reducing traffic signal cycle lengths to reduce pedestrian delay, long-term parking management strategies, and potential routes for a free downtown shuttle system. Results of the analysis were incorporated into the supplemental Environmental Impact Report.
Daniel Jacobson is a senior transportation planner focusing on transit, station access, land use, and complete streets projects. His experience spans the spectrum of project development, from feasibility studies and alternative analyses to conceptual design and program management. Daniel has led shuttle and bus planning efforts for a number of clients and is excited to help the Rossmoor community improve its system. Daniel brings a passionate, problem-solving approach to transportation projects in order to achieve meaningful, implementable outcomes.

education

Bachelor of Arts, with Honors, Urban Studies
Stanford University

project experience

California High Speed Rail Station Planning and EIR/EIS Transportation Section, San Francisco-San Jose and San Jose-Merced Subsections (2016-present)

As deputy project manager, Daniel led the development of the Transportation Section of the EIR/EIS for the California High Speed Rail San Francisco-San Jose and San Jose-Merced subsections. Daniel supported the development of station concept plans and mode of access projections for four HSR stations, including San Francisco, Millbrae, San Jose, and Gilroy. Daniel analyzed station access facility needs, including demand for passenger loading, parking, bus facilities, bicycle parking, and bicycle and pedestrian access. Daniel participated in several station planning charrettes and provided recommendations for initial station design and circulation concepts. Upon completion of the station planning process, Daniel led a team of 30 staff to undertake the transportation analysis for the EIR/EIS.

Broadway Urban Circulator Study (Oakland, CA, 2013-2014, 2016)

As deputy project manager, Daniel led a transit enhancement study for the Broadway B Shuttle in Oakland. Daniel collaborated with BART, AC Transit, Capitol Corridor, WETA, the City of Oakland, and community stakeholders to develop short- and long-term transit enhancement strategies, including both enhanced bus and streetcar concepts. Daniel led the development of service plans, ridership projections, cost estimates, and implementation plans.

Utah State University Transit Plan, (Logan, Utah, 2014-2015)

As task lead, Daniel developed a transit plan to support the expansion of Utah State University. Daniel worked with both the Aggie Shuttle and CVTD to conduct a line-by-line analysis of existing campus transit services. The analysis identified phased enhancements, operational efficiencies, capital improvements, and expanded funding via the FTA Small Transit Intensive Cities program.

Park Merced Shuttle Plan (San Francisco, CA, 2016)

Daniel developed a shuttle service plan for the Park Merced community in San Francisco. The shuttle would connect the mixed-use community of approximately 9,000 housing units with the Daly City BART Station and local shopping destinations. The service plan described the proposed operations, costs, and potential ridership for the service.

VTA Light Rail Effectiveness Project North First Street Study, (San Jose, CA, 2015-present)

As deputy project manager, Daniel led a multi-disciplinary team to develop and evaluate concepts for infrastructure
and operational changes for VTA Light Rail service on North First Street. The project intends to increase the speed and reliability of the existing light rail system while provide complete streets enhancements. The project included analysis of slow speed zones within the corridor, conceptual design for fencing and gating the right-of-way, enhancing bicycle and pedestrian access, and implementing transit signal priority.

**Willits Main Street Corridor and Downtown Circulation Studies, 2016**

Daniel co-led a community-driven complete streets design process for the Main Street corridor in Willits. The project redesigned a section of US-101 undergoing relinquishment by Caltrans as a result of the Willits Bypass Project. The project focused on addressing key corridor issues such as traffic calming, bicycle and pedestrian safety, transit operations, local business access, and streetscape beautification. Daniel participated in an intensive week-long charrette process to identify opportunities for enhancement. Daniel concurrently led a circulation study for the Downtown streets network to evaluate complementary complete streets improvements.

**Millbrae Station Access Plan (Millbrae, CA, 2015)**

Daniel developed a multimodal station access plan for Millbrae Station as a part of the City’s Station Area Specific Plan. The plan evaluated access and circulation for the proposed transit-oriented development project surrounding the station. Key considerations included bus and shuttle accommodations, kiss-and-ride circulation, and bicycle and pedestrian connectivity. The plan was conducted on behalf of BART, in coordination with the City of Millbrae, Caltrain, and SamTrans.

**Route 66 Transit & Complete Streets Plan (San Bernardino County, CA, 2012-2013)**

As lead transportation planner, Daniel developed an integrated bus rapid transit, land use, and complete streets plan for the historic Route 66 Corridor. Working with seven cities, Omnitrans, and the San Bernardino Associated Governments (SANBAG), Daniel developed a phased implementation plan to transform the automobile-oriented thoroughfare into a multimodal transit corridor to serve as a backbone for sustainable growth. He focused on a phased implementation plan for three key areas: transit service enhancements (building toward bus rapid transit), bicycle and pedestrian safety improvements, and transit-supportive zoning and land use policies.

**Alameda-Oakland Ferry Shuttle Feasibility Study (Oakland/Alameda, CA, 2014-2015)**

As project manager, Daniel led the development of a needs assessment, operating plan, and implementation plan for a bicycle and pedestrian ferry shuttle service between Alameda and Oakland. The project intended to improve active transportation connections between Alameda’s West End and Oakland while supporting sustainable development. Daniel led the evaluation of various project alternatives and production of a ridership estimate, service plan, and funding strategy.

**Station Planning for Caltrain Modernization (SF Peninsula, CA, 2015)**

As deputy project manager, Daniel led a review of station access priorities for a redesigned Hillsdale Station as a part of the Caltrain Modernization project. Daniel evaluated existing and future needs for buses, shuttles, kiss-and-ride, bicyclists, and pedestrians. Daniel worked closely with Caltrain staff to analyze strategies to accommodate passengers during construction of the new station and associated grade separations.

**University of California Hastings Long Range Campus Plan EIR (2014-2-15)**

As deputy project manager, Daniel managed the transportation analysis for the UC Hastings LRCP EIR. The project included an expansion of student housing and classroom facilities within a constrained urban context in the Civic Center area of San Francisco.

**Hayward Shuttle Feasibility Study (Hayward, CA, 2015-2016)**

Daniel supported the development of shuttle study for the City of Hayward. The shuttle service intends to provide a first-last mile connection to BART for residents and industrial employment centers.

**Genentech Master Plan Update (2016-ongoing)**

As project manager, Daniel is leading an update to Genentech’s ten year development strategy for its main campus in South San Francisco. The Master Plan Update includes an assessment of circulation for all modes, as well as parking and transportation demand management strategies.
Daniel Shockley
Transportation Planner

about
Daniel is a recent graduate of the UCLA Luskin School of Public Affairs Urban Planning program, where he specialized in public transportation. Daniel believes in using data-driven policy decisions that provide rational choices for everyday mobility. As a peer-reviewed researcher, Daniel used data collected from transit vehicles to analyze the influence of smart card fare payment systems on bus dwell times in Los Angeles. At Fehr & Peers, Daniel has worked on a variety of transit-related projects including ridership modelling, short-range transit plans, and ridership demographic analysis.

education
Master of Urban and Regional Planning (2015)
University of California, Los Angeles

publications
Making Headways: An Analysis of Smart Cards and Bus Dwell Time in Los Angeles (Transportation Research Record No. 2539, November 2016)

project Experience
Dumbarton Corridor Study
In light of increasing commute times and congestion in the Bay Area, Fehr & Peers provided travel behavior forecasting and multimodal evaluation analysis services for a variety of Transbay transit and active transportation options that will utilize the Dumbarton Transportation Corridor, which is currently a bottleneck between the East Bay and Peninsula. Given the region-wide planned increase in jobs and housing outlined in Plan Bay Area, the Dumbarton corridor was deemed to have enormous potential and latent demand for additional transportation options. For this effort, Daniel was responsible for preparing each transit service alternative for modeling using the San Mateo C/CAG-Santa Clara VTA travel demand model as well as using his transit planning experience to interpret the results.

Sacramento Streetcar Ridership Forecasts
Fehr & Peers prepared ridership forecasts for the planned 3.3 mile, $150 million Downtown-Riverfront Streetcar Line using the FTA STOPS model and the SACOG activity-based model (SACSIM). The ridership forecasts were reviewed by FTA as part of the project development phase of the FTA Small Starts program.

Rumrill Complete Streets Mobility Plan
Fehr & Peers lead a complex complete streets study and 30% design for the Rumrill Boulevard/13th Street corridor in the Cities of San Pablo and Richmond. The project challenges included limited roadway connectivity and high demand for all modes on the corridor in addition to the corridor being over two miles in length and crosses through two jurisdictions. Fehr & Peers worked closely with both jurisdiction along with Contra Costa Health Services and Local Government Commission on this Caltrans Environmental Justice Planning Grant to analyze existing conditions, develop three alternatives for the corridor, and identify and develop a preferred alternative for the corridor that was taken to 30% design. The project included significant stakeholder outreach, including a Walk & Design workshop and other community workshop and open houses. Traffic operations analysis was completed for the two-mile long corridor.
about

Kara is an experienced transportation planner whose 15-year career has included work for public agencies, including the Alameda County Transportation Commission and the City of Berkeley. Kara honed her skills in her previous position with the City of Berkeley, where she managed numerous transportation programs and projects focused on transit and TDM. More recently, Kara has managed a number of transit, land use, TDM, and social equity projects for the Alameda County Transportation Commission, working extensively with local jurisdictions and transit operators throughout Alameda County as well as with regional and other countywide transportation agencies in the Bay Area.

education

Master of City and Regional Planning, University of California, Berkeley, 2001

Bachelor of Arts, Environmental Chemistry, University of California, San Diego, 1997

registrations

American Institute of Certified Planners (AICP), #021129

project experience

Alameda Countywide Transit Plan (Alameda County, CA)
As a Senior Transportation Planner with the Alameda County Transportation Commission, Kara played a key role managing Alameda County’s first Countywide Transit Plan in coordination with AC Transit’s development of a Major Corridors Study. The Countywide Transit Plan established a long-term vision for transit service in Alameda County as well as goals, objectives, and performance measures to be incorporated into programming efforts and the Countywide Transportation Plan. The Plan also included a review and coordination with East Bay Paratransit and other paratransit services available in Alameda County.

Downtown Berkeley BART Plaza and Transit Area Improvements (Berkeley, CA)
As a planner in the City’s Public Works Transportation Division, Kara managed an initial community planning process for conceptual designs and a consultant contract for development of 35%-level designs for improvements to the Downtown Berkeley BART Plaza. She also wrote a successful Transportation for Livable Communities grant application for $1.8M to fund additional design work and construction.

East Bay Bus Rapid Transit (Berkeley, CA)
As a planner in the City’s Public Works Transportation Division, Kara co-led development of a Locally Preferred Alternative for AC Transit’s proposed BRT project. She worked with the Planning and Transportation Commissions and community groups to refine the proposal before presentation to the City Council.

City of Berkeley Bus Transit and Facilities Improvements (Berkeley, CA)
Kara served as the City of Berkeley’s representative on a technical advisory committee to study potential physical and operational improvements for AC Transit lines 51 and 1R. She also worked closely with AC Transit staff to site and install bus shelters, benches and kiosks throughout the City.
Andy specializes in transit projects, and serves as Project Manager for service planning, transit engineering, and street design efforts in San Francisco and Los Angeles. Andy is familiar with the latest innovative transit design and operations guidance and recently served as contributor to the NACTO Transit Street Design Guide and co-author of ITE’s accompanying Application Supplement to the Guide. Andy’s broad experience in the fields of engineering and planning allows him to bring a truly multi-disciplined approach to solve transit problems. He adds expertise in service planning for shuttles and bus systems and is well-versed in multimodal conflicts that affect transit performance on urban streets.

**education**

M.C.P. in City and Regional Planning, University of California, Berkeley, 2010  
M.S. in Transportation Engineering, University of California, Berkeley, 2009  
M.Eng. in Civil Engineering, Imperial College London, 2007

**registrations**

Licensed in Civil Engineering – State of California (#81472)

**publications and presentations**

- Contributor to the *NACTO Transit Street Design Guide* (2016)  
- Co-author of the *ITE Application Supplement to the NACTO Transit Street Design Guide* (2016)  
- *Red Carpet, Gold Standard – Assessment of Painted Transit Lanes*, ITE 2015 Fall Conference, Tucson

**project experience**

**Emery Go Round Service Assessment (Emeryville, CA)**  
Andy led the redesign of the existing Emery Go Round shuttle network, realigning routes to better serve demand. The key element of the redesign was the creation of a new route to allow for higher frequency service on the crowded trunk parts of the route. Andy utilized a proprietary route travel time tool, developed in-house, to estimate proposed operating costs and characteristics.

**Irvine Shuttle Plan (Irvine, CA)**  
Andy served as project manager for this planning effort to develop a Shuttle Expansion Plan to increase shuttle service. Shuttle design included alignment alternatives analysis, scheduling, and recommendations relative to adding off-peak weekday and/or weekend service, as well as improving interfacing with commuter rail.

**Hayward Shuttle Study (Hayward, CA)**  
As project manager, Andy led the development of an operations and implementation plan for a network of shuttles in the City of Hayward. The shuttle planning effort included community outreach such as open houses and 500 completed surveys from residents and employees. Shuttle ridership was estimated using a proprietary Ridership+ tool, which informed the process of refining the final set of routes. From these a draft service operations plan and financial plan was developed.

**Santa Clara and Sunnyvale Shuttle Studies (Santa Clara, CA)**  
Andy has developed several shuttle plans in Santa Clara and Sunnyvale to connect rapidly-growing residential and commercial areas to local Caltrain stations. Andy planned stop locations, routing, and conducted a ridership and financial analysis for presentation to developers and City staff.
SUMMARY REPORT
GOLDEN RAIN FOUNDATION BOARD OF DIRECTORS

REPORT PREPARED BY:

Jeff Matheson, Director of Resident Services

REQUESTED ACTION:

Consider authorizing the purchase of the Fleetmate software program for Fleet Maintenance, to replace an existing system, in an amount not to exceed $10,000, to be paid from the Trust Estate Fund.

BACKGROUND:

The Fleet Maintenance division tracks the maintenance needs of over 100 vehicles as well as numerous pieces of equipment. For the past decade the department has relied on a software program, called SquareRigger, to track all preventative and completed maintenance on each vehicle and piece of equipment. The program is also used to track fuel usage. The current software program has not been updated since originally installed. In order to bring the current program up to date and develop a system for the program to be backed up on our server would cost $15,000.

Staff has researched other software providers and is recommending changing programs to Fleetmate at a substantial savings. Our new Fleet Manager, Jim Duffley, has previous experience working with Fleetmate and believes it will provide all the functions necessary for our size operation. The new program will also provide us with a second license so the computer in the maintenance garage can be easily accessed for the mechanics to log information as repairs are completed or orders placed. Further, the recommended system has a more comprehensive inventory tracking system so we can better code inventory as received and track as it is put into use.

ALTERNATIVES AND OPTIONS:

• Maintain the existing software at a higher cost.

ATTACHMENTS:

None