

MINUTES

GOLDEN RAIN FOUNDATION OF WALNUT CREEK

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

A regular meeting of the Board of Directors of the Golden Rain Foundation (GRF) of Walnut Creek was convened by the President, Leslie Birdsall, at 9:00 a.m. on Thursday, February 23, 2017, in Peacock Hall at Gateway Complex, 1001 Golden Rain Road, Walnut Creek, California.

ROLL CALL: Present: Leslie Birdsall, Melvin C. Fredlund, Mary Lou Delpech, Kenneth W. Haley, Sue DiMaggio Adams, Carl W. Brown, Robert D. Kelso, Geraldine Pyle, Stephen D. Roath, and Timothy O'Keefe, Chief Executive Officer (CEO), ex-officio member of the Board

Attendance

Excused: Robert D. Kelso

There being no corrections, the minutes of the regular meetings of the Board held on January 26 and February 14, 2017, were approved, as written, by unanimous consent.

Minutes
Approved

Mr. Haley gave the Treasurer's report for the period ending January 31, 2017

Treasurer's
Report

The CEO reviewed his written report dated February 16, 2017, starting with the section regarding Bigotry, Racism, and Prejudice in Rossmoor, which he wrote in response to requests from residents that he comment on a resident essay on the subject that appeared in the January 18th edition of the Rossmoor News.

CEO's
Report

During the Residents' Forum, Patricia Scalise spoke in support of charging guests a use fee and the concept of charging an additional \$3,000 membership transfer fee for a second resident. She then expressed her opinion that lessees should not be allowed to use the facilities.

Residents'
Forum

Gerald M. Priebat said he was very concerned about the idea of charging more than one person living in a manor an additional membership transfer fee.

John H. Nutley expressed his concerns about the concept of increasing Trust Fund income, saying that the method of collecting the funds was unsure and flawed.

Brian K. Stack, Chairman, Aquatics Advisory Committee, said the written report of the Committee's February meeting was accurate and complete.

AAC
Report

The Chairman of the Finance Committee, David Smith, was not present at the meeting so there was no verbal report on the Committee's February meeting.

Claudia Tierney, Chairman, Fitness Center Advisory Committee, thanked the Board for voting to proceed with the Del Valle Complex Renovation Project and then highlighted items in the report of the Committee's February meeting. Discussion followed.

FCAC
Report

In the absence of John McDonnell, Chairman, Golf Advisory Committee, Mark Heptig, Director of Golf, reported that it was a rough start of the year for golf because of the weather and elaborated on the matter.

GAC
Report

The President called on General Counsel Tony Grafals, who reviewed some background information regarding matters related to the existing compensation management structure, following which the President discussed the compensation philosophy approved by the Board on July 28, 2011.

Motion to
Approve
Recom-
mended
Revisions
to Existing
Compen-
sation Mgmt.
Structure
Withdrawn

A motion was made by Mr. Birdsall and seconded by Ms. Adams to approve the Compensation Committee's recommended revisions to the existing compensation management structure. Discussion followed. Mr. Birdsall and Ms. Adams then withdrew the motion. Consideration of the recommended revisions was deferred to the March 30th regular meeting of the Board.

In the absence of Bob Kelso, Chairman, Policy Committee, Geri Pyle, Vice Chairman of the Committee, reported on the Committee's February meeting.

Policy
Committee
Report

A motion was made by Ms. Pyle, seconded by Ms. Adams, and CARRIED UNANIMOUSLY to approve, as recommended by the Policy Committee, revised Rule R103.0, Golf Courses, as recommended by the Golf Advisory Committee (agenda attachment 8b1-2 through 8b1-9). This item was deferred at the January 26th meeting of the Board for consideration of approval at this meeting.

Approved
Revised
Rule
R103.0

A motion was made by Mr. Roath and seconded by Mr. Chakoff to adopt the corporate resolution for an \$8,000,000 loan from Mechanics Bank for the Del Valle Complex Renovation Project (agenda attachment 10a-2 and 10a-3). During discussion, it was noted that the Finance Committee recommended approval of this item. The vote on the motion was then taken, and the motion CARRIED UNANIMOUSLY.

Adopted
Resolution
for Loan
from
Mechanics
Bank for
DeValle/

The President called on Chief Financial Officer Rick Chakoff, who noted that 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 and that staff has prepared four schedules that may be used as planning tools to accomplish this goal. He then reviewed a PowerPoint presentation (copy on file) comprised of a Trust Capital Expenditures Schedule accompanied by a chart

PowerPoint
Presenta-
tion re.
Capital
Needs
Analysis

illustrating the total capital expenditures by year; a Trust Maintenance Schedule also accompanied by a chart illustrating total expenditures by year; a Trust Estate Fund Projection; and a Potential Major Projects Schedule and answered questions from members of the Board during the presentation. It was noted that this was an informational item and no Board action was required.

The President called on Resident Services Directors Jeff Matheson, who introduced discussion regarding the completion of a Short-Range Transit Plan, funding for which was previously approved by the Board in the 2017 operating budget.

A motion was made by Ms. Adams and seconded by Ms. Delpech to authorize 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 by the Board. Following discussion, the vote on the motion was taken, and the motion CARRIED, with Mr. Brown voting no.

Authorized
CEO to
Execute
Agreement
to Complete
Short-Range
Transit Plan

A motion was made by Ms. Adams and seconded by Ms. Delpech to authorize the purchase of the Fleetmate Software Program for Fleet Maintenance to replace the existing system, in an amount not to exceed \$10,000, to be paid from the Trust Estate Fund. Following remarks by Mr. Matheson about the item, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Authorized
Purchase of
Fleetmate
Software
Program for
Fleet Main-
tenance

Before concluding, the President announced that there will not be a mid-month regular meeting of the Board in March; that the next regular meeting of the Board will be held on Thursday, March 30, 2017, at 9:00 a.m. in Peacock Hall at Gateway Complex; and that the Board will not meet in executive session today.

Announce-
ments

There being no further business to come before the Board, the meeting was adjourned at 11:40 a.m.

Adjournment


Mary Lou Delpech, Secretary
Golden Rain Foundation of Walnut Creek