

MINUTES

GOLDEN RAIN FOUNDATION OF WALNUT CREEK

REGULAR MEETING OF THE BOARD OF DIRECTORS THURSDAY, MARCH 30, 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, March 30, 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

Absent: None

There being no corrections, the minutes of the regular meeting of the Board held on February 23, 2017, were approved, as written, by unanimous consent.

Minutes
Approved

Mr. Haley gave the Treasurer's report for the period ending February 28, 2017.

Treasurer's
Report/

The CEO noted a correction to his written report dated March 23, 2017, stating that 29, not 9, of the 34 sales in February 2017 paid a membership transfer fee. He then reviewed the other items in his report.

CEO's
Report

During the Residents' Forum, Annette Fairbanks offered some solutions to dealing with the overcrowding of the pools due to the closing of the Del Valle pool.

Residents'
Forum

Ted Bentley, President of the Rossmoor Garden Club, spoke in support of the proposal to install a restroom at the Rossmoor Gardens, which is on the agenda for consideration of approval later in the meeting.

Brian K. Stack, Chairman, Aquatics Advisory Committee, said the written report of the Committee's March meeting was accurate and complete and that he would be happy to answer any questions. Discussion followed.

AAC
Report

Paul Rosenzweig, Chairman, Audit Committee, reported on the Committee's March meeting at which the Committee primarily discussed the draft GRF Audit Report for the year ended December 31, 2016, and recommended changes to the report. He noted that the Committee recommended that the Board accept the Audit Report at its April 27th meeting after the recommended changes are made by the auditors and reviewed by the Committee.

Audit
Committee
Report

The Chairman of the Finance Committee, David Smith, said the members of the Board had the report of the Committee's March meeting. Discussion followed during which it was noted that the Committee said that the cost of replastering the

Finance
Committee
Report

two pools and spa at Del Valle Complex should be considered an expense item and paid from the operations budget.

Filling in for Claudia Tierney, Chairman, Fitness Center Advisory Committee, who was not present at the meeting, Jeff Matheson, Director of Resident Services, gave a brief update on the Del Valle Complex Renovation Project. He then discussed the Committee's recommendation, which was made at its March meeting, that the Board seek resident input regarding the renaming of the Del Valle Complex and explained the reasons therefore, noting that the Aquatics Advisory Committee also recommended the renaming proposal. A joint subcommittee of the Aquatics Advisory and Fitness Center Advisory Committees will review the suggested names and provide a recommendation regarding them to the Board at a future meeting.

FCAC
Report

A motion was made by Mr. Haley and seconded by Ms. Adams to approve seeking resident input regarding the renaming of the Del Valle Complex, including the pools, as recommended by the Fitness Center Advisory and the Aquatics Advisory Committees. During discussion, Mr. Kelso mentioned the idea of selling the naming rights to the building. Following further discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Approved
Seeking
Resident
Input re.
Renaming
Del Valle
Complex

John McDonnell, Chairman, Golf Advisory Committee, reported that, despite all of the rain we've had, the golf course staff has not been idle, noting that they completed the emergency plan for the golf course and worked on repairing damage to the golf course.

GAC
Report

Following opening remarks by the CEO regarding matters related to the Compensation Committee's recommended revisions to the existing Compensation Management Structure, which was deferred from the February 23rd for consideration at this meeting, and discussion, a motion was made by Mr. Fredlund and seconded by Ms. Adams 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 select employees scoring above a pre-determined benchmark on an annual evaluation to award high performance. Following further discussion, a roll call vote on the motion was taken, and the motion FAILED, with Ms. Adams, Mr. Birdsall, Ms. Delpech, and Mr. Fredlund voting yes.

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

A motion was made by Mr. Roath and seconded by Ms. Adams to authorize the CEO to execute a professional services agreement with ELS Architecture and Urban Design to complete conceptual design plans for an accessible ramp to be added to the main entrance to Dollar Clubhouse as well as accessible access to the rear patio and accessible patio use in an amount not to exceed \$8,400 to be paid from the Trust Estate Fund. Following a review by the Director of Resident Services, Jeff Matheson, of some background information regarding the matter, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Authorized
CEO to
Execute
Agreement
for Design
Plans for
Ramp at
Dollar
Clubhouse

A motion was made by Mr. Roath and seconded by Ms. Adams to authorize the CEO to execute an agreement with Burkett's Pool Plastering, Inc., to replaster the two pools and spa at Del Valle Complex in an amount not to exceed \$165,000, which includes a 10% contingency, to be paid from the Trust Estate Fund. Following remarks by Mr. Matheson and discussion, during which it was noted that the Finance Committee said that the item should be considered an expense item and paid for from the operations budget, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Authorized
CEO to
Execute
Agreement
to Replaster
Pools & Spa
at Del Valle
Complex

A motion was made by Ms. Adams and seconded by Mr. Fredlund to authorize the CEO to execute an agreement with Knorr Systems, Inc., to complete work in the pool pump room to include replacing the heaters, replacing the pumps, and adding the Ultra Violet Sanitation system for the two pools and spa at Del Valle Complex in an amount not to exceed \$302,500, which includes a 10% contingency, to be paid from the Trust Estate Fund. Following remarks by the Director of Resident Services and discussion, the vote on the motion was taken, and the motion CARRIED UNANIMOUSLY.

Authorized
CEO to
Execute
Agreement
to Complete
Work in
Pool Pump
Room at
Del Valle

A motion was made by Ms. Adams and seconded by Mr. Kelso to authorize the CEO to execute an agreement with Romtec for the purchase and installation of a restroom structure at the Rossmoor Gardens in an amount not to exceed \$88,000, which includes a contingency and fees associated with permits and civil engineering services, to be paid from the Trust Estate Fund. The Director of Resident Services then commented on the item. Discussion followed during which Mr. Kelso disclosed that he is a member of the Rossmoor Garden Club. The vote was then taken on the motion, and the motion CARRIED UNANIMOUSLY.

Authorized
CEO to
Execute
Agreement
for Instal-
lation of
Restroom
at Rossmoor
Gardens

A motion was made by Mr. Kelso, seconded by Ms. Delpech, and CARRIED UNANIMOUSLY to approve an expenditure of up to \$510,000 from the Trust Estate Fund and to authorize the CEO to execute a contract with Silicon Valley Paving, Inc. for street maintenance.

Approved
Expenditure
for Street
Maintenance

Before concluding, the President announced that there will not be a mid-month regular meeting of the Board in April; that the next regular meeting of the Board will be held on Thursday, April 27, 2017, at 9:00 a.m. in Peacock Hall at Gateway Complex; and that the Board will meet in executive session following this meeting to discuss legal matters and any other appropriate business.

Announce-
ments

There being no further business to come before the Board, the meeting was recessed at 11:25 a.m. and reconvened at 11:35 a.m. in the Board Room.

Adjournment


Mary Lou Delpech, Secretary
Golden Rain Foundation of Walnut Creek