

MINUTES

GOLDEN RAIN FOUNDATION OF WALNUT CREEK

REGULAR MEETING OF THE BOARD OF DIRECTORS THURSDAY, APRIL 27, 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, April 27, 2017, in Peacock Hall at Gateway Complex, 1001 Golden Rain Road, Walnut Creek, California.

ROLL CALL: Present: Leslie Birdsall, Melvin C. Fredlund, who participated by telephone for a portion of the meeting, 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 March 30, 2017, were approved, as written, by unanimous consent. Minutes Approved

Mr. Haley gave the Treasurer's report for the period ending March 31, 2017. Treasurer's Report/
The CEO reviewed his written report dated April 20, 2017, providing updates on several items therein. Discussion followed. CEO's Report

Mr. Fredlund joined the meeting via telephone.

During the Residents' Forum, Mary A. England expressed her support for the establishment of a GRF Technology Committee and said why she supported it. Residents' Forum

Dick Bertrand, President of Mutual No. Sixty-One, speaking on behalf of the Mutual Presidents, said that creating yet another formal GRF committee, especially one focused on technology, and especially as described in the proposed Technology Committee Charter, is the wrong approach to achieving the goal of successful projects. He recommended that the Board not want a standing technology committee mandated with searching for technology solutions and projects to apply those solutions to. He instead suggested the establishment of a club.

Judith Foley expressed her concerns about problems caused by contractors "flipping" manors in Rossmoor and not obeying the rules.

John H. Nutley referred to the proposal that the name of the Del Valle Clubhouse be changed, gave a brief history about the Del Valle family, and suggested that the name of the Clubhouse be changed to the Valley Clubhouse.

The CEO took this opportunity to address some of Ms. Foley comments during the Residents' Forum and invited her to contact him to further discuss the matter.

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

AAC
Report

Filling in for Paul Rosenzweig, Chairman, Audit Committee, who was not present at the meeting, Mr. Haley, Treasurer and a member of the Committee, commented on the Committee's recommendation that the Board accept the GRF Audit Report for the year ended December 31, 2016.

Audit
Committee
Report

A motion was made by Mr. Haley, seconded by Ms. Adams, and CARRIED UNANIMOUSLY to accept, as recommended by the Audit Committee, the GRF Audit Report for the year ended December 31, 2016, as submitted by the Foundation's independent audit firm, Burr Pilger Mayer.

Accepted
Audit
Report for
Year
Ended
12/31/17

The Chairman of the Finance Committee, David Smith, reporting on the Committee's April meeting, commented on the Committee's recommendation regarding a refund of operating surplus from the Mutual Operations Division (MOD) to the Mutuals managed by the MOD. Discussion followed.

Finance
Committee
Report

A motion was made by Mr. Roth, seconded by Ms. Adams, and CARRIED UNANIMOUSLY to approve, as recommended by the Finance Committee, a refund of operating surplus from the MOD in the amount of \$140,000 to be distributed on a per manor basis to the Mutuals managed by the MOD.

Approved
Refund of
MOD
Operating
Surplus

Claudia Tierney, Chairman, Fitness Center Advisory Committee, commented on the Del Valle Complex Renovation Project and said that residents can get information about the project by going to www.rossmoorfitness.com. She then reported that a joint subcommittee of the Fitness Center Advisory and Aquatics Advisory Committees has been formed to review suggested names for the renovated Del Valle Complex and the three new studios and provide a recommendation regarding them to the Board at a future meeting. Discussion followed.

FCAC
Report

John McDonnell, Chairman, Golf Advisory Committee, said the golf season is starting and commented on golf course related matters.

GAC
Report

A motion was made by Ms. Adams, seconded by Ms. Delpech, and CARRIED UNANIMOUSLY to authorize the CEO to execute an agreement with CODA Industries to replace and upgrade the audio/visual

AV Equip-
ment in
Fireside Room

equipment in the Fireside Room in an amount not to exceed \$26,500, which includes a 10% contingency, to be paid from the Trust Estate Fund.

A motion was made by Mr. Kelso and seconded by Mr. Brown to approve establishing a Technology Committee. The President began discussion of the motion by outlining what he believed has taken place thus far to form a Technology Committee. Further discussion ensued during which members of the Board expressed their support or concerns about the proposal.

A motion was made by Mr. Haley to refer the issue of establishing a Technology Committee back to Messrs. Brown, Kelso, and Roath, who worked for months on the formation of the Committee, for further consideration. The motion DIED for lack of a second.

The vote was then taken on the motion to approve establishing a Technology Committee, and the motion FAILED, with Messrs. Brown, Kelso, and Roath voting yes.

A motion was made by Ms. Pyle and seconded by Ms. Delpech to approve the formation of an ad hoc technology committee to develop a GRF strategic five-year plan for technology. Following discussion, the vote on the motion was taken, and the motion CARRIED, with Mr. Kelso abstaining and Mr. Brown voting no.

Before concluding, the President announced that the Fifty-Third Annual Meeting of Members of the GRF will be held on Monday, May 8, 2017, at 9:30 a.m. in Peacock Hall at Gateway Complex and that an organizational meeting of the Board will be convened following the Annual Meeting; that the next mid-month regular meeting of the Board will be held on Tuesday, May 9, 2017, at 9:00 a.m. in the Fireside Room; that the next end-of-the month regular meeting of the Board will be held on Thursday, May 25, 2017, at 9:00 a.m. in Peacock Hall at Gateway Complex; and that there will be a Board retreat on Friday, May 26, 2017, at 9:00 a.m. in the Club Room at Creekside Complex. The retreat is not open to the public.

There being no further business to come before the Board, the meeting was adjourned at 10:50 a.m.


Mary Lou Delpech, Secretary
Golden Rain Foundation of Walnut Creek

to be
Replaced &
Upgraded

Motion to
Approve
Establishing
Technology
Committee

Motion
Died to
Refer Issue
Back to
Messrs.

Brown,
Kelso, &
Roath/
Motion
Failed to
Approve
Establishing
Tech Com./
Approved
Formation
of Ad Hoc
Tech Com.

Announce-
ments

Adjournment