



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS held Tuesday, March 19, 2019 at West Center, the Vice-President being in the chair and the Secretary being present.

**Directors Present:** Donna Coon (Vice President), Denise Nichols (Secretary), Roger Myers (Treasurer), Carol Lambert (Assistant Secretary), Tom Sadowski (Assistant Treasurer), Nina Campfield, Charles Sieck, Tim Stewart, Sandra Thornton, Gail Vanderhoof, Kent Blumenthal (CEO)

**Directors Present Electronically:** Carol Crothers (President), Lynne Chalmers

**Staff:** Cheryl Moose (CFO), Jen Morningstar (Director of Administrative Services), David Jund (Facilities Director), Kris Zubicki (Interim Recreation Director), Miles Waterbury (Communications Specialist), Karen Miars (Administrative Assistant), Payton Snider (System Administrator), Conal Ward (IT Technician)

**Visitors:** 40 (includes additional staff)

**1. Call to Order / Establish Quorum**

Vice President Coon called the meeting to order at 1:31pm MST.  
Roll call by Secretary Nichols; Quorum established.

**2. Adopt Agenda**

**MOTION: Lambert / Seconded. Adopt Agenda as presented.**  
**Passed: unanimous**

**3. Consent Calendar**

A. February 26, 2019 Minutes

**MOTION: Sieck / Seconded. Approve February 26, 2019 Meeting Minutes as presented.**  
**Passed: unanimous**

B. January 2019 Financial Statements

**MOTION: Sieck / Seconded. Table January Financial Statements until next meeting.**  
**Passed: 11 yes / 1 no (Campfield)**

**4. President Report** – President Crothers encouraged members to vote and will give a full report at the Annual Meeting of Members.

**5. CEO Report**

Good afternoon fellow GVR members, Board, and staff. I again thank my fellow staff colleagues for helping me and the Board prepare for this regular session meeting of the Board. This report affords me an opportunity to update members on a few important and continuing activities, of which only one is on today's meeting agenda.

**1. GVR Staff Appreciation Breakfast**

I wish to thank GVR Directors Donna Coon, Tom Sadowski, Carol Lambert, and Nina Campfield for participating in yesterday's GVR Staff Appreciation Breakfast. Your presence and kind words about the good work of GVR's 120 employees were greatly appreciated.

**2. Site Visit to Denver for Investment Firm Finalist**

CFO Cheryl Moose, Accounting Manager David Webster, and I traveled to Denver on February 27 to meet with officials of an investment firm that is a finalist to manage GVR reserve accounts. As was reported to the Investment Committee upon our return, we were impressed by the

overall wherewithal of the firm and the competency and friendliness of its employees. Officials of the firm emphasized its employee retention and continuing investment in its staff.

**3. GVR Pickleball Center, Phase I**

The Pickleball Center Design Group met last week. The project is close to going out for bid. Updates appear in the weekly GVR Friday eBlast with a link to the design and construction schedule in the form of a Gantt chart. As many as five bids to prequalified selected General Contractors will be sought. The bid period lasts approximately 3 weeks.

**4. Arizona House Bill 2374**

GVR still waiting to hear whether or not the Senate Government Committee will schedule a hearing on HB 2374. At the close of last week's stakeholders meeting in Phoenix, were encouraging signs that Committee Chair, David Farnsworth would add HB 2374 to the agenda.

**5. GVR Metal Working Club**

The GVR Metal Working Club is open for business in its new home in the former Facilities Fleet Parking lot behind the Administrative Offices.

**6. Forum on Fitness & Pools**

A well-attended Member Forum on GVR Fitness Centers & Pools held yesterday and facilitated by Director Tom Sadowski and P & E Committee member Keith Skytta was insightful and informative. Look for follow-up during the ensuing GVR Governance Year.

**7. Live video streaming of today's Board meeting**

We are live video streaming today's Board meeting as a beta test for next week's broadcast of the Annual Meeting of the Corp, and will upload to YouTube and post on the GVR website the resulting video of the meeting. In discussions with our IT Director Randy Cheatham, he explained that it is actually easier and more efficient for GVR to live stream and then post the video of each Board meeting instead of resurrecting the video streaming process each year. We are considering implementing this for the next governance year.

Thank you for joining us today and stay well.

**6. Committee Reports**

**A. Board Affairs**

1. CPM Amendment – Membership ID Cards

**MOTION: Sieck / Seconded. I move that the GVR Board of Directors approve changes to the CPM to become effective January 1, 2020 as written below:**

**CORPORATE POLICY MANUAL**

**Section II - Membership**

**SUBSECTION 2. GENERAL**

**GVR property and member definitions, use of facilities, suspension of privileges and voting rights are as set forth in the bylaws of the Corporation or the Corporate Policy Manual.**

**~~A. GVR Membership Cards (updated 4/19/2016)~~**

**~~1. GVR membership cards shall be issued to each owner of a GVR membership property.~~**

**~~2. A spouse of a GVR member shall be issued a GVR membership card regardless of whether the spouse is on title to the property unless the spouse has disclaimed interest in the property. Moved #2 below~~**

**~~3. If a GVR property is held in a trust, each trustee shall be issued a GVR membership card unless the trust specifies otherwise. Moved #3 below~~**

- ~~4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR membership card shall be issued to up to two (2) managing member(s) of the entity.~~
- ~~5. A GVR membership card shall be issued to a person who shares a common household with a GVR member upon proof of residency and payment of an Additional Card Holder fee as established by the Board.~~
- ~~6. Any single owner GVR membership property that was issued an Annual Guest Card or Additional Card Holder card prior to the effective date of this policy may renew such cards without payment of a fee.~~

#### **A. GVR Identification Cards**

**It is the policy of GVR that each authorized user of GVR facilities be issued a GVR identification card as set forth herein.**

- 1. A GVR identification card shall be issued to each GVR member, each Assigned Member, each CRCF user and each Life Care user.**
- 2. A spouse of a GVR member shall be issued a GVR membership identification card regardless of whether the spouse is on title to the property unless the spouse has disclaimed interest in the property.**
- 3. If a GVR property is held in a trust, each trustee shall be issued a GVR membership identification card unless the trust specifies otherwise.**
- 4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR identification card shall be issued to up to two (2) managing partners.**
- 5. Additional Card Holder:**
  - a) GVR identification shall be issued at no fee for one (1) Additional Card Holder where the individual is residing with a sole owner GVR member or sole Assigned Member and proof of residency has been provided to GVR.**
  - b) For a fee established by the Board of Directors, GVR identification shall be issued to other Additional Card Holders where proof of residency has been provided to GVR.**

**Call the question: Sieck / Seconded.**

**Failed: 6 yes (Chalmers, Crothers, Sadowski, Sieck, Thornton, Vanderhoof) / 6 no**

**MOTION TO TABLE: Campfield / Seconded. Table this to a work session no later than May 15, 2019.**

**Motion to Table Failed: 5 yes (Campfield, Coon, Lambert, Nichols, Stewart) / 7 no**

**Motion Passed: 7 yes / 5 no (Campfield, Coon, Lambert, Nichols, Stewart)**

2. CPM Amendment – Guest Policy

**MOTION: Sieck / Seconded. I move that the GVR Board of Directors approve the changes to the CPM as written below effective January 1, 2020:**

#### **B. Guest Policy (updated 8/29/2017)**

- 1. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, or Life Care User of GVR CRCF Resident and who live outside a twenty (20) mile radius of established GVR Boundaries. In**

general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.

2. Anyone residing **in** a non-GVR property within the jurisdiction of the corporation is not an eligible guest.
3. GVR Members, **Assigned Members and CRCF residents** may purchase an Annual Guest Card for a fee determined by the Board of Directors. GVR Members, **Assigned Members and CRCF residents** may also purchase daily guest cards for an additional fee. Limit one (1) Annual Guest Card per household. The Annual Guest Card allows for an unlimited number of guests and guest visits. Daily Guest passes allow for unlimited number of guests on specific days only.
- ~~4. GVR Members who own more than one GVR property may purchase an Annual Guest Card only for the property in which they reside.~~
- 4. 5.** No more than one (1) Annual Guest Card may be purchased by an individual(s) owning GVR properties regardless of the number of properties owned.
- 5. 6.** Annual Guest Cards may not be purchased for properties which are tenant occupied. Tenants may purchase Daily Guest passes for a fee determined by the Board of Directors.
- 6. 7.** Annual Guest Cards are valid through the end of the calendar year (December 31). Annual Guest Card fees are not prorated.
- 7. 8.** Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use the same Annual Guest Card.
- 8. 9.** Guests under the age of 18 do not require guest cards and must be accompanied by a GVR-issued card-carrying adult.
- 9. 10.** Replacement of a lost or damaged Annual Guest Card must be obtained at a GVR Member Services office. The fee for replacement cards is determined by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.
- ~~11. Tenants with guests may purchase a day pass for each guest over the age of 18.~~
- 10. 12** Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
- 11. 13** At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID Card. In addition, members and guests who abuse GVR ID card privileges may be subject to sanctions and penalties up to and including fines and/or loss of privileges, as determined by the Board of

Directors. Rules governing board-authorized sanctions and penalties will be publicized to the general membership.

~~14. GVR stopped issuing Annual Guest Cards on a complimentary basis to new Single Member Households on March 1, 2016. Annual Guest cards offered on a complimentary basis to Single Member Households prior to March 1, 2016 (whereby the GVR member property remains a single member household) will continue to be issued, provided that the affected GVR Member formally requests a Single Member Annual Guest Card each year. The formal request may be made any time during a calendar year and for each subsequent calendar year. Failure to request a card during a calendar year will result in forfeiture of the Single Member Annual Guest Card privilege for the GVR member. Cards are specific to a GVR member property and are not transferable to a new owner of the property.~~

~~15. Life Care Privilege – Life Care Users may purchase Annual Guest Cards and Daily Guest Passes following the same guidelines established for guests of any GVR Member.~~

**12. A Single User Only annual guest card provides access to GVR facilities for only one individual guest at a time and shall be issued in the name of the sole-owner GVR member requesting the card.**

**13. A Single User Only Annual guest card shall be issued to sole-owner GVR members for no fee where there is no other person residing with the GVR member.**

Call the question: Sieck / Seconded.

Passed: 10 yes / 2 no (Campfield, Lambert)

Motion Passed: 6 yes / 5 no (Campfield, Lambert, Myers, Nichols, Stewart) / 1 abstain (Coon)

B. Fiscal Affairs

1. Proposed Bylaws Amendment – Change in date for schedule of dues

**MOTION: Myers / Seconded. GVR Board of Directors approve the Fiscal Affairs Committee recommendation for the following changes to GVR's Bylaws Article III, Section 4:**

**Current Bylaws, Page 3, Article III – Dues and Assessments, Section 4 – Announcement by the Board of Directors:**

**On or before December 10<sup>th</sup> of each year, the Board of Directors shall announce the schedule of membership dues and the Operating and Capital Budgets for the next calendar year.**

**Changes to Bylaws Article III, Section 4**

**Existing words to be deleted are struck-through and new words to replace them are in red.**

**On or before ~~December 10<sup>th</sup>~~ **September 30<sup>th</sup>** of each year, the Board of Directors shall announce the schedule of membership dues and the Operating and Capital Budgets for the next calendar year.**

**Revised Bylaws Article III, Section 4**

**On or before September 30<sup>th</sup> of each year, the Board of Directors shall announce the schedule of membership dues and the Operating and Capital Budgets for the next calendar year.**

**Call the question: Stewart / Seconded.**

**Passed: unanimous**

**Motion Failed: 6 yes (Campfield, Coon, Lambert, Myers, Nichols, Stewart)  
/ 6 no**

**C. Planning & Evaluation**

1. Update – GVR Capital Projects 3-5 Year Plan for 2020

**MOTION: Coon / Seconded. GVR Board of Directors approve the 2020 Capital Project Plan as an update to the current GVR Capital Projects 3-5 Year Plan as presented as a conceptual framework with each project subject to GVR Board of Directors approval, Fiscal Affairs Committee determination of funding and presentation of cost-benefit analysis for each project prior to approval. Engineering and design should proceed to enable accurate analysis prior to approval of each project.**

**MOTION TO AMEND: Nichols / Seconded. Move Pickleball Complex Construction Phase 2 to 2021 and Construction Phase 3 to 2022.**

**Motion to Amend Passed: unanimous**

**Amended Motion Passed: 10 yes / 2 no (Chalmers, Crothers)**

**APPROVED AMENDED MOTION: *GVR Board of Directors approve the 2020 Capital Project Plan as an update to the current GVR Capital Projects 3-5 Year Plan as a conceptual framework with each project subject to GVR Board of Directors approval, Fiscal Affairs Committee determination of funding and presentation of cost-benefit analysis for each project prior to approval, moving Pickleball Complex Construction Phase 2 to 2021 and Construction Phase 3 to 2022. Engineering and design should proceed to enable accurate analysis prior to approval of each project.***

**D. Audit – Director Sieck gave an update.**

**E. Nominations & Elections – no report**

**F. Investments Ad Hoc**

1. Financial Advisor Recommendation

**MOTION: Sadowski / Seconded.**

**WHEREAS, the Investment Ad Hoc Committee previously recommended to the GVR Board of Directors, that Segall Bryant Hamill (SBH) be the financial advisor for managing the GVR Initiatives, Emergency and Maintenance, Repair and Replacement reserve accounts.**

**WHEREAS, GVR staff scheduled and completed an in-person meeting with SBH representatives on February 27, 2019.**

**WHEREAS, the GVR Staff Team was impressed by SBH and believe that SBH has competent and professional staff and other resources necessary to manage GVR assets with Charles Schwab as the custodian.**

**WHEREAS, the Investment Committee and GVR Board has reviewed and recommended small changes and an addendum to the GVR/SBH agreement.**

**Now, therefore, let it be resolved, that the Board President is authorized to sign the agreement between GVR and SBH, and is further authorized to initiate and sign account opening documents with Charles Schwab, with GVR CEO Kent Blumenthal and Cheryl Moose as authorized signers on the custodial account.**

**Call the question: Lambert / Seconded.**

**Passed: unanimous**

**Motion Passed: unanimous**

G. GVR-GVR Foundation Ad Hoc – Director Stewart reported the GVR Board submitted a Request for Funding Grant Application for the Pickleball Complex to GVR Foundation (GVRF) Board, who has formally accepted the application. GVR Board is waiting for an attorney’s second opinion on the GVRF Grant Agreement before having the President sign.

H. Bylaws Ad Hoc – no report

*~~ Lynne Chalmers left the meeting.*

**7. Unfinished Business**

A. Recording of January 29 Board Meeting pertaining to Pickleball Center Funding

B. Approval of January 29, 2019 Minutes

**MOTION: Sadowski / Seconded. Approve January 29, 2019 Meeting Minutes as presented.**

**Passed: 8 yes / 1 no (Vanderhoof)**

**8. New Business**

**9. GVR Foundation Update** – GVR Foundation President Jim Counter reported:

A joint effort with GVR, GVR Members, the White Elephant, Amazon Smile, Jim Click, Kroger Rewards and the GVR Foundation provided another successful conclusion to the Member Assistance Program giving almost \$20,000 to GVR Members in need.

The joint effort of the Greater Green Valley Community Foundation and the GVR Foundation with the Southern Arizona CultureFest in Tubac brought in nearly \$4,500 to each Foundation.

The same joint effort has organized a Write-A-Will Workshop to be presented on March 27 from 9am to 12pm at GVR Santa Rita Springs Center in the Anza Room.

The Pickleball Campaign is underway. GVR Foundation provided a table for donations and info at the Southern Arizona Senior Games Pickleball competition where donations/pledges were collected.

The GVR Foundation is in the process of updating its brochures and forms.

The next step for the GVR Foundation is to get a letter of total support from the GVR Board so we may start the balance of our major fundraising campaign for the Pickleball Complex.

**MOTION: Stewart / Seconded. GVR Board of Directors authorizes the President to write a letter of strong support for the GVR Foundation.**

**Passed: unanimous**

