



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS held Wednesday, April 24, 2019 at West Center, the President being in the chair and the Secretary being present.

Directors Present: Charles Sieck (President), Lynne Chalmers (Vice President), Sandra Thornton (Secretary), Carol Crothers (Treasurer), Donna Coon (Assistant Secretary), Tom Sadowski (Assistant Treasurer), Suzan Curtin, Christine Gallegos, Denise Nichols, Gail Vanderhoof, Don Weaver, Mike Zelenak, Kent Blumenthal (non-voting)

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)

Visitors: 23 (includes additional staff)

1. Call to Order / Establish Quorum

President Sieck called the meeting to order at 2:06pm MST.
Roll call by Secretary Thornton; Quorum established.

2. Adopt Agenda

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

3. Consent Calendar

A. Minutes:

**MOTION: Coon / Seconded. Approve March 19, March 26 and April 4, 2019 Meeting Minutes as presented.
Passed: 8 yes / 0 no / 4 abstain (Curtin, Gallegos, Weaver, Zelenak)**

B. Financial Reports:

**MOTION: Nichols/ Seconded. Remove December 2018 Financial Statements until further details provided to the GVR Board. Approve January, February and March 2019 Financial Statements as presented.
Passed: 9 yes / 0 no / 3 abstain (Curtin, Gallegos, Weaver)**

4. President Report

Good Morning. Welcome to our April GVR Board of Directors meeting. Note that our Board meetings have been moved to 2:00 on the last Wednesday afternoon of the month. The exception is next month. The May meeting will be held on the 22nd to avoid the Memorial Day Weekend.

There are some obvious changes to the format of our agenda. The first is I have added times for each item. This is to keep us on track. If we fall behind schedule, some items may have to be tabled until the next meeting. Last year's Board sometimes argued some items beyond being productive. I will try to keep this from happening this year.

The second thing you will notice is the category called Board Projects Status Reports. These are projects that are high level important initiatives that the Board needs to stay

on top of. We want to remove the lag in reporting and unburden our committees from having to report on these items. These will be quick updates. They are not to sell the projects because the Board is already 100% committed to these projects.

To kick off the new year, Dr. Blumenthal and I are meeting individually with each committee chairman to ensure there is a clear understanding of how things are to proceed and what staff support they can expect. Due to scheduling, this has taken more time than I had hoped and has delayed our committees from getting started. I take full responsibility for this delay. While this has been valuable, I am convinced it could have been done in a single meeting with all the committee chairs. This will be my recommendation for next year's president.

You will hear about some changes to the GVR Foundation on sourcing of accounting support. This was initiated by the Foundation and will result in clarity of their finances and simplification of our accounting. Please do not view this as a problem between GVR and the Foundation. We are working together closer than ever. Based on a legal review of the Pickleball Grant Agreement by our independent legal counsel, potential issues have been identified and are being addressed. I do not see any roadblocks with moving ahead on this agreement.

I will now turn it over to Dr. Blumenthal for our CEO's report.

5. CEO Report

Good afternoon fellow GVR members, Board, and staff. I appreciate President Sieck affording me an opportunity to report to the Board on a few important and continuing activities.

1. Arizona Senate Bill 1094

The Arizona House of Representatives may consider SB1094 today (formerly HB2374). If approved, SB1094 will explicitly exclude Green Valley Recreation, Inc. from being considered an HOA-type of organization, since GVR has no authority to enforce CC&R's or otherwise govern the use or appearance of individually owned properties. Passage of SB1094 will mean that GVR can continue to function as a nonprofit corporation, subject to Title 10 of the Arizona Revised Statutes, as well as its Articles of Incorporation and Bylaws. 80% of Green Valley residents are GVR members.

The vote in the House is expected to be close, with political partisanship apparently in play. It is important that our District 2 representatives in the Arizona House support this bill!

Please telephone and email our District 2 Representatives Rosanna Gabaldon and Daniel Hernandez and urge them to support passage of SB1094.

Rep. Rosanna Gabaldon
Tel: (602) 926-3424
rgabaldon@azleg.gov

Rep. Daniel Hernandez
Tel. (602) 926-4840
DHERNANDEZ@azleg.gov

2. **Transfer of Investment Portfolios from Edward Jones to Segall Bryant & Hamill**

Here is a list of things that have transpired related to transferring assets to our new financial advisors, Segall, Bryant and Hamill (SBH).

- a) Most assets were transferred to custodian Charles Schwab accounts on April 12.
- b) GVR received notification from Charles Schwab that some of the mutual funds held in the Edward Jones Emergency Reserve account were "ineligible" to be held at Charles Schwab (our new custodian of investment assets).
Subsequently, Edward Jones liquidated the mutual funds and sent cash to Charles Schwab.
- c) SBH did a "test transfer" of moving money between Operations Investment at the Edward Jones account and the new Schwab accounts. The test was successful and we are now set up to initiate reimbursement and MRR funding transactions.

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

The most recent schedule for development of the GVR Pickleball Center is posted weekly in Friday eBlast. Here are some important milestones:

- On or about 5-1-19: The Building design will be submitted to Pima County for review.
- The Development Plan Permit will be issued when requested by GVR, pending section of a General Contractor.
- WSM Architects is currently preparing the Invitation for Bids for Phase I construction.
- WSM Architects, GVR staff and representatives of the Design Team will review the Invitation for Bids prior to release.
- On or about 5-15-19: WSM Architects issues Invitation for Bids to at least three (3) prequalified selected General Contractors. Bid period is approximately 3 weeks.
- The Approximate Bid Review date is 6-14-19. GVR and WSM review bids, with notification to GVR Board.
- The Approximate Bid Award Date is 6-21-19.

4. **GVR Concierge Kiosks**

Member Swipe Data:

Total Swipes: 38 (27 unique users)

- Las Campanas had 24 swipes since 4/12/19 (12 days of data)
- Desert Hills had 12 swipes since 4/10/19 (14 days of data)
- West Center had 2 swipes since 4/18/19 (6 days of data)

5. **Solar Panel Installation Update**

Due to a looming deadline with TEP for the AO project, the start of canopy construction at Canoa Hills has shifted to a late May timeframe. The start of the 1st of two phases of the AO portion of the project is now underway.

This 1st phase will see canopies being constructed north of the new canopy at the West Center Tennis Ramada parking lot and the north parking lot of AO. Drilling for the canopy columns will begin as soon as Friday, April 26.

The 2nd phase of this project will have a canopy being erected in the south parking lot of AO. During this 2nd phase of construction, the entire south parking lot will be closed to all members and staff. This phase will begin on May 6.

Thank you for joining us today and stay well.

6. Committee Reports

A. Planning & Evaluation – Director Nichols reported.

B. Fiscal Affairs – Director Crothers reported.

C. Investments – Director Sadowski reported.

MOTION: Sadowski / Seconded. Accept revised Investment Policy Statement as presented.

Passed: unanimous

D. Audit – Director Vanderhoof announced Director Weaver as Vice-Chair.

E. Board Affairs – Director Curtin reported.

F. Nominations & Elections – Director Gallegos reported.

G. Bylaws Ad Hoc – President Sieck reported.

MOTION: Sieck / Seconded. Appoint Suzan Curtin as chair of the Bylaws Ad Hoc Committee.

Passed: 10 yes / 2 no (Weaver, Zelenak)

H. Survey / Facility Access Ad Hoc – Director Thornton reported.

7. Board Project Status Reports

A. Member Concierge Kiosks – GVR CEO Blumenthal reported.

B. Solar Gain Status Update – President Sieck gave the report.

C. Pickleball Center Update – GVR CEO Blumenthal reported.

8. New Business

A. Policy Governance Ad Hoc Committee

MOTION: Chalmers / Seconded. GVR Board of Directors form an ad hoc committee to facilitate the implementation of the Carver Policy Governance model and recommend President Sieck appoint Lynne Chalmers as Chair.

Passed: unanimous

MOTION: Sadowski / Seconded. Appoint Lynne Chalmers as the point of contact for GVR Board and GVR CEO Kent Blumenthal as the point of contact for GVR Staff with consultant Susan Mogensen.

Passed: unanimous

B. MedAvail / SpotRX Lease Agreement

MOTION: Sieck / Seconded. GVR Board of Directors adopt the Pilot GVR/MedAvail Lease Agreement as presented.

Passed: unanimous

