



AGENDA

BOARD OF DIRECTORS MEETING
 Wednesday, August 26, 2020 2pm
 ELECTRONIC MEETING

Directors: Don Weaver (President), Mike Zelenak (Vice President), Beverly Tobiason (Secretary), Donna Coon (Treasurer), Mark Kelley (Assistant Secretary), Christine Gallegos Randy Howard (Assistant Treasurer), Bev Lawless, Mark McIntosh, Charlie Sieck, Sandra Thornton, Gail Vanderhoof, Jen Morningstar (non-voting)

Agenda Topic	Director	Exhibit	Action
1. Call to Order / Quorum	Weaver		
2. Adopt Agenda	Weaver	X	X
3. Consent Calendar	Weaver		X
A. July 29, 2020 Minutes		X	
B. July 2020 Financial Statements		X	
4. Policy Governance	Tobiason		
A. Consulting Services			X
B. Policy Updates:			
1. Initial Ends Interpretation at November 2020 meeting; and Ends Monitoring Report as scheduled in March 2021			X
C. EL 2.8 change monitoring schedule from twice per year to once (October)			X
D. Annual Member Survey in November (or with Annual Invoice)			
E. PG Manual Verbiage Changes:		X	
1. Individual members (when speaking of board members) to Directors			X
2. GVR members to GVR member-owners			X
5. Committee Reports			
A. Board Affairs	Gallegos		
1. Revisions to the Board Of Directors Code Of Conduct & Acceptance of Board Code of Conduct Enforcement Procedures		X	X
B. Fiscal Affairs	Coon		
C. Planning & Evaluation	Howard		
1. Pickleball Center Shade structure (funded by Pickleball Club)		X	X
2. WSM Preliminary Design Proposal for West Center Wood Shop Expansion		X	X
D. Investments	Lawless		
1. July 2020 investment report		X	X
E. Nominations & Elections	McIntosh		
6. New Business			
7. GVR Foundation Report	Counter		
8. Member Comments			
9. Adjournment			X



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS held Wednesday, July 29, 2020 by teleconference. The President being in the chair and the Assistant Secretary being present.

Directors Present by Remote: Don Weaver (President), Mike Zelenak (Vice President), Donna Coon (Treasurer), Beverly Tobiason (Assistant Secretary), Randy Howard (Assistant Treasurer), Christine Gallegos, Mark Kelley, Bev Lawless, Mark McIntosh, Charlie Sieck, Sandra Thornton, Gail Vanderhoof, Jen Morningstar (non-voting)

Visitors: 48

I. Call to Order / Establish Quorum

President Weaver called the meeting to order at 2:03pm MST.
Roll call by Assistant Secretary Tobiason; Quorum established.

II. Adopt Agenda

MOTION: Coon / Seconded. Adopt Agenda as presented.

Passed: unanimous

III. Consent Calendar

MOTION: Lawless / Seconded. Adopt Consent Calendar as presented:

- **July 1, 2020 Meeting Minutes**
- **Financial Statements: June 30, 2020**

Passed: unanimous

IV. New Business

A. Election of Officer - Secretary

- 1) Nomination
 - a. Bev Lawless – will not run
 - b. Mark McIntosh – will not run
 - c. Sandra Thornton – will not run
 - d. Beverly Tobiason – will run
- 2) Election
 - a. Beverly Tobiason (unopposed)

Election of Officer – Assistant Secretary

- 1) Nomination – 1st
 - a. Mark McIntosh – will not run
 - b. Sandra Thornton – will not run
- 2) Nomination – 2nd
 - a. Randy Howard – will not run
 - b. Mike Zelenak – will not run
 - c. Donna Coon – will not run
 - d. Christine Gallegos – will not run
 - e. Mark Kelley – will run
 - f. Gail Vanderhoof – will run
- 3) Election
 - a. Gail Vanderhoof – withdraw
 - b. Mark Kelley (unopposed)

B. GVR Foundation Donor Recognition Wall

MOTION: Gallegos / Seconded. GVR Board of Directors approves installation of “GVR Foundation Donor Recognition Wall” at West Center. Passed: unanimous

GVR Foundation President Jim Counter reported:

- Dates are confirmed for fall 2021 Pickleball Tournament as a fundraiser for GVRF and Greater Green Valley Community Foundation (GGVCF).
- GVRF to submit a grant for up to \$10,000 to Freeport-McMoRan Foundation for reimbursement to GVR for funds spent on COVID-19 supplies.

C. East Center Pool Replacement

MOTION: Howard / Seconded. GVR Board of Directors authorizes up to \$15,000 to proceed with a preliminary design for a replacement pool at the East Center.

**Call the question: Sieck / Seconded.
Passed: 10 yes / 2 no (Gallegos, Zelenak)**

Motion Failed: 6 yes (Coon, Howard, Sieck, Thornton, Tobiason, Weaver) / 6 no

Director Howard to schedule a presentation to the GVR Board from the Aquatics P&E Subcommittee of their conceptual design for a replacement pool at East Center.

D. Fitness Equipment Outdoors – Discussion led by Director Zelenak.

Interim CEO Jen Morningstar to research a pilot project of moving fitness equipment outdoors at Canoa Ranch.

E. Pickleball Center Amenities

MOTION: Coon / Seconded. GVR Board of Directors approves expenditure of up to \$9,000 for purchase and installation of windscreens at the Pickleball Center. Funding will come from the Initiatives Reserve Fund using funds remaining from the Pickleball Center approved funding on January 29, 2019. Passed: 8 yes / 4 no (Gallegos, Sieck, Thornton, Vanderhoof)

F. Springs HOA Paving Project

MOTION: Kelley / Seconded. GVR Board of Directors denies the request from The Springs at Santa Rita HOA for financial assistance from GVR to help maintain roads around GVR’s Santa Rita Springs Center. Passed: 11 yes / 1 abstain (McIntosh)

V. Committee Reports

A. Board Affairs – Director Gallegos reported the committee met on July 9, 2020 in a closed session.

B. Fiscal Affairs – Director Coon reported the committee met on July 21, 2020 and reviewed June financials. Items to be discussed at the August committee meeting were noted.

C. Investments

1. Investment Policy Statement

MOTION: Lawless / Seconded. GVR Board of Directors approves the new Investment Policy Statement as presented.

Passed: 8 yes / 4 no (Kelley, Sieck, Thornton, Vanderhoof)

D. Nominations & Elections – Director McIntosh gave an update on future Candidate Forums.

E. Planning & Evaluation – Director Howard reported the committee is working with Ceramics Club of GVR and GVR Glass Artists Club to provide preliminary space plans for the possible buildout of Canoa Hills Clubhouse if purchased by GVR. The committee met in a special meeting on July 22, 2020 to review the draft 5-year GVR Capital Project Plan.

Interim CEO Morningstar to confirm maintenance schedule for East Center Pool while pool replacement is delayed.

F. Policy Governance – Director Tobiason gave an update. The next committee meeting is August 4, 2020. The committee plans to schedule work sessions with the Board on Policy Governance.

1. **Owner Linkages** – Director Thornton led the discussion on a member survey. Further discussion to take place on July 30, 2020 at the Board Work Session.

G. CEO Search – Director Howard gave an update on the CEO Search process.

VI. Member Comments: 1

VII. Adjournment

**MOTION: Zelenak / Seconded. Adjourn meeting at 4:35pm MST.
Passed: unanimous**



Green Valley Recreation, Inc.

CONSOLIDATED FINANCIAL STATEMENTS

The accompanying pages are the Financial Reports for July 31, 2020. The four statements are:

Statement of Financial Position.

This is also known as a Balance Sheet or the Statement of Net Assets.

Statement of Activities

Also known as an Income and Expense statement. This report shows the types of Income, the categories of expense and the unrealized Investment Market changes for the year to date. The bottom line in this report is the net for all the reserve accounts maintained by GVR.

Statement of Changes in Net Assets

This report displays the financial activity of the four reserves that make up the Net Assets of Green Valley Recreation. These reserves are:

Unrestricted - These net assets include the Fixed Assets (land, buildings and equipment), undesignated current assets less the current liabilities and deferred revenue items.

Emergency - Designated by the Board of Directors, this reserve is held to provide liquidity when needed for operational emergencies.

Maint - Repair - Replacement - designated by the Board of Directors, this reserve is the accumulation of assets in support of the Reserve Study which is mandated for Common Interest Realty Associations like Green Valley Recreation. Annual amounts are budgeted and transferred into this reserve for the purposes of the name of this reserve.

Initiatives - This reserve is designated by the Board of Directors to help with the funding for new programs that evolve from member interests and demands. Innovation in programming enables GVR to respond to member expectations.

Investment Portfolios

This report displays the market values of investments at the beginning of the year, the dollar amounts of changes that occurred from January 1st to the date of the financial statements. The unrealized gain or loss on market value changes is shown on a separate line to result in the market value of investments as of the reporting month end. The investments related to each of the Reserves (Unrestricted and Designated) are included in separate columns.



Green Valley Recreation, Inc. Statement of Financial Position

As of Date: July 31, 2020 and Dec 31, 2019

	July 31, 2020		Dec 31, 2019	
	Total		Total	
ASSETS				
Current Assets				
Cash/Cash Equivalents	999,801	382,134	2,505,270	
Accounts Receivable	352,196		221,922	
Prepaid Expenses	394,428		313,753	
Unamortized Deferred Compensation	275,962		-	
Designated Investments (Charles S./SBH)				
Emergency - Fund	863,105 (1)	880,329 (16)		
MRR - Fund	7,849,077 (2)	7,055,756 (16)		
Initiatives - Fund	1,476,015 (3)	2,500,602 (17)		
Total Designated Investments (CS/SBK)	10,188,197 (4)	10,436,687 (18)		
Undesignated Invest. (JP Morgan)	4,137,412 (5)	3,274,640 (19)		
Investments	14,325,609 (6)		13,711,327 (20)	
Total Current Assets	16,347,997		16,752,273	
Fixed Assets				
Contributed Fixed Assets	18,017,085		17,593,785	
Purchased fixed Assets	22,475,176		21,995,051	
Sub-Total	40,492,261		39,588,836	
Less - Accumulated Depreciation	(22,887,505)		(21,918,638)	
Net Fixed Assets	17,604,755 (7)		17,670,198 (21)	
Total Assets	33,952,752		34,422,471	
LIABILITIES				
Current Liabilities				
Accounts Payable	617,667		494,370	
Deferred Dues & Fees	2,817,177		4,331,532	
Deferred Programs	46,593		285,935	
Compensation Liability	275,962		-	
Total Current Liabilities	3,757,399		5,111,837	
TOTAL NET ASSETS	30,195,353 (8)		29,310,634.66 (22)	
NET ASSETS				
Temporarily Designated:				
Board Designated:				
Emergency	863,105 (9)	880,329 (23)		
Maint - Repair - Replacement	7,849,077 (10)	7,055,756 (24)		
Initiatives	1,476,015 (11)	2,500,602 (25)		
Sub-Total	10,188,197 (12)	10,436,687		
Unrestricted Net Assets	19,122,437		18,873,948	
Net change Year-to-Date	884,719 (13)		-	
Unrestricted Net Assets	20,007,156 (14)		18,873,948	
TOTAL NET ASSETS	30,195,353		29,310,635	



GREEN VALLEY RECREATION INC.

Green Valley Recreation, Inc. Summary Statement of Activities

YTD Period: 7 month period ending July 31, 2020

FY Budget Period: Jan 1, 2020 - Dec 31, 2020

	PRIOR YEAR COMPARISON				BUDGET COMPARISON				Fiscal Year Budget	Remaining FY Budget
	2019 YTD Actual	2020 YTD Actual	Year to Year Variance	%	YTD Actual	YTD Budget	YTD Variance	%		
Revenue										
Member Dues	3,917,089	3,937,526	20,437	1%	3,937,526	3,918,323	19,203	0%	6,717,125	2,779,599
LC, Trans., Crd Fees	520,341	392,182	(128,159)	(25%)	392,182	420,974	(28,792)	(7%)	618,000	225,818
Capital Revenue	1,471,405	1,340,543	(130,862)	(9%)	1,340,543	1,668,818	(328,275)	(20%)	2,535,200	1,194,657
Programs	178,679	122,230	(56,450)	(32%)	122,230	244,400	(122,170)	(50%)	336,000	213,770
Instructional	280,489	209,353	(71,137)	(25%)	209,353	314,910	(105,558)	(34%)	460,000	250,647
Recreational Revenue	459,169	331,583	(127,586)	(28%)	331,583	559,310	(227,728)	(41%)	796,000	464,417
Investment Income	161,023	171,418	10,395	6%	171,418	184,797	(13,380)	(7%)	377,651	206,233
Advertising Income	63,805	73,781	9,976	16%	73,781	59,183	14,598	25%	110,000	36,219
Cell Tower Lease Inc.	19,186	23,822	4,637	24%	23,822	18,063	5,760	32%	36,000	12,178
Comm. Revenue	82,991	97,603	14,613	18%	97,603	77,246	20,357	26%	146,000	48,397
Other Income	79,236	47,221	(32,014)	(40%)	47,221	92,869	(45,648)	(49%)	100,500	53,279
Facility Rent	50,252	21,017	(29,236)	(58%)	21,017	66,738	(45,721)	(69%)	100,000	78,983
Marketing Events	-	-	-	0%	-	3,000	(3,000)	(100%)	3,000	3,000
In-Kind Contributions	-	63,913	63,913	0%	63,913	-	63,913	0%	-	(63,913)
Other Revenue	129,488	132,151	2,663	2%	132,151	162,607	(30,456)	(19%)	203,500	71,349
Total Revenue	6,741,505	6,403,005	(338,500)	(5%)	6,403,005	6,992,076	(589,071)	(9%)	11,393,476	4,990,471
Expenses										
Major Proj.-Rep. & Maint.	446,899	163,476	283,423	63%	163,476	155,682	(7,793)	(5%)	265,148	101,672
Facility Maintenance	99,148	274,603	(175,455)	(177%)	274,603	422,586	147,983	35%	704,554	429,951
Fees & Assessments	16,499	(1,520)	18,019	109%	(1,520)	24,556	26,076	106%	78,716	80,236
Utilities	550,845	459,032	91,813	17%	459,032	551,939	92,908	17%	892,031	432,899
Depreciation	949,521	960,667	(19,346)	(2%)	960,667	1,040,324	71,456	7%	1,669,644	900,776
Furniture & Equipment	194,182	98,263	95,920	49%	98,263	130,372	32,109	25%	264,764	166,501
Vehicles	40,237	28,501	11,736	29%	28,501	50,246	21,745	43%	73,624	45,123
Facilities & Equipment	2,297,331	1,991,222	306,109	13%	1,991,222	2,375,705	384,483	16%	4,148,481	2,157,258
Wages, Benfts., PR Exp.	2,650,947	2,560,177	90,769	3%	2,560,177	2,663,377	103,200	4%	4,616,520	2,056,343
Conferences & Training	29,613	9,691	19,922	67%	9,691	47,570	37,879	80%	88,000	78,309
Personnel	2,680,560	2,569,868	110,691	4%	2,569,868	2,710,947	141,079	5%	4,704,520	2,134,652
Food & Catering	20,779	14,433	6,346	31%	14,433	26,228	11,795	45%	45,031	30,598
Recreation Contracts	398,067	304,252	91,815	23%	304,252	494,896	190,644	39%	632,750	328,498
Bank & Credit Card Fees	71,776	65,774	6,002	8%	65,774	85,905	20,131	23%	96,146	30,372
Program	488,621	384,458	104,163	21%	384,458	607,029	222,571	37%	773,927	389,468
Communications	57,079	64,403	(7,324)	(13%)	64,403	62,432	(1,971)	(3%)	104,149	39,747
Printing	45,077	35,509	9,569	21%	35,509	46,761	11,252	24%	94,497	58,986
Advertising	-	630	(630)	0%	630	5,000	4,370	87%	5,000	4,370
Communications	102,157	100,541	1,615	2%	100,541	114,193	13,652	12%	203,646	103,105
Supplies	161,574	102,175	59,399	37%	102,175	198,978	96,803	49%	344,127	241,952
Postage	8,831	8,450	381	4%	8,450	6,098	(2,352)	(39%)	18,500	10,050
Dues & Subscriptions	4,889	5,190	(300)	(6%)	5,190	3,472	(1,717)	(49%)	8,102	2,912
Travel & Entertainment	7,395	4,768	2,627	36%	4,768	7,413	2,645	36%	16,580	11,812
Other Operating Expense	(2,542)	167,692	(170,234)	(6.98%)	167,692	99,062	(68,630)	(69%)	178,260	10,567
Operations	180,147	288,275	(108,127)	(60%)	288,275	315,023	26,748	8%	565,568	277,293
Information Technology	46,708	36,239	10,468	22%	36,239	42,432	6,193	15%	114,900	78,661
Professional Fees	169,869	124,767	45,102	27%	124,767	191,424	66,657	35%	311,749	186,982
Commercial Insurance	159,794	184,823	(25,030)	(16%)	184,823	168,685	(16,138)	(10%)	280,000	95,177
Taxes	-	25	(25)	0%	25	-	(25)	0%	18,000	17,975
Provision for Bad Debt	17,457	-	17,457	100%	-	14,000	14,000	100%	24,000	24,000
Corporate Expenses	393,828	345,854	47,973	12%	345,854	416,541	70,686	17%	748,649	402,794
Expenses	6,142,644	5,680,220	462,424	8%	5,680,220	6,539,438	859,219	13%	11,144,791	5,464,571
Gross surplus(Rev-Exp)	598,861	722,785	123,924	21%	722,785	452,638	270,148	60%	248,685	(474,101)
Unrea. Gain/Loss on Invest.	458,982	161,933	(297,049)		161,933	-	161,933		-	(161,933)
Net from Operations	1,057,843	884,719	(173,124)	(16%)	884,719	452,638	432,081	95%	248,685	(636,034)



Green Valley Recreation, Inc.
Statement of Changes in Net Assets
As of Date: July 31, 2020 and Dec 31, 2019

	Totals	Unrestricted		Emergency Reserve Fund	Maint - Repair - Replacement Reserve Fund	Initiatives Reserve Fund
		Unrestricted	Fixed Assets			
Net change in net assets-GVR	884,719 ⁽¹³⁾	884,719	-	-	-	-
Transfers between unrestricted and reserves:						
Reserve Study Allocation	-	-	-	-	-	-
Principal Transfers	-	(1,297,016)	-	-	1,009,542	287,474
Depreciation	-	968,867	(968,867)	-	-	-
Purchase & Contributed Fixed Assets	-	(246,614)	903,425	-	(277,984)	(378,827)
Withdrawals	-	1,306,829	-	(15,000)	(279,227)	(1,012,602)
Allocations of Net Change components:						
Investment income	-	(136,781)	-	7,454	99,628	29,699
Investment Expenses	-	48,296	-	(3,368)	(34,436)	(10,491)
Unrealized Gains (Losses) on Market	-	(329,649)	-	(6,310)	275,799	60,160
Repairs and replacements	-	-	-	-	-	-
Net Change to July 31, 2020	884,719 ⁽¹³⁾	1,198,651	(65,443)	(17,224)	793,321	(1,024,587)
Net Assets at, Dec 31, 2019	29,310,635 ⁽²²⁾	1,203,749	17,670,198 ⁽²¹⁾	880,329 ⁽²³⁾	7,055,756 ⁽²⁴⁾	2,500,602 ⁽²⁵⁾
Net Assets as at, July 31, 2020	30,195,353 ⁽⁸⁾	2,402,401	17,604,755 ⁽⁷⁾	863,105 ⁽⁹⁾	7,849,077 ⁽¹⁰⁾	1,476,015 ⁽¹¹⁾

Footnotes refer to Statement of Financial Position and Statement of Activities

20,007,156 ⁽¹⁴⁾

10,188,197 ⁽¹²⁾



Green Valley Recreation, Inc.
Investment Portfolios
Changes and Market Values
Beginning of Year and Curent Month End

	Totals	Unrestricted	Emergency Reserve Fund	Maint - Repair - Replace Reserve Fund	Initiatives Reserve Fund
Balance Dec 31, 2019 (at Market)	13,711,327 ⁽²⁰⁾	3,274,640 ⁽¹⁹⁾	880,329 ⁽¹⁵⁾	7,055,756 ⁽¹⁶⁾	2,500,602 ⁽¹⁷⁾
Changes since Jan 1, 2019:					
Principal additions	2,797,016	1,500,000	-	1,009,542	287,474
Investment income	167,268	30,488	7,454	99,628	29,699
Withdrawals	(2,463,640)	(500,000)	(15,000)	(557,212)	(1,391,429)
Investment Expenses	(48,296)	-	(3,368)	(34,436)	(10,491)
Net Change for 7 Months	452,349	1,030,488	(10,914)	517,522	(1,084,747)
Balance before Market Change at July 31, 2020	14,163,676	4,305,128	869,415	7,573,278	1,415,855
7 months Change in Unrealized Gain/(Loss)	161,933 ⁽²⁵⁾	(167,716)	(6,310)	275,799	60,160
Balance at July 31, 2020 (at Market)	\$ 14,325,609 ⁽⁶⁾	4,137,412 ⁽⁵⁾	863,105.04 ⁽¹⁾	7,849,077 ⁽²⁾	1,476,015 ⁽³⁾

10,188,197 ⁽¹²⁾

Footnotes refer to Statement of Financial Position and Statement of Activities

GVR Board of Directors Policy Governance Manual

Introduction and Foundation of the Package:

POLICY GOVERNANCE® SOURCE DOCUMENT

Why a Source Document?

A “source” is a point of origin. A source document is a “fundamental document or record on which subsequent writings, compositions, opinions, beliefs, or practices are based.” (Websters)

Without a simply expressed clear point of source, interpretations, opinions, and writings, implementation may intentionally or unintentionally diverge from the originating intent and ultimately be undifferentiated. The point of source (“authoritative source”) is John Carver, the creator of Policy Governance, with Miriam Carver, his fellow master teacher.

Without a simply expressed clear source document, Policy Governance is not reliably grounded and not transferable as a paradigm of governance. It is left vulnerable to interpretation, adaptation, and impotence. This Source Document (pages 1-4) has been produced by the International Policy Governance Association and approved by John and Miriam Carver as being true to source.

What Policy Governance is NOT!

1. Policy Governance is not a specific Board structure. It does not dictate Board size, specific officers, or require a CEO. While it gives rise to principles for committees, it does not prohibit committees nor require specific committees.
2. Policy Governance is not a set of individual “best practices” or tips for piecemeal improvement.
3. Policy Governance does not dictate what a Board should do or say about group dynamics, methods of needs assessment, basic problem solving, fund raising, or managing change.
4. Policy Governance does not limit human interaction or stifle collective or individual thinking.

What Policy Governance IS!

Policy Governance is a comprehensive set of integrated principles that, when consistently applied, allows governing Boards to realize owner-accountable organizations.

Starting with recognition of the fundamental reasons that Boards exist and the nature of Board authority, Policy Governance integrates unique principles designed to enable accountable Board leadership.

Principles of Policy Governance

1. **Ownership:** The Board connects its authority and accountability to those who morally, if not legally, own the organization. “Owners,” as used in the Policy Governance model, are not all stakeholders, but only those who stand in a position corresponding to shareholders in an equity corporation.
2. **Governance Position:** With the ownership above it and operational matters below it, governance forms a distinct link in the chain of command or moral authority. Its role is commander, not advisor. It exists to exercise that authority and properly empower others rather than to be management’s consultant, ornament, or adversary. The Board—not the staff—bears full and direct responsibility for the process and products of governance, just as it bears accountability for any authority and performance expectations delegated to others.
3. **Board Holism:** The Board makes authoritative decisions directed toward management and toward itself, its individual [members](#) [directors](#), and committees only as a total group. That is, the Board’s authority is a group authority rather than a summation of individual authorities.
4. **Ends Policies:** The Board defines in writing the (a) results, changes, or benefits that should come about for specified (b) recipients, beneficiaries, or otherwise defined impacted groups, and (c) at what cost or relative priority for the various benefits or various beneficiaries. These are not all the possible “side benefits” that may occur, but those that form the purpose of the organization, the achievement of which constitutes organizational success. Policy documents containing solely these decisions are categorized as “Ends” in describing the Policy Governance model, but they can be called by

whatever name a Board chooses if the concept is strictly preserved.

5. **Board Means Policies:** The Board defines in writing those behaviors, values, practices, disciplines, and conduct of the Board itself and of the Board’s delegation/accountability relationship with its own subcomponents and with the executive part of the organization. Because these are non-Ends decisions, they are called “Board means” to distinguish them from ends and staff means. In describing the Policy Governance model, documents containing solely these decisions are categorized as Governance Process and Board-Management Delegation, but they can be called by whatever name a Board chooses, if the concept is strictly preserved.
6. **Executive Limitations Policies:** The Board makes decisions with respect to its staff’s means decisions and actions only in a proscriptive way in order simultaneously (a) to avoid prescribing means and (b) to put off limits those means that would be unacceptable even if they work. Policy documents containing solely these decisions are categorized as “Executive Limitations” in describing the Policy Governance model, but they can be called by whatever name a Board chooses, if the concept is strictly preserved.
7. **Policy “Sizes”:** The Board’s decisions in Ends, Governance Process, Board-Management Delegation, and Executive Limitations are made beginning at the broadest, most inclusive level and, if necessary, continuing into more detailed levels that narrow the interpretative range of higher levels, one articulated level at a time. These documents—which replace or obviate Board expressions of mission, vision, philosophy, values, strategy, and budget—are called policies in describing the Policy Governance model, but they can be called by whatever name a Board chooses, if the concept is strictly preserved.
8. **Delegation to Management:** If the Board chooses to delegate to management through a chief executive officer (CEO), it honors the exclusive authority/accountability of that role as the sole connector between governance and management.
9. **Any Reasonable Interpretation:** In delegating further decisions—beyond the ones recorded in Board policies—the Board grants the CEO the right to use any reasonable interpretation of those policies.

10. Monitoring: The Board monitors organizational performance through fair but systematic assessment of whether a reasonable interpretation of its Ends and Executive Limitations policies is being achieved. If there is a CEO, this constitutes the CEO's evaluation.

All other practices, documents, and disciplines must be consistent with the above principles. For example, if an outside authority demands Board actions inconsistent with Policy Governance, the Board creatively uses the consent agenda or other device to be lawful without compromising governance.

Policy Governance is a precision system that promises excellence in governance only if used with precision. These governance principles form a seamless paradigm or model. As with a clock, removing one wheel may not spoil its looks but will seriously damage its ability to tell time. Thus, in Policy Governance, all the above pieces must be in place for Policy Governance to be effective. When all brought into play, they allow for a governing Board to realize owner accountability. When they are not used completely, true owner accountability is not available.

Policy Governance Boards live these principles in everything they are, do and say.

Produced by International Policy Governance Association in consultation with John and Miriam Carver, 2005 - 2007.

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ENDS 1.0

1.0 GVR ~~members~~member-owners and guests have an active, healthy, fulfilling lifestyle in a secure and safe environment. These Ends are achieved at a level that justifies the resources invested and is affordable to ~~members~~GVR member-owners.

1.1 GVR ~~members~~member-owners participate in GVR’s diverse activities.
(Active)

1.2 GVR ~~members~~member-owners and guests enjoy physical, mental, and emotional health. (Healthy)

1.3 GVR ~~members~~ member-owners are satisfied and feel their lives are purposeful. (Fulfilling)

1.4 Resources invested include staff, volunteers, finances, capital assets (facilities and equipment), and reserve funds. (Resources)

1.5 Dues are commensurate with cost of living, inflation, and operational expenses. (Affordability)

EXECUTIVE LIMITATIONS 2.0

E.L. 2.0 – Global Executive Limitation

2.0 The CEO must not cause or allow any organizational practice, activity, decision, or circumstance which is unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices, GVR governing documents, or Arizona statutes.

E.L. 2.1 – Treatment of ~~Members~~ GVR Member-Owners

2.1 With respect to interactions with ~~members~~ GVR member-owners, guests or tenants, the CEO must not cause or allow conditions, procedures, or decisions that are unsafe, undignified, discriminatory, unnecessarily intrusive or which leave ~~members~~ GVR member-owners uninformed.

The CEO must not:

2.1.1 Use methods of collecting, reviewing, transmitting, or storing client information that fails to protect against improper access.

2.1.2 Operate facilities that are not inviting, in good working condition, safe, accessible, or otherwise discourage the use of these facilities.

2.1.3 Allow ~~members~~GVR member-owners to be uninformed or misinformed of their rights and responsibilities or without a way to be heard.

2.1.4 Withhold non-confidential information from ~~members~~GVR member-owners.

2.1.5 Deal with ~~members~~GVR member-owners, clubs or committees in a way that favors or privileges certain individuals or clubs over others except when responding to Board directives.

E.L. 2.2 – Treatment of Staff

2.2 With respect to the treatment of paid and volunteer staff, the CEO must not cause or allow conditions that are unsafe, unfair, undignified, discriminatory, disorganized, or unclear.

The CEO must not:

2.2.1 Operate without sufficient, written personnel rules that are clear and readily available.

2.2.2 Fail to provide staff without an effective and unbiased method to deal with grievances.

2.2.3 Subject staff to wrongful conditions, nepotism, or preferential treatment based on personal reasons.

2.2.4 Retaliate against any staff member for non-disruptive expression of dissent, or reporting of unethical or illegal activity or behavior.

2.2.5 Allow staff to be unprepared to deal with emergency situations.

2.2.6 Fail to provide timely, candid and constructive feedback and positive reinforcement.

2.2.7 Establish compensation and benefits that are inequitable.

E.L. 2.3 – Financial Planning and Budgeting

2.3 Financial planning and budgeting must not deviate materially from Board’s Ends priorities, nor risk the financial health of the organization or non-compliance with policies established by the Board.

The CEO must not allow budgeting or financial planning that:

2.3.1 Risks incurring those situations or conditions described as unacceptable in Board policy.

2.3.2 Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.

E.L. 2.4 – Financial Condition and Activities

2.4 With respect to the actual, ongoing financial condition and activities, the CEO must not cause or allow the development of fiscal jeopardy or material deviation of actual expenditures from Board priorities established in Ends policies and funding agreement provisions.

The CEO must not:

2.4.1 Incur debt other than payables or other reasonable and customary liabilities incurred in the ordinary course of doing business, without prior Board approval.

2.4.2 Use or move any reserves unless approved by the Board.

2.4.3 Allow late payment of contracts, payroll, loans or other financial obligations.

2.4.4 Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

2.4.5 Acquire, encumber or dispose of real estate without approval of the Board.

2.4.6 Allow receivables to be unpursued after a reasonable grace period.

2.4.7 Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).

E.L. 2.5 - Emergency CEO Succession

2.5 In order to protect the Board from sudden loss of CEO services, the CEO must have no fewer than two other designates sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.

E.L. 2.6 – Asset Protection

2.6 The CEO must not cause or allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The CEO must not:

2.6.1 Allow Directors, staff, and the organization itself to be inadequately insured against theft, casualty, and liability losses.

2.6.2 Subject equipment or assets to improper wear and tear or insufficient maintenance.

2.6.3 Unnecessarily expose the organization, its Board or staff to claims of liability.

2.6.4 Allow purchases: (a) that are uncontrolled or subject to conflicts of interest; and (b) over \$25,000 without having obtained comparative

prices, quality and value, and without a documented method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria.

2.6.5 Allow intellectual property, personal information and files to be exposed to loss or significant damage or otherwise be unavailable.

2.6.7 Allow inadequate security of premises and property.

2.6.8 Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.

2.6.9 Compromise the independence of the Board's audit or other external monitoring or advice.

2.6.10 Hold operating capital in insecure instruments, including uninsured checking accounts, or in non-interest-bearing accounts except where necessary to facilitate ease in short-term operational transactions.

2.6.11 Endanger GVR's public image, credibility, or its ability to accomplish Ends.

2.6.12 Change GVR's name or substantially alter its identity in the community.

2.6.13 Create or purchase any subsidiary or affiliated corporation unless approved by the Board.

E.L. 2.7 – Compensation and Benefits

2.7 With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO must not cause or allow jeopardy to fiscal integrity or to public image.

The CEO must not:

2.7.1 Change the CEO's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

2.7.2 Promise or imply permanent or guaranteed employment.

2.7.3 Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

2.7.4 Create obligations over a longer term than revenues can be safely projected, and in all events subject to losses in revenue.

E.L. 2.8 – Communication and Support to the Board

2.8 The CEO must not cause or allow the Board to be uninformed or unsupported in its work.

The CEO must not:

2.8.1 Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.

2.8.1.1 Submit monitoring reports that are untimely or inaccurate, or that lack operational definitions/interpretations and verifiable data directly related to each section of the policy.

2.8.1.2 Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, including an indication of when compliance will be achieved, regardless of the Board's monitoring schedule.

2.8.1.3 Allow the Board to be without documentation required by the Board or let the Board be unaware of relevant trends, legal actions, media coverage, or facility utilization.

2.8.1.4 Present information in unnecessarily complex or lengthy form or in a form that fails to clarify the issue.

2.8.1.5 Let the Board be unaware if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case

of Board behavior that is detrimental to the work relationship between the Board and the CEO.

2.8.1.6 Deal with the Board in a way that favors or privileges certain directors over others except when responding to officers or committees duly charged by the Board.

2.8.2 Withhold from the Board and its processes logistical and clerical assistance.

2.8.2.1 Allow the Board to be deprived of a workable, user-friendly mechanism for official Board, officer, or committee communications.

2.8.2.2 Allow the Board to be deprived of pleasant and efficient settings and arrangements for Board and committee meetings.

2.8.2.3 Delay in providing information and notice to the Board and/or ~~members~~GVR member-owners concerning Board actions, meetings, activities and events.

E.L. 2.9 – Ends Focus of Grants and Contracts

2.9 The CEO must not enter into any grant or contract arrangements that fail to emphasize the production of Ends and the avoidance of unacceptable means.

GOVERNING POLICIES 3.0

G.P. 3.0 – Global Governance Commitment

3.0 The purpose of the Board, as representative of the ~~members of GVR~~GVR member-owners, is to see to it that Green Valley Recreation, Inc. (a) achieves appropriate results for ~~its members~~GVR member-owners at an appropriate cost as specified in Board Ends policies, and (b) avoids unacceptable actions and situations as prohibited in Board Executive Limitations policies.

G.P. 3.1 – Governing Style

3.1 The Board must govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership rather than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions, (f) present and future, and (g) proactivity rather than reactivity.

Accordingly:

3.1.1 The Board must cultivate a sense of group responsibility. The Board, not the staff, must be responsible for proactively developing excellence in governing policy. The Board must be the initiator of policy, not merely a reactor to staff initiatives. The Board must not use the expertise of individual ~~members~~directors to substitute for the judgment of the Board, although the expertise of individual ~~members~~directors may be used to enhance the understanding of the Board as a body.

3.1.2 The Board must direct, control and inspire the organization through the careful establishment of written policies.

3.1.3 The Board must enforce upon itself whatever discipline is needed to govern with excellence. Discipline must apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although

the Board can change its governance process policies at any time, it must observe those currently in force scrupulously.

3.1.4 Continual Board development must include orientation of new Directors in the Board's governance process and ongoing Board discussion of process improvement.

3.1.5 The Board must allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.

3.1.6 The Board must monitor and discuss the Board's process and performance at each Board meeting. Self-monitoring must include comparison of Board activity and discipline to Board policies in the Governance Process and Board Management Delegation categories.

Policy	Frequency	Month(s)	Initiating Director
G.P. 3.0 - Global Governance Commitment	Once/year	May	President
G.P. 3.1 - Governing Style	Every board meeting	Every month	Rotating Director
G.P. 3.2 - Board Job Description	Once/year	May	Officers
G.P. 3.3 - Agenda Planning	Once/year	May	Officers
G.P. 3.4 - Chief Governance Officer's (C.G.O.'s) Role	Once/year	November	President
G.P. 3.5 - Vice President's Role	Once/year	November	Vice President
G.P. 3.6 - Board Secretary's Role	Once/year	November	Secretary
G.P. 3.7 - Board Treasurer Role	Once/year	November	Treasurer
G.P. 3.8 - Board Members' Code of Conduct	Once/year	October	Officers

G.P. 3.9 - Board Committee Principles	Once/year	February	Committee Chairs
G.P. 3.10 - Board Committee Structure	Once/year	February	Committee Chairs
G.P. 3.11 - Cost of Governance	Once/year	September	President and Treasurer
B.M.D. 4.0 - Global Board-Management Connection	Once/year	December	TBD
B.M.D. 4.1 - Unity of Control	Once/year	January	TBD
B.M.D. 4.2 - Accountability of the CEO	Once/year	January	TBD
B.M.D. 4.3 - Delegation to the CEO	Once/year	February	President
B.M.D. 4.4 - Monitoring the CEO	Once/year	February	President

G.P. 3.2 – Board Job Description

3.2 Specific job outputs of the Board, as an informed agent and voice of ~~the membership~~GVR member-owners, are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to create:

3.2.1 Linkage between ~~the membership~~GVR member-owners and the operational organization.

3.2.2 Written governing policies that address the broadest levels of all organizational decisions and situations.

3.2.3 Assurance of successful organizational performance on Ends and Executive Limitations.

3.2.4. Policies related to areas where the Board maintains responsibility including obtaining legal advice from an attorney on matters related to contract negotiations or interpretation, pending or contemplated litigation, personnel matters, and hearing and adjudicating ~~member~~GVR member-owner disciplinary matters.

G.P. 3.3 – Agenda Planning

3.3 To accomplish its job consistent with Board policies, the Board must follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

3.3.1 The cycle must conclude each year by March 31 so that administrative planning can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.

3.3.2 The cycle must start with the Board's development of its agenda for the next year.

3.3.2.1 Consultations with selected groups ~~in the membership of~~GVR member-owners, or other methods of gaining GVR member-

owner input must be determined and arranged in the first quarter, to be held during the balance of the governance year.

3.3.2.2 Governance education, and education related to Ends determination (e.g. presentations by consultants) must be primarily arranged in the first quarter, to be held during the balance of the governance year.

3.3.3 Throughout the governance year, the Board must attend to items required by the Articles of Incorporation, Bylaws, State Statutes or other legal requirements as expeditiously as possible.

3.3.4 The Board must schedule time for monitoring compliance by the CEO with Executive Limitations and Ends policies, and for review of the policies themselves.

3.3.5 CEO remuneration or compensation must be decided after a review of monitoring reports received in the last year during the month of March.

G.P. 3.4 – Chief Governance Officer’s (Board President) Role

3.4 The Board President is the Chief Governance Officer (CGO) and assures the integrity of the Board's process.

Accordingly:

3.4.1 The assigned result of the Board President’s job is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization. Specifically,

3.4.1.1 Meeting discussion content must be on those issues which, according to Board policy, clearly belong to the Board to decide or to monitor.

3.4.1.2 Information that is for neither monitoring performance nor Board decisions must be avoided or minimized and always noted as such.

3.4.1.3 Deliberation must be fair, open, and thorough, but also timely, orderly, and kept to the point.

3.4.2 The authority of the Board President consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, excluding (a) employment or termination of a CEO and (b) where the Board specifically delegates portions of this authority to others. The Board President is authorized to use any reasonable interpretation of the provisions in these policies. Specifically,

3.4.2.1 The Board President is empowered to chair Board meetings with all the commonly accepted power of that position, such as rulings according to Robert's Rules of Order.

3.4.2.2 The Board President has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Board President has no authority to supervise or direct the CEO.

3.4.2.3 The Board President may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

3.4.2.4 The Board President may delegate this authority, although remains accountable for its use.

G.P. 3.5 – Board Vice President's Role

3.5 The Vice-President is a member of the Board whose purpose is to assist the President, as needed, with assuring the integrity of the Board processes. In the absence of the President, the Vice-President shall perform all the duties of the President.

G.P. 3.6 – Board Secretary’s Role

3.6 The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board’s documents. Specifically,

3.6.1 The Secretary shall ensure that minutes are kept of meetings of ~~the~~ MembershipGVR member-owners and the Board of Directors.

3.6.2 The Secretary shall be given all notices in accordance with provisions of these policies or as required by law.

3.6.3 The Secretary shall see that all records of The Corporation are properly kept and preserved and that the names and addresses of all ~~members~~GVR member-owners of The Corporation are on file in the office of The Corporation.

3.6.4 In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary.

3.6.5 The authority of the Secretary includes access to and control over all Board documents.

G.P. 3.7 Board Treasurer’s Role

3.7 The Treasurer is an officer of the Board whose purpose is to assist the Board with its obligations related to the Board (governance) budget and the governance of GVR finances.

3.7.1 The Treasurer advises the Board regarding compliance with E.L. policies, E.L. 2.4 Financial Condition and Activities, E.L. 2.6 Asset Protection, and E.L. 2.7 Compensation and Benefits.

3.7.2 The Treasurer ensures that the annual Board budget is prepared for Board review and decision in a timely manner.

3.7.3 The Treasurer ensures the Board has the information it needs to know that E.L. 2.3 Financial Planning/Budgeting, E.L. 2.4 Financial Condition and

Activities, and E.L. 2.6 Asset Protection are adequate, relevant, necessary, and reasonably interpreted by the CEO.

3.7.4 The Treasurer ensures the Board has the information needed to make decisions pursuant to E.L. 2.6.4 regarding spending decisions over \$25,000.

3.7.5 In the absence of the Treasurer, the Assistant Treasurer shall perform all the duties of the Treasurer.

G.P. 3.8 – Board Members/Directors’ Code of Conduct

3.8 The Board commits itself and its directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Directors. Specifically,

3.8.1 Directors must have loyalty to ~~the members~~GVR member-owners, unconflicted by loyalties to other directors, staff, other organizations, or any personal interest as a consumer.

3.8.2 Directors must avoid conflict of interest with respect to their fiduciary responsibility. Specifically,

3.8.2.1 There must be no self-dealing or business by a Director with the organization. Directors must annually disclose their involvement with other organizations, GVR clubs, the GVR Foundation, vendors, or any association that may be or may reasonably appear as being a conflict.

3.8.2.2 When the Board is to decide upon an issue, about which a Director has an unavoidable conflict of interest, that Director must recuse herself or himself, without comment, from not only the vote, but also from the deliberation.

3.8.2.3 Directors must not use their Board position to obtain employment in the organization for themselves, family members, or close associates. Should a Director apply for employment within GVR, he or she must first resign from the Board.

3.8.3 Directors may not attempt to exercise individual authority over the organization. Specifically,

3.8.3.1 Directors' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.

3.8.3.2 Directors' interaction with public, press or other entities may express his/her individual opinion, but must recognize the legitimacy of any Board decision and the limitation and inability of any Director to speak for the Board except as explicitly authorized by the Board.

3.8.3.3 Except for participation in Board deliberation about whether the CEO has achieved reasonable interpretation of Board policy, Directors must not express individual judgments of performance of employees.

3.8.4 Directors must respect the confidentiality appropriate to legal or personnel issues including a) legal advice from an attorney on matters related to contract negotiations or interpretation, b) pending or contemplated litigation, c) personnel matters including CEO evaluations, and d) hearing and adjudicating ~~member-GVR member-owner~~ disciplinary matters.

3.8.5 Directors must be properly prepared for Board deliberation.

3.8.6 Directors must support the legitimacy and authority of Board decisions, irrespective of the Director's personal position on the issue.

G.P. 3.9 – Board Committee Principles

3.9 Board committees must be assigned for reinforcing the wholeness of the Board's job. Board committees must not interfere with delegation from Board to CEO.

Accordingly:

3.9.1 Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily must assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees normally will not have direct dealings with current staff operations.

3.9.2 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority must be carefully stated in order not to conflict with authority delegated to the CEO.

3.9.3 Board committees cannot exercise authority over staff. Since the CEO works for the full Board, he or she must not be required to obtain approval of a Board committee before an executive action.

3.9.4 This policy applies to any group which is formed by Board action, whether it is called a committee and regardless whether the group includes Directors. It does not apply to committees formed under the authority of the CEO.

G.P. 3.10 – Board Committee Structure

3.10 A committee is a Board committee only if its existence and charge come from the Board, regardless whether Directors sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, an ad hoc committee ceases to exist as soon as its task is complete.

Accordingly, the following will be the Board standing committees:

The Fiscal Affairs Committee:

3.10.1 The Fiscal Affairs Committee assists the Board in financial matters by reviewing, understanding and recommending for Board approval financial reports, return on financial assets, money transfers and budgets. Specifically,

3.10.1.1 Review all reports on changes in physical assets and financial assets.

3.10.1.2 Review monthly and annual reports that show Board approved capital and operational budgets verses actual expenses.

3.10.1.4 Assess return on operational accounts and recommend changes if appropriate.

3.10.1.5 Review, approve, and forward to the Board requests for transfers between funds.

3.10.1.6 Review the proposed annual budget to ensure Board policy guidelines were followed.

The Board Affairs Committee:

3.10.2 The Board Affairs Committee assists the Board in the governance of organizational policies and governing documents. Specifically,

3.10.2.1 Assist the Board in effectively carrying out its governing functions in such a manner to clearly delineate the roles and responsibilities between governance and management.

3.10.2.2 Review GVR's corporate governance policies for consistency and clarity and make recommendations to the Board as needed.

3.10.2.3. Forward all proposed revisions to the Articles of Incorporation and/or Bylaws to the Board President for legal review.

3.10.2.4. Present proposed changes to the Articles of Incorporation and/or Bylaws to the Board for their review and insertion on the next ballot.

3.10.2.5. Recommend revisions to the corporate policy manual (CPM) for compliance with GVR Bylaws and Policy Governance and to clearly identify the roles of the Board and of the management.

The Planning and Evaluation Committee:

3.10.3 The Planning and Evaluation Committee assists the Board regarding decisions on capital projects by reviewing, evaluating, prioritizing, and recommending capital projects. Specifically,

3.10.3.1 Solicit club requests, review/prioritize and make annual recommendations for club projects, as well as recommend funding levels to the Board for approval.

3.10.3.2 Review other capital project opportunities with input from the administration and [members](#)[GVR member-owners](#), and identify, acquire cost estimates, evaluate, prioritize and present recommendations to the Board.

The Audit Committee:

3.10.4 The Audit Committee assists the Board in overseeing the financial structure and internal controls of the Corporation with access to the books and records and the activities of Management and Staff personnel. Specifically,

3.10.4.1 Oversee the organization's internal controls, including management's compliance with applicable policies and procedures and risk management.

3.10.4.2 Oversee the annual independent audit process, including engaging the independent auditor, receiving all reports and management letters from the auditor, and interacting with the auditing firm, Board treasurer and GVR Board.

3.10.4.3 Review the annual information returns (e.g. IRS Form 990, related schedules and forms) and recommend submission by the appropriate officer. The Audit Committee also transmits the returns to the Board for review.

3.10.4.4 Review the organization's procedures for reporting problems. The audit committee exercises primary responsibility to review the whistle-blower policy and process, anti-fraud policies, and policy and procedures related to the discovery of errors or illegal acts, whistle-blower hotline, and other communication methods and determine the process for "special investigations" (whistle-blower allegations, anti-fraud compliance, discovery of errors or illegal acts).

3.10.4.5 Oversee the preparation and implementation of the governance policies referenced in the Form 990: conflict of interest, document retention, and whistle-blower policies.

The Nominations and Elections Committee:

3.10.5 The Nominations and Election committee assists the Board with all activities related to nomination, election, and training of directors.

Specifically,

3.10.5.1 Submitting a slate of qualified candidates to the Board.

3.10.5.2 Recommending orientation and training activities to the Board regarding pre-service training of candidates and in-service orientation and training of all directors.

The Investment Committee:

3.10.6 The Investment Committee is a committee of the Board whose responsibility is to review, understand, approve and forward to the Board the evidence that the investments are being managed in a fiscally responsible way. Specifically,

3.10.6.1 Review monthly and annual statements of investment accounts providing quarterly updates to the Board.

3.10.6.2 Review monthly reports produced by the administration on all reserves showing inflows, outflows of cash, income received and change of market value.

3.10.6.3 Monitor the administration's requests for transfers between funds and advise the Board when any transfer may create a negative financial impact.

3.10.6.4 Create and maintain the investment policy and assure the investment policy is being adhered to.

G.P. 3.11 – Cost of Governance

3.11 Because poor governance costs more than learning to govern well, the Board must invest in its governance capacity.

Accordingly,

3.11.1 Board skills, methods, and supports must be sufficient to assure governing with excellence. Specifically,

3.11.1.1 Training and retraining must be used liberally to orient new Directors and candidates for membership, as well as to maintain and increase existing Directors' skills and understandings.

3.11.1.2 Outside monitoring assistance must be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit and investment.

3.11.1.3 Outreach mechanisms must be used as needed to ensure the Board's ability to listen to owner viewpoints and values.

3.11.2 Costs must be prudently incurred, though not at the expense of endangering the development and maintenance of the organization's ability to operate. Sufficient funds shall be budgeted each fiscal year for:

3.11.2.1 Training, including attendance at conferences and workshops.

3.11.2.2 Audit, and other third-party monitoring of organizational performance.

3.11.2.3 Surveys, focus groups, opinion analyses, and meeting costs.

BOARD/MANAGEMENT DELEGATION 4.0

B.M.D. 4.0 – Global Board/Management Connection

4.0 The Board's sole official connection to the operational organization, its achievements and conduct must be through a Chief Executive Officer (CEO).

B.M.D. 4.1 – Unity of Control

4.1 Only officially passed motions of the Board are binding on the CEO.

Accordingly,

4.1.1 Decisions or instructions of individual Directors, officers, or committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority.

4.1.2 In the case of Directors or committees requesting information or assistance without Board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds or is disruptive.

B.M.D. 4.2 – Accountability of the CEO

4.2 The CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO.

Accordingly,

4.2.1 The Board must never give instructions to persons who report directly or indirectly to the CEO.

4.2.2 The Board must not evaluate, either formally or informally, any staff other than the CEO.

4.2.3 The Board must view CEO performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed means must be viewed as successful CEO performance.

B.M.D. 4.3 – Delegation to the CEO

4.3 The Board must instruct the CEO through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly,

4.3.1 The Board must develop policies instructing the CEO to achieve specified results, for specified recipients at a specified relationship between cost and results. These policies must be developed systematically from the broadest, most general level to more defined levels, and must be called Ends policies. All issues that are not Ends issues as defined above are Means issues.

4.3.2 The Board must develop policies that limit the latitude the CEO may exercise in choosing the organizational Means. These limiting policies must describe those practices, activities, decisions and circumstances that would be unacceptable to the Board, even if they were to be effective. These policies must be developed systematically from the broadest, most general level to more defined levels; they must be called Executive Limitations policies. The Board must never prescribe organizational Means of the CEO. Specifically,

4.3.2.1 Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.

4.3.2.2 Below the global level, the aggregate of limitations on a given level may embrace the scope of the foregoing level, but only if justified by the CEO to the Board's satisfaction.

4.3.3 As long as the CEO uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the Board.

4.3.4 The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO, but if any particular delegation is in place, the Board must respect and support the CEO's choices.

B.M.D. 4.4 – Monitoring the CEO

4.4 Systematic and rigorous monitoring of CEO performance must be solely against the only expected CEO job outputs: organizational accomplishment of any reasonable interpretation of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly,

4.4.1 Monitoring is simply to determine if expectations expressed in Board policies have been met. Information that does not disclose this must not be considered monitoring information.

4.4.2 The Board must obtain disclosure about the CEO's interpretations of the Board policy being monitored from the CEO himself or herself.

4.4.3 The Board must obtain data disclosing whether or not the CEO's interpretations have been accomplished using one or more of three methods: (a) by internal report, in which the CEO discloses the data to the Board; (b) by external report, in which an external, disinterested third party selected by the Board collects the data; and/or (c) by direct inspection, in which data are collected by the Board, or a designated Director/s.

4.4.4 In every case, the Board must determine: (a) the reasonableness of the CEO’s interpretations, using a “reasonable person test” rather than with interpretations favored by Directors or the Board as a whole. The Board is the final arbiter of reasonableness. The Board must also assess: (b) whether data demonstrate the accomplishment of the interpretation.

4.4.5 All policies that instruct the CEO must be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but must normally use a routine schedule, as follows:

IR = internal review, ER = external review, BDI = Board direct inspection

Policy	Method	Frequency	Month(s)
Ends 1.0	Internal	Once/year	March
E.L. 2.0 - Global	Internal	Once/year	March
E.L. 2.1 - Treatment of Members GVR Member-Owners	Internal	Twice/year	April and November
E.L. 2.2 - Treatment of Staff	Internal	Once/year	February
E.L. 2.3 - Financial Planning and Budgeting	Internal	Once/year	October
E.L. 2.4 - Financial Condition	Internal x 3 External x 1	Quarterly	March (external), June, September, December (internal)

Policy	Method	Frequency	Month(s)
E.L. 2.5 - Emergency CEO Succession	Internal	Once/year	January
E.L. 2.6 - Asset Protection	Internal x 3 External x 1	Quarterly	March (external), June, September, December (internal)
E.L. 2.7 - Compensation and Benefits	Internal	Once/year	September
E.L. 2.8 - Communication and Support to the Board	Direct Inspection	Twice Once/year	April and October
E.L. 2.9 - Ends Focus of Grants & Contracts	Internal	Once/year	December

B.M.D. 4.5 – Policy Violations

4.5. The Board as a whole, rather than an individual Board member, has a responsibility to regularly monitor the performance of the CEO as outlined in the Ends and Executive Limitations policies. If there is an appearance of policy violation, even though a policy is not scheduled for monitoring, the Board may request a monitoring report. The Board may also use the occasion of a concern to re-evaluate the adequacy of its policy to address the issue raised.



BOARD OF DIRECTORS
Wednesday, August 26, 2020

EXHIBIT

Approved
Board Affairs Committee
August 13, 2020

RECOMMENDATION FOR REVISIONS TO THE BOARD OF DIRECTORS CODE OF CONDUCT & ACCEPTANCE OF BOARD CODE OF CONDUCT ENFORCEMENT PROCEDURES

Overview

After legal review by GVR Corporate Attorney Wendy Ehrlich, the Board Affairs Committee met on August 13, 2020 and approved the recommendations for revisions to the Board of Directors Code of Conduct and the Board Code of Conduct Enforcement Procedures.

Recommendation

Accept proposed changes to Board of Directors Code of Conduct and accept the Board Code of Conduct Enforcement Procedures:

The Board of Directors of Green Valley Recreation (GVR) commits to itself and its members to ethical, **effective and** businesslike, ~~and lawful~~ conduct, including proper use of authority and appropriate decorum when acting as Board members. **and to that end, directors must abide by the following:**

1. Directors must act in the best interests of the GVR membership ~~as a whole~~ **without self-interest or personal bias for or against any individual or group of individuals.** ~~and must not put the interests of themselves, individual members, GVR clubs, staff, or other individuals or entities ahead of the interests of the GVR membership.~~
 2. Directors ~~must~~ **shall** conduct themselves in a courteous, professional and businesslike manner at all meetings **and in their personal interactions**, with each other, ~~and in their interactions with GVR members and staff.~~
 3. Directors must avoid a conflict of interest or the appearance of a conflict of interest with respect to any fiduciary responsibility.
- a) ~~3.~~ Directors ~~shall~~ **may** not accept any gifts or personal benefits, present or future, which ~~could~~ **may** compromise, or give the appearance of compromising, ~~his/her fiduciary responsibility.~~ **their independence of**

judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.

- ~~b) — When the Board is to decide upon an issue, about which a Director has any perceived or potential conflict of interest, including but not limited to, any personal or professional relationship with a business, group, individual or GVR club, that Director shall recuse herself or himself, without comment, from any Board discussions or votes regarding the issue.~~
- 4. Directors shall **must** be properly prepared for Board ~~and~~Committee meetings, **having read all relevant background material provided for same.**
- 5. **Except as expressly authorized by the Board, d**Directors shall not attempt to exercise individual authority over GVR **matters. by doing any of the following:**
 - ~~a) Director's interactions with the CEO or with staff or interactions with the public, press or other entities must recognize the lack of authority vested in individual Directors except when explicitly Board authorized.~~
 - b) Directors shall not i**nterfering with the duties of GVR staff or GVR contractors **or giving direction to any GVR employee or contractor.**
 - ~~b)c) — Any matters or communications concerning GVR staff or contractors shall be made through the Board President who shall forward them to the CEO.~~
 - ~~d) Directors shall support the legitimacy and authority of Board decisions, regardless of the Director's personal position on the issue.~~**Communicating with the press concerning a GVR matter for or on behalf of GVR.**
 - e) Communicating with GVR members in violation of the Email Policy set forth in the CPM.**
 - ~~e) —~~
- 6. Directors **must not disclose confidential information** ~~shall respect the confidentiality of matters discussed~~ **addressed** in an executive sessions of the Board ~~and~~or **confidential in a** communications with legal counsel. Confidential information shall not be disclosed without the **express** authorization of the Board.
- 7. Directors **must be respectful of differing opinions of fellow directors.** Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
- 8. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as directors for purposes of indemnification:
 - a) making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member;**
 - or**
 - b) harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.**
- 6.

The Board of Directors of Green Valley Recreation (GVR) commits itself and its members to ethical, effective and businesslike conduct, and to that end, directors must abide by the following:

1. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
2. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR members and staff.
3. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising, their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.
4. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
5. Except as expressly authorized by the Board, directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
 - a) Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
 - b) Communicating with the press concerning a GVR matter for or on behalf of GVR.
 - c) Communicating with GVR members in violation of the Email Policy set forth in the CPM.
6. Directors must not disclose confidential information addressed in an executive session or in a communication with legal counsel without the express authorization of the Board.
7. Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
8. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as directors for purposes of indemnification:
 - a) Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
 - b) Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.

BOARD CODE OF CONDUCT ENFORCEMENT PROCEDURES

In order to ensure compliance with the Board Code of Conduct for Green Valley Recreation, Inc. ("Code"), the Code will be enforced as follows:

1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in executive session. The executive session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.
3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.
4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.



Estimate

AZ117342

To: **GVR Pickleball Club**
Attn: Michael Clemens
PO Box 845
Green Valley, AZ 85622

Estimate Date 07/30/2020	Salesperson Trevin MacLay
------------------------------------	-------------------------------------

Pickleball Club Shade

Estimated Shipping Date	Shipped Via	FOB	Terms
6-8 Weeks	Truck - AZ	Green Valley	50% Down / Bal. @ Pickup Net 20
Quantity	Description	Unit Price	Total Extended
1	Custom Canopies, 29' x 26' Hip Fabric Shade base plated with (4) Post, (1) Top and 8' Entry Height	\$6,525.00	\$6,525.00
1	Engineering	\$1,073.00	\$1,073.00
4	Rebar Cages and Threaded Rod Assemblies for Fabric Shade Shelters	\$146.00	\$584.00
1	Private Locator Fee	\$980.00	\$980.00
	Subtotal		\$9,162.00
1	Shipping	\$795.00	\$795.00
1	Installation by a Factory Certified Licensed Contractor	\$6,707.00	\$6,707.00
<i>THIS QUOTATION IS SUBJECT TO THE ATTACHED TERMS AND CONDITIONS</i>		Subtotal	\$16,664.00
THANK YOU FOR THIS CHANCE TO QUOTE <small>Dave Bang Associate, INC. IS PLEASED TO SUBMIT THE ABOVE QUOTATION FOR YOUR CONSIDERATION. SHOULD YOU PLACE AN ORDER BE ASSURED IT WILL RECEIVE OUR PROMPT ATTENTION. THIS QUOTATION IS SUBJECT TO THE ATTACHED TERMS AND CONDITIONS, AND IS VALID FOR 30 DAYS. THEREAFTER, IT IS SUBJECT OT CHANGE WITHOUT NOTICE.</small>		Tax (3.965%)	\$660.73
		Total	\$17,324.73

Accepted By _____ Signature: _____ Date: _____
 Print Name: _____

PLEASE SIGN AND RETURN ONE COPY WHEN ORDERING.

THANK YOU!

Terms & Conditions

1. General Notes

- *Assembly and Installation NOT included unless otherwise noted
- *For AZ M.R.R.A. Projects ONLY, price includes any tax that was paid at the Point of Purchase unless otherwise noted.
- *Tax NOT included unless otherwise noted - Tax will be added to your invoice if approved exemption certificate is not received by product ship date.
- *Customer responsible for quoted quantities and model numbers, please check!
- *Payment and Performance bonds are NOT included unless otherwise stated. If required, additional charges of 3% to quote total will apply.
- *Price reflects quoted quantity. Please request revision if alternate quantity is desired.

2. Payment / Ordering

*TO ORDER, please sign quote and return via email or fax to avoid any shipping delays. Fax or email copy deemed to be legal equivalent of original. If Payment with Order is required, please sign quote below and return with payment. All past due accounts subject to 1 ½% monthly finance charge. In the event legal action is required to effect collection venue shall be Mesa, AZ.

3. Shipping / Unloading

- *Shipped by Common Carrier – Customer will need 2-4 people to unload. Liftgate NOT included. Items will be boxed and / or stretch wrapped to pallets and customer is responsible for offloading. Delivery Drivers do NOT unload
- **IMPORTANT: Customer is responsible for receiving and checking quantities and condition at time of delivery - Please note any shortages or damages on delivery copy.
- *Equipment will ship to Dave Bang Associates yard in Mesa, AZ. If installation was purchased, the installers will deliver to site at the time of installation. Please request an updated or revised quote if any of the equipment will ship elsewhere.
- *If quoted, Will Call Pick up address and times are:
Dave Bang Associates, Inc.
140 N. Gilbert Road, Mesa, AZ 85203
Appointments Required: Monday-Friday from 8:00am to 2:00pm
- *Notwithstanding anything to the contrary in any Contract Documents, Customer understands that estimated shipment times for materials are an estimate only. We have no control over shipment dates. We thus make no guarantee to Owner or Customer regarding the projected shipment dates for materials and shall not be liable for any loss caused by the timing of shipments

4. Engineered Wood Fiber

- *NOTE: Some Engineered Wood Fiber will be left outside play area after installation if installation has been purchased
- *Customer to provide access for Engineered Wood Fiber delivery with tractor truck and 53' trailer.
- *Compaction of the Engineered Wood Fiber is NOT included in the installation cost, if desired, please request an updated proposal. If Compaction of the Engineered Wood Fiber was purchased, a high capacity water source such as a hydrant must be available. If applicable, the cost of a meter and / or the cost of the water is NOT included in the proposal. If we need to acquire the meter and / or pay for the water, please request an updated proposal.

5. General Notes for Purchased Installation

- *Installation does NOT include ground preparation, excavation, safety surfacing, and/or safety surfacing borders, prep work, flat work, grading, rerouting of water, electric, drainage or sprinkler lines unless otherwise noted in the proposal
- *Demo of existing equipment or safety surfacing is NOT included unless otherwise stated in the proposal
- *ROCK CLAUSE: Pricing is based on normal soil conditions which would allow an auger on a tractor to dig footings. If rocks/boulders interfere with the progress of the excavation, additional fees may apply.
- *ACCESS CLAUSE: Installation based on clear access to area. Crane service is NOT included. Customer to provide access for bobcat to work area, bobcat will be provided by installer. Minimum access shall be 7' wide and 7' high. If adequate access is not provided additional charges may apply and repairs to landscape and irrigation may be required. Customer is responsible for any repairs to landscape if proper access is not provided.
- *UTILITY CLAUSE: Installation to include marking of utilities by Blue Stake. Blue Stake CANNOT locate any private lines, PVC or plastic water lines. Installation does NOT include repair or relocating any underground utilities, such as drainage, irrigation, live water lines, main low voltage lines, gas, electrical, communication, or sewer etc. Customers responsibility to provide locations of any utilities prior to commencement of work.
- *Customer is responsible for all landscape repairs such as, but not limited to damaged trees, bushes, lawn, curbing, sidewalks and/or asphalt paving caused by materials truck and/or 2-ton bobcat needed to complete project.
- *Before we proceed with the playground installation, the playground area MUST be compacted, be free of debris, and excavated accordingly. Please call for details.
- *Concrete pad for surface mount items NOT included and MUST be provided by customer unless otherwise stated.
- *Surface mount anchoring to asphalt and paver areas is NOT included unless otherwise stated.

- *Private Utility Locator is NOT included unless otherwise noted. Private Utility Locator CANNOT locate any PVC or plastic water lines
- *Installation does NOT include saw cutting and/or core drilling unless otherwise noted
- *Installation does NOT include jackhammering. Please call for details.
- *Area MUST have normal soil conditions and be level.
- *All Athletic Equipment Goals such as soccer, football, etc, install location MUST be marked out by customer prior to installation, if installation was purchased

6. Temporary Fencing

*Security guards and/or temporary fencing to prevent injuries, vandalism and/or accidental damage to install area or to the rubberized surface while it sets is NOT included unless noted on quote. If desired, the installers can put up caution tape, but Temporary Fencing is recommended. Although the fencing, if provided, is intended to provide this security, the overall security of the property is ultimately the responsibility of customer. We are not responsible for any vandalism or injuries even with the provision of the fencing.

7. ADA Access

- *Play Equipment MUST be installed over an impact-absorbing surface such as ADA compliant Engineered Wood Fiber or Rubber Surfacing. If not quoted, please call for details.
- *This area is NOT ADA compliant without the installation of compliant surfacing and an accessible route up to and into the playground area. Please call for details.

8. Poured-in-Place Rubber Surfacing

- *Rubber Surfacing cure time is normally 48-72 hours and can vary depending on weather conditions.
- *Rubber Surfacing cannot be installed during extreme weather conditions and may also not be installed if rain or frost is forecast during the cure time.
- *48-Hour Manned Security is NOT included for rubber unless otherwise noted.

9. Ramada / Shade Shelters

- *Ramada / Shade Shelter installation price EXCLUDES - unless otherwise stated in this quote - engineering, permits, permit submittal, site plans, special inspections, soil reports, impact fees, special assessment fees. Customer is responsible for any and all of these items if required by the City.
- *Ramada / Shade Shelter manufacture time is 6-8 weeks. Permitting can add 2-4 weeks or more to lead time. PLEASE NOTE: Shade Orders are NOT released into production until permit is issued!
- *Ramada / Shade Shelter installation price EXCLUDES concrete pad, footings, masonry columns, electrical wiring and lights unless otherwise noted.

10. Prevailing Wages

- *Prevailing Wages NOT included unless otherwise noted. (ie: Davis Bacon, TERO, ect.) If this is a Prevailing Wage project, please request alternate pricing.
- *If Prevailing Wages / Davis Bacon Wages were INCLUDED, all other special work fees NOT included - Additional Labor Charges may apply if alternate labor is required.

11. Stock Items

*DBA Stock Item(s): Model number and color based on availability at time of order - taken from Scratch & Dent / Overstock - sold AS IS with NO warranty. Photo (s) of stock item(s) available upon request at the time of order.

12. Indemnity Provision

*Notwithstanding anything to the contrary in any Contract Documents we shall have no duty to defend or indemnify Owner, Customer, or any other party we agree to defend or indemnify in any Contract Documents for that portion of any claim arising out of the comparative fault of any party we agree to defend or indemnify in any Contract Documents.

13. Insurance

Available Insurance

- Umbrella / Excess Liability:
 - Each Occurrence - \$2,000,000.00
 - Aggregate - \$2,000,000.00
- General Liability Limits:
 - Deductible - \$2,500.00
 - Each Occurrence - \$1,000,000.00
 - Damage to Rented Premises - \$100,000.00
 - Medical Expense - \$5,000.00
 - Personal & Adv Injury - \$1,000,000.00



Estimate

AZ117342

General Aggregate (per project) - \$2,000,000.00

Products Comp/OP Agg - \$2,000,000.00

Excludes Contractual Liability

Available Endorsements:

Additional Insured Ongoing Operations CG2010

Additional Insured Completed Operations CG 2037

Primary Noncontributory IFG-G-0094

Waiver of Subrogation CG 2404

Per Project Aggregate IFG-G-0065

Per Location Aggregate IFG-G-0064

Auto Liability Limits:

(Any Auto, Hired Autos, Non-Owned Autos)

Combined Single Limit \$1,000,000.00

Available Endorsements:

Auto Blanket Additional Insured/Waiver of Subrogation CAT353

Workers Compensation and Employers Liability:

Each Accident - \$1,000,000.00

Disease (Ea Employee) - \$1,000,000.00

Disease (Policy Limit) - \$1,000,000.00

Waiver of Subrogation Endorsement available upon request

AZ WC000313

Initial: _____

The Ultimate UV Protection

Hip Roof Canopies



like this ONLY 29' X 26' with 8' Entry Height



Pyramid Canopies

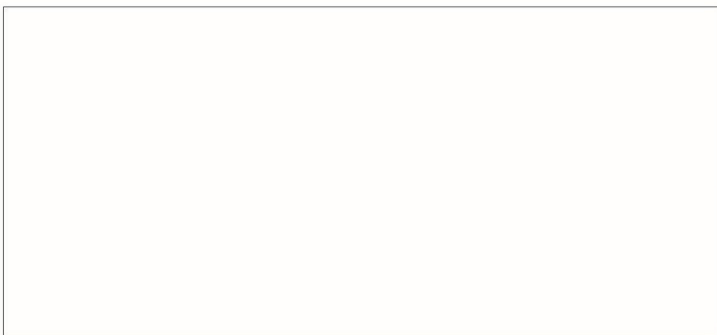




Properties	Mass	Thickness	Fabric Width	Strip Tensile		Elongation at Break		Tearing Strength		Burst Strength	Burst Strength	Temp. Stability
				Warp	Weft	Warp	Weft	Warp	Weft			
Test Method	ASTM 3776	ASTM 1777	ASTM 3774	ASTM D 5034		ASTM D 4595-87		ASTM D 2261		ASTM 3787 Ball	ASTM 3786 Mullen	
US	9.6 oz/yd	50.4 mil	118 in.	278 lbf	340 lbf	71%	74%	33 lbs	36 lbs	363 lb	460 psi	-13°F/+176°F
Metric	325 gsm	1.28 mm	3 m	1236 N	1512 N	71%	74%	147 N	160 N	1615 N	3172 kPa	-25°C/+80°C



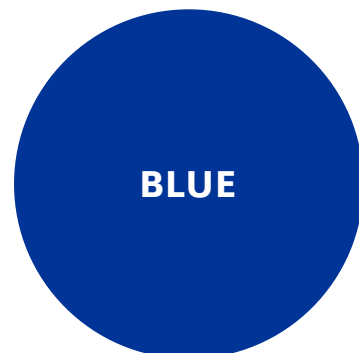
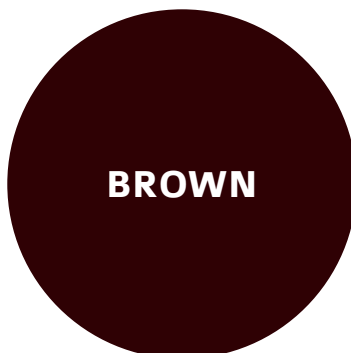
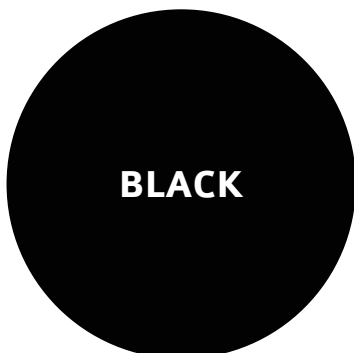
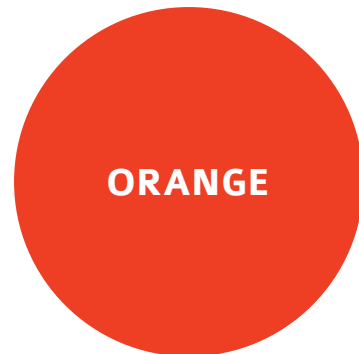
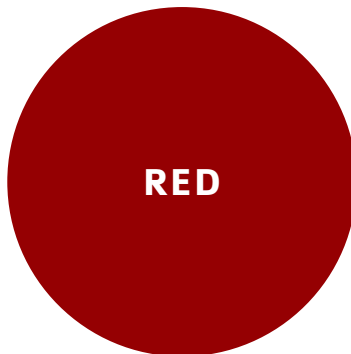
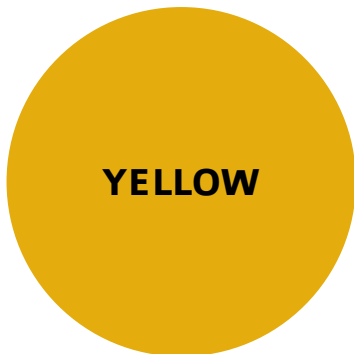
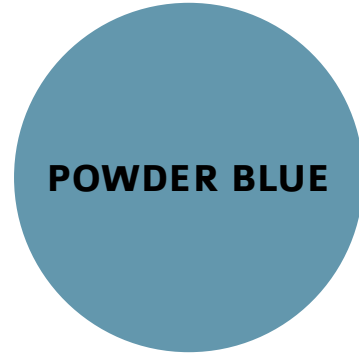
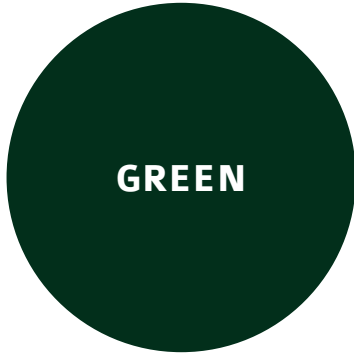
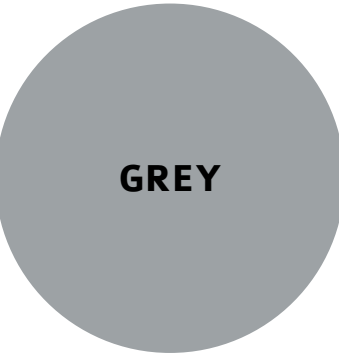
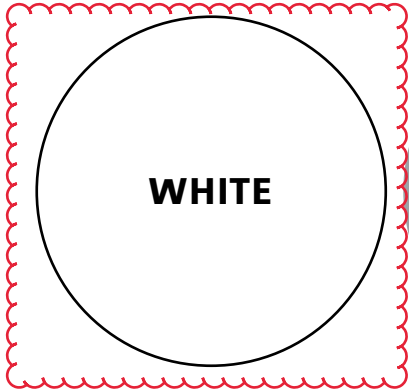
Colors	UPF	UVR	Shade Factor	Fire Retardancy	Fire Resistance
Cream	13	92%	74%	Yes	ASTM E-84
Beige	33	97%	87%	Yes	ASTM E-84
True Blue	14	93%	89%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Forest Green	24	96%	94%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Silver	19	95%	93%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Sunblaze	14	94%	91%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Latte	18	95%	90%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Bottle Green	16	94%	91%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Charcoal	20	96%	94%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Midnight	33	98%	98%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Mint Green	18	95%	93%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Dove Blue	13	93%	90%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Oxide Red	14	93%	91%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Pearl Onyx	16	94%	86%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Purple	16	94%	86%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Olive	26	97%	96%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Yellow	16	94%	76%	Yes	ASTM E-84
Red	29	97%	86%	Yes	ASTM E-84
Brown	19	95%	93%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2
Navy Blue	23	96%	96%	Yes	CA 1237.1 Title 19 - CSFM NFPA-701 #2





Custom Canopies Intl. Inc.
"SAFEST UNDER THE SUN"

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ARCHITECTS

August 19, 2020 revised

David Jund, Facilities Director
Green Valley Recreation, Inc.
1070 S Calle de las Casita
Green valley, AZ 85614

RE: West Center – Wood Shop Expansion Study

Dear David:

Thank you for the opportunity to present this proposal to the Planning and Evaluation Committee and the Woodworkers of Green Valley Recreation.

Understanding of Project Scope:

This project consists of schematic design options for an addition to the GVR wood shop at West Center, 1111 S. GVR Drive. At this point, the Woodworkers of Green Valley Recreation are currently seeking funding, and would like to explore two schematic options per the attached sketches dated 3/14/20:

- Option 3 and 4 schemes are just under 3,000 SF each

WSM is familiar with the existing Wood Shop from our work on the Strategic Master Plan.

Description of Services:

- Explore site feasibility with Pima County Zoning and 2018 International Building Code and how site utilities and parking are affected.
- Professional cost estimate by Trip McGrath of Compusult for the various options.
- Meet with GVR Staff and Woodworkers Club to tour space, discuss desired schemes (one meeting)
- Design schematic plans and elevations of each of the above-mentioned options with associated construction cost estimates.
- Meet with GVR Staff and Woodworkers Club to present and discuss the schematic options (one meeting).
- Final report for GVR's use in presenting to the Planning and Evaluation Committee.

Project Team:

Our proposed project team for schematic design of project is:

- | | |
|---------------------------------------|------------------------------|
| • Structural Engineering | Broderick Engineering |
| • Mechanical and Plumbing Engineering | PH Mechanical Engineering |
| • Electrical Engineering | Electrical Design Associates |
| • Professional cost estimating | Compusult, Inc. |

Exclusions:

- Civil engineering has been excluded from this phase of the proposal, due to the limited size of the site development. WSM will explore the site feasibility and zoning issues. The civil engineer can be brought in at a later date for an additional fee, if called for by the selected concept.
- This project scope does not include civil engineering site surveying, drainage studies or traffic impact studies.

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- We have excluded any Development Plan (DP) modifications or updates. It is probable that these may be required by the County because these proposed projects would add building footprint to West Center and possibly modify the parking calculation. By the end of the study, we will be able to assess with the County what services would be required should GVR want to move forward with Construction documents and construction.
- Environmental engineering or archaeological reports are excluded.
- Soil borings, geotechnical reports and engineering are not included in WSM's proposal.
- Neighborhood Association or HOA coordination is excluded from the scope of this project.
- LEED or other sustainability design certifications are excluded and not required for this project.
- Governmental impact fees, fire district fees, plan review and permit fees are excluded from this project.

Project Fee:

Our fee for the work would be a fixed fee (except where noted otherwise) of \$ 12,400, as follows:

Project Phase	Fee by Phase
I. Schematic Design Study	\$ 12,400

Reimbursable expenses: We request a Reimbursable Allowance of \$300.00 for anticipated travel and printing costs. Reimbursable expenses (travel and printing costs) will be billed at cost. This fee is included in the total fee listed above.

Invoices: Invoices would be sent monthly based upon percentage of work completed that month for WSM. Invoices would be payable within 30 days of invoice date.

Contract Type: We propose to conduct this project using an amendment to the existing AIA contract between WSM and GVR.

Schedule: Upon Notice To Proceed, we are ready to begin the project work outlined in this proposal. We anticipate that the work can be completed in about six weeks duration.

David, thank you for the opportunity to present these services to GVR. Please contact me with any questions you might have on this proposal.

Sincerely,

Accepted by:

Kristen DiBone AIA | NCIDQ
WSM Architects, Inc.

David Jund, Facilities Director
Green Valley Recreation, Inc.

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INVESTMENTS

July 2020 Results of GVR Funds

IRF

- Did not sell any assets in July, 2020.
- All three investment classes fall within the ranges set in our new August 2020 IPS
- Cash balance more than doubled from June, 2020, yet is still below the Target of 10%.
- Remaining assets in fund up over 5%

MRF

- Sold approximately \$400K in assets in July, achieving a 7.6% return. This brings avg. returns for assets sold from Mar2020 to -4.3%, reflecting the losses from the down-market in March and April.
- All three investment classes fall within the ranges set in our new August 2020 IPS
- Cash balance about doubled from June, 2020, but is still below the Target of 5%
- Remaining assets in fund up 16%; note that through June they were up 13.5%, so it was a good month

ERF

- Sold approximately \$28K in assets in June, achieving a 6.8% return. This brings avg. returns for assets sold from Mar2020 to -16.6%, again reflecting the market decline in March
- All three investment classes fall within the ranges set in our new August 2020 IPS
- No significant change in cash balance from June
- Remaining assets in fund up 16%; note that through June they were up 10.7%, so it was a good month

OpCash at JPM

- Cash remains at 55%; fixed income at 45%
- Meager returns on fixed income

Overall

- SBH cash up from \$198K to \$389K. No ROI on cash but this value is below cash targets.
- Total cash excluding Chase deposit accounts is \$2.65M: cash at SBH is \$389K; cash at JPM is \$2.26M
- Overall remaining assets in SBH accounts up 14.6%; note that through June they were up 12.1%
- Total of three SBH funds at \$10.197M; total at JPM at \$4.137M; Grand Total at \$14.335M