



AGENDA

BOARD OF DIRECTORS REGULAR MEETING

Wednesday, January 31, 2024 - 2pm

West Center Auditorium / Zoom

*Code of Conduct

Directors: Marge Garneau (President), Carol Crothers (Vice President), Bart Hillyer (Secretary), Jim Carden (Treasurer), Barbara Blake (Assistant Secretary), Joe Magliola (Assistant Treasurer), Nancy Austin, Kathi Bachelor, Beth Dingman, Steve Gilbert, Bev Lawless, Richard Sutherland, Scott Somers (non-voting)

AGENDA TOPIC

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Amend/Adopt Agenda**
- 3. Presentations**
 - A. Quarterly Financial Report (Webster)
 - B. New Website (Whitman)
- 4. Committee Reports**
 - A. Audit (Austin)
 - B. Board Affairs (Crothers)
 - C. Fiscal Affairs (Carden)
 - D. Investments (Lawless)
 - E. Nominations & Elections (Dingman)
 - F. Planning & Evaluation (Bachelor)
- 5. Consent Agenda** – Consent Agenda items are routine items of business that are collectively presented for approval through a single motion. A Board member may request that an item be pulled from the Consent Agenda and placed under Action Items for separate discussion and action.
 - A. Minutes:
 - 1) BOD Regular Meeting Minutes: November 15, 2023
 - 2) BOD Work Session Minutes: January 17, 2024
 - 3) BOD Regular Meeting Minutes: January 24, 2024
 - B. Financial Statements:
 - 1) November and December Financials
- 6. Action Items**
 - A. Audit Committee Proposed Changes to the CPM Part 3, Section 5 (Austin)
 - B. Board Affairs Committee Recommendation for Elections 2024 (Crothers)
 - 1) Ballot Format
 - 2) Director Transition Process (12 to 9)
- 7. Member Comments** - Please limit comments to two (2) minutes.
- 8. Adjournment**

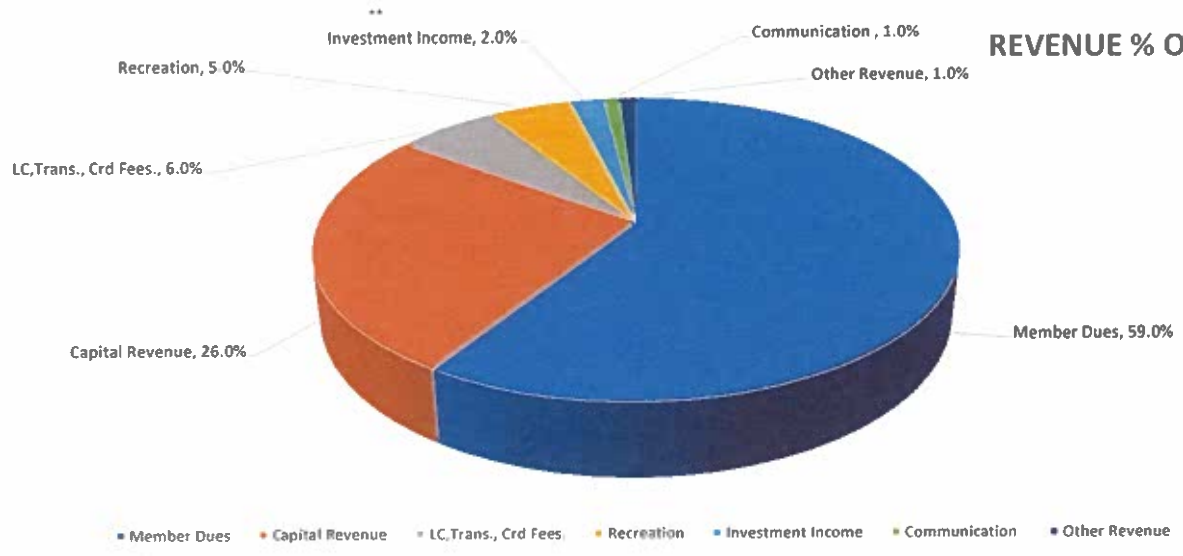
Green Valley Recreation, Inc
Summary of Revenue & Expenditures - Budget to Actual
For Fiscal Year Ending Dec 31, 2023
Quarterly Board Report January - December 2023

Preliminary

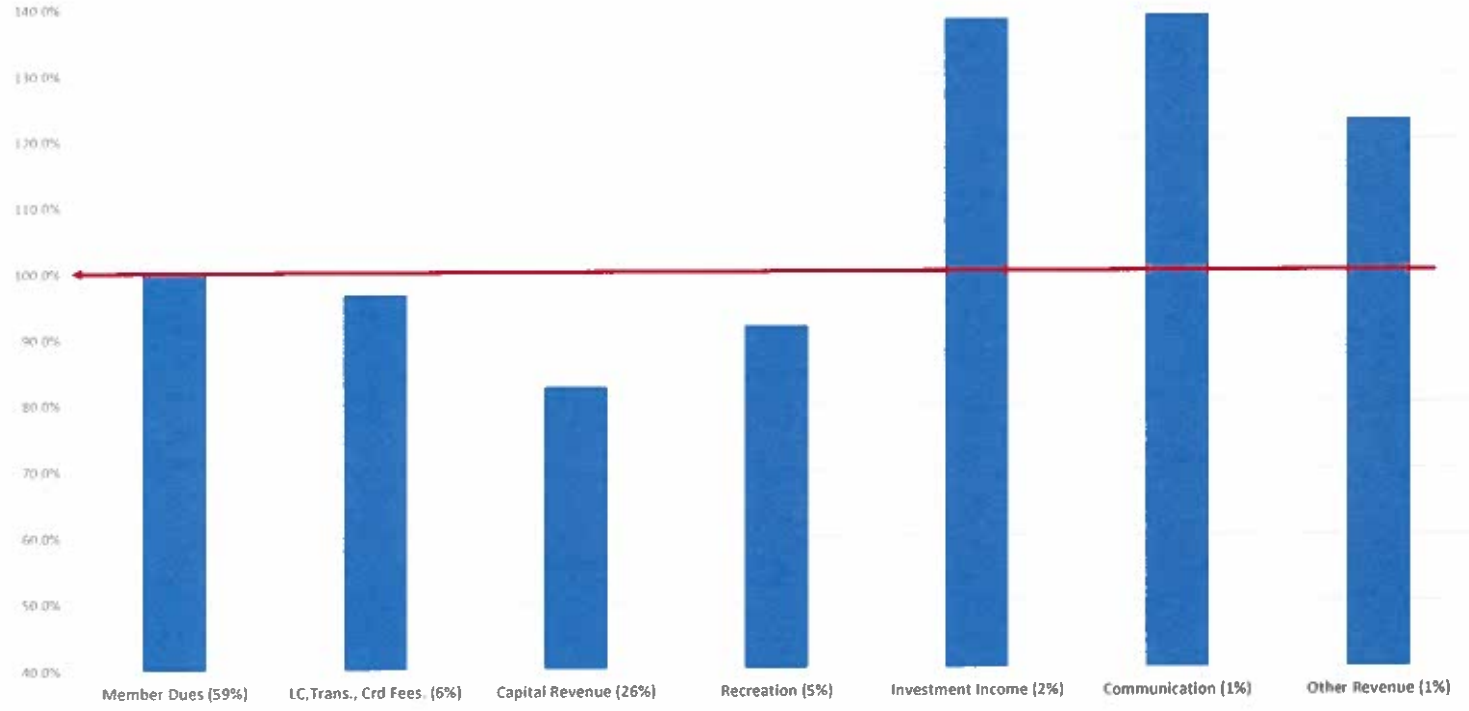
	2023 Annual Budget	January - December 2023			Prior Year		
		YTD Budget	Actual 4Q YTD	% of Variance	FY 2022 4Q YTD	Var. from Prior Year	
						%	\$
Revenue:							
Member Dues	\$ 7,055,850	\$ 7,055,850	\$ 7,051,930	(0.1%)	\$ 6,947,340	1.5%	\$ 104,590
LC, Trans., Crd Fees.	757,137	757,041	732,424	(3.3%)	785,602	(6.8%)	(53,178)
Capital Revenue	3,328,040	3,328,040	2,753,060	(17.3%)	3,099,400	(11.2%)	(346,340)
Recreation	559,307	559,307	514,075	(8.1%)	401,553	28.0%	112,522
Investment Income	286,884	286,884	396,733	38.3%	372,078	6.6%	24,655
Communication	34,195	34,195	47,478	38.8%	43,105	10.1%	4,374
Other Revenue	89,979	89,979	110,668	23.0%	112,273	(1.4%)	(1,605)
Total Revenue	12,111,392	12,111,296	11,606,368	(4.2%)	\$ 11,761,351	(1.3%)	\$ (154,983)
Expenditures:							
Facilities & Equipment NO DEPRECIATION	\$ 2,034,278	\$ 2,034,271	\$ 2,383,755	(7.4%)	\$ 1,747,916	(36.4%)	\$ (635,839)
Personnel	5,723,980	5,723,890	5,091,688	11.0%	5,143,126	1.0%	\$ 51,438
Program	517,295	517,295	472,746	8.6%	463,890	(1.9%)	\$ (8,856)
Communications	234,905	234,905	213,847	9.0%	209,141	(2.3%)	\$ (4,706)
Operations	601,031	601,031	679,623	(13.1%)	592,522	(14.7%)	\$ (87,101)
Corporate Expenses	675,904	675,904	913,039	(35.1%)	759,851	(20.2%)	\$ (153,189)
Total Expenditures	9,787,392	9,787,295	9,754,698	1.1%	8,916,447	(9.4%)	\$ (838,252)
Excess Revenues Over Exp.	\$ 2,324,001	\$ 2,324,002	\$ 1,851,670		\$ 2,844,905		\$ (993,235)
Transfers and Adjustments:							
Non Reserve Capital Projects	(308,000)	(308,000)	(47,980)				
Remove Income From Reserves	(247,772)	(247,772)	(241,031)				
Reserve Funding Initiatives	(670,625)	(670,625)	(559,835)				
Reserve Funding MRR & MRR-B	(1,469,344)	(1,469,344)	(1,469,346)				
MRR Expenses paid by Reserve	285,239	285,238	221,836				
Deduct Reserve Investment Exp.	86,501	86,501	83,297				
Modified Accrual Basis Surplus	-	(0)	(161,389)				

This report is not a GAAP compliant statement. Non cash adjustments such as Depreciation of Fixed Assets have been removed to establish a Modified Accrual report. The purpose of this report is to give a high level summary of GVRs performance for comparison to the Zero Surplus Budget goal for the fiscal year.

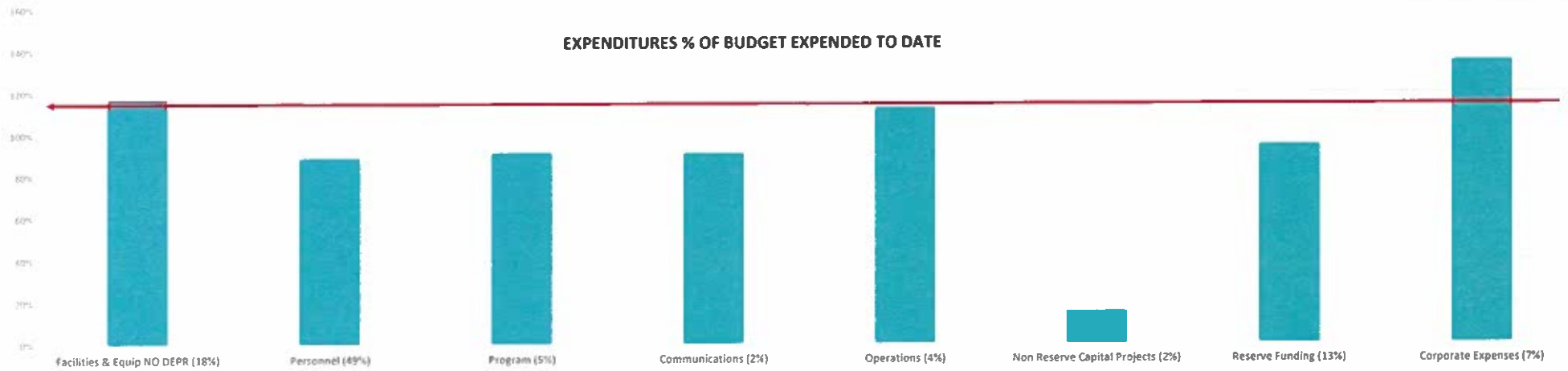
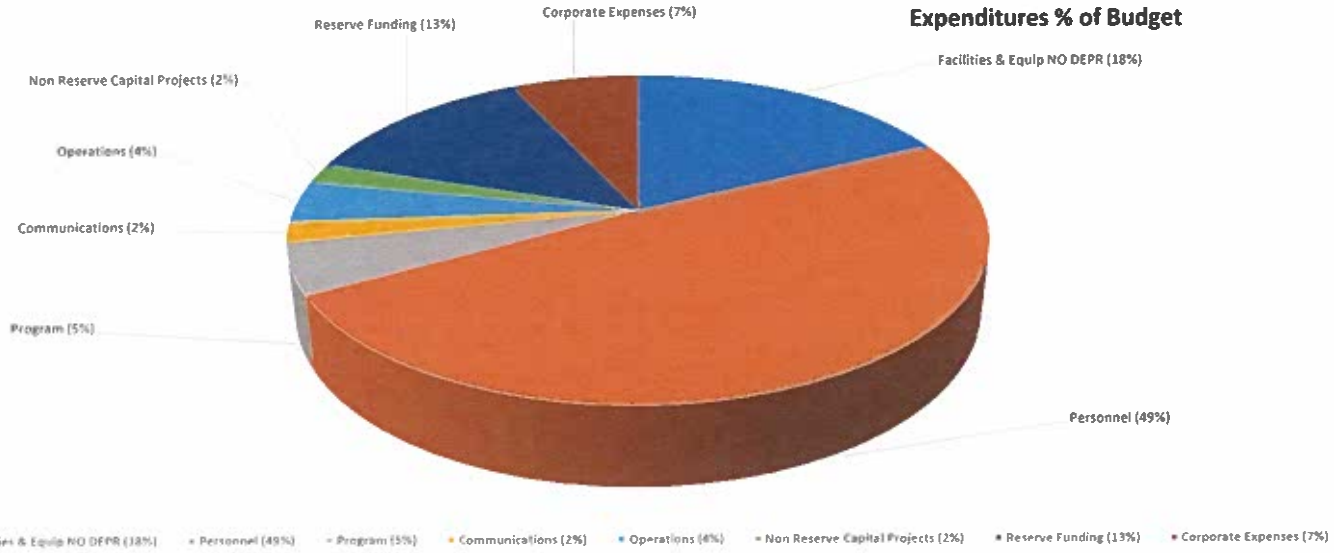
REVENUE % OF BUDGET



Revenue % of Budget Received to Date



**Green Valley Recreation
Quarterly Board Report January - December 2023**





Green Valley Recreation, Inc
Statement of Financial Position
December 31, 2023

Preliminary

	Current December 31, 2023	Prior Year December 31, 2022	Increase (Decrease)	
Assets				
Total Operating Cash	6,038,717	6,660,402	(621,686)	(9%)
Accounts Receivable (net)	149,069	197,896	(48,827)	(25%)
Designated Investments	10,300,617	10,642,430	(341,813)	(3%)
Prepaid Expenses & Inventory	240,017	230,307	9,710	4%
Total Current Assets	16,728,420	17,731,035	(1,002,615)	(6%)
Fixed Assets				
Net Fixed Assets	21,319,822	19,177,114	2,142,708	11%
Oper. & Finance ROU	111,822	111,822		
Total Assets	38,160,064	37,019,971	1,140,092	3%
Liabilities				
Accounts Payables	479,864	514,060	(34,196)	(7%)
Deffered Dues & Fees	4,735,692	4,684,821	50,871	1%
Compensation Liability	-	-	-	0%
Short Term Liabilities	251,458	394,561	(143,103)	(36%)
Long Term Liabilities	134,928	(145,928)	280,856	(192%)
Total Liabilities	5,601,942	5,447,513	154,428	3%
Total Net Assets	32,558,122	31,572,458	985,664	3%
Net Assets				
Board Designated Net Assets	10,238,956	13,092,238	(2,853,282)	(22%)
Unrestricted Net Assetes	21,041,646	18,758,980	2,282,666	12%
Net Change Year-To-Date	1,277,520	(278,760)	1,556,280	558%
Total Net Assets	32,558,122	31,572,458	985,664	3.12%

BOD Quarterly Report

Green Valley Recreation, Inc.
Investments Performance
Quarterly Board Report January - December 2023

Fund	December 31, 2023	December 31, 2022	RETURN ON INVESTMENT			
			Year To Date		One Year (12 months)	
			Actual	Benchmark *	Actual	Benchmark *
Maintenance Repair & Replacement (SBH)	\$ 7,175,602	\$ 7,043,208	8.6%	9.7%	8.6%	9.7%
MRR - Part B Pools and Spas (SBH) **	\$ 814,765	\$ 576,963	6.6%	6.9%	6.6%	6.9%
Initiatives (SBH)	\$ 1,750,056	\$ 2,531,557	7.5%	9.7%	7.5%	9.7%
Emergency (SBH)	\$ 560,194	\$ 490,701	14.4%	18.4%	14.4%	18.4%
Total Designated Reserves	<u>\$ 10,300,617</u>	<u>\$ 10,642,430</u>				
Operating Investment Fund Part A Short Term - JP Morgan	\$ 1,767,892	\$ 3,361,830	5.0%	5.0%	5.0%	5.0%
Operating Investment Fund Part B Long Term - JP Morgan	\$ 1,699,386	\$ 1,565,673	8.7%	8.5%	8.7%	8.5%
Total Invested Operating Cash	<u>\$ 3,467,278</u>	<u>\$ 4,927,503</u>				

* Benchmarks = standards established by the Investments Committee in the Investment Policy Statement to compare the performance of a GVR Fund to a blend of Investment Indexes that match the risk tolerance and investment horizon of each fund. These benchmarks can be found in Subsection 3. GVR Investment Policy Statement in the Appendix of the CPM.



MINUTES

BOARD OF DIRECTORS MEETING

Wednesday, November 15, 2023 - 2pm

West Center Auditorium / Zoom

Directors: Marge Garneau (President), Carol Crothers (Vice President), Bart Hillyer (Secretary), Jim Carden (Treasurer), Barbara Blake (Assistant Secretary), Joe Magliola (Assistant Treasurer), Nancy Austin, Kathi Bachelor, Beth Dingman, Steve Gilbert, Bev Lawless, Richard Sutherland, Scott Somers (non-voting)

Staff Present: David Jund (Facilities Director), Nanci Moyo (Administrative Supervisor), Howey Murray (Finance Manager), Michaela Osborn (Project Manager), David Webster (CFO), Natalie Whitman (COO), Kris Zubicki (Member Services Director)

Visitors: 26

AGENDA TOPIC

1. Call to Order / Roll Call – Establish Quorum

The President being in the chair and the Secretary being present.

President Garneau called the meeting to order at 2pm MST. Secretary Hillyer called the roll; quorum established.

2. Amend/Adopt Agenda

MOTION: Director Bachelor moved, Director Gilbert seconded to combine Action Item A.1 and A.2 to be approved as originally intended, as approved by the Annual Budget including the Capital Budget Plan, with all fees as recommended by the Planning and Evaluation and the Fiscal Affairs Committee.

Failed: 4 yes (Bachelor, Gilbert, Lawless, Sutherland) / 7 no / 1 abstain (Dingman)

MOTION: Director Crothers moved, Director Blake seconded to adopt the Agenda as presented.

Passed: 11 yes / 1 abstain (Lawless)

3. President Report

Thanked people in the audience for coming to the meeting. Thanked the Committees for the work they have done over the last month on the budget. Thanked staff, and especially David Webster and Scott Somers, for all the hours put into making this budget straightforward.

4. CEO Report

- Glass Arts Space: major construction completed and planning a December 29 Grand Opening.
- Del Sol Clubhouse and parking lot: Del Sol Clubhouse project is in the preconstruction phase. The architectural drawings were approved by Pima County. Issuance of the building permit is expected this week. If the contract is approved today, construction could begin as early as December. Staff are working on moving forward on the café area with limited kitchen space.

- Canoa Hills Center: still closed for remodeling, general contractor estimating end of November completion for installation of tile in the locker rooms and restrooms. After completion of all the work, the Center will be open at the end of the year.
 - West Center: Architects have been working on concept plans with the Lapidary Club. The cost estimation on any expansion is underway and will be brought back to the Board for review. Timeline for West Center may be the beginning of next year.
 - West Center Woodshop: vacuum construction is completed and the Woodshop is open.
 - Desert Hills Auditorium Sound: attempts are in process to mitigate noise in the auditorium, but more needs to be done and solutions are being sought.
5. **Member Comments:** 6 members with topics regarding: parallel stretching bars at Desert Hills; noise level at Desert Hills; Arts and Crafts Festival logistics; encouraged upkeep of the facilities and raise dues if needed; praise for GVR staff; encouragement for upgrading the Ceramics Kiln Room; and importance of raising dues.
6. **Committee Reports** – All reports received and placed on file.
- A. Audit
 - B. Board Affairs
 - C. Fiscal Affairs
 - D. Investments
 - E. Nominations & Elections
 - F. Planning & Evaluation
7. **Consent Agenda**
MOTION: Director Dingman moved, Director Sutherland seconded to approve Consent Agenda.
Passed: unanimous
- A. Minutes:
 - BOD Regular Meeting Minutes: October 25, 2023
8. **Action Items**
- A. Approve Annual Budget and All Fees
 - 1) Operating Budget with Recommended Fee Schedule
CEO Scott Somers reviewed the Operating and Expense Budget with the FAC recommended fee schedule.

MOTION: Director Bachelor moved, Director Carden seconded to adopt the Operating Budget with the Recommended Fee Schedule as presented.

MOTION TO AMEND: Director Crothers moved, Director Carden seconded to remove all references to the café which includes three head counts (FTE) for nine months at \$101,400, \$50,000 line item, and \$25,000 revenue. That is a total of \$126,400 removed out of the budget.
Failed: 6 yes / 6 no (Bachelor, Dingman, Gilbert, Lawless, Magliola, Sutherland)

MOTION TO AMEND: Director Garneau moved, Director Hillyer seconded to adopt a budget and new fee schedule as is but do not approve the café at this time or anything in the café area until the research is done.
Passed: 8 yes / 4 no (Bachelor, Dingman, Gilbert, Lawless)

AMENDED MOTION PASSED: 9 yes / 2 no (Austin, Hillyer) Director Blake was out of the room for the vote.

Amended Motion: Adopt the Operating Budget with the Recommended Fee Schedule as presented, but do not approve the café at this time or anything in the café area until the research is done.

2) Capital Plan (2024-2028) and Capital Budget (2024)

CEO Scott Somers reviewed the Capital Budget for 2024 and the Capital Plan for 2024 – 2028. Highlights included from Page 51 in the Meeting Book:

- The \$181,177 under Del Sol Clubhouse is the difference between the contract of \$1.2 million and the additional dollars needed outside of the contract. The actual contract would be awarded for \$1.08 million.
- Facility Director David Jund explained the \$1.2 million is a placeholder for 2024 for Del Sol Clubhouse, but GVR is waiting for construction documents to identify the cost. The 2023 budget for the Clubhouse was roughly \$800,000 towards completing the upper floor to be used as a social area, café and restrooms to ADA standards. The 2024 budget for Del Sol Clubhouse of \$1.2 million is for the lower level to be built out, two restrooms added to the lower level, some parking lot work, and an inside staircase between the upper and lower floors. There is money in this budget for a poker room on the upper level, but unsure it will move forward.
- Michaela Osborn, GVR Project Manager, stated GVR can hold the contingency for the Del Sol Clubhouse.
- Discussion was held on the West Center Lapidary, Woodshop, Artisan Expansion budget numbers. This project budget is \$2 million and will need to go to the members for approval. It is anticipated that the \$2 million would be spent over a two-year period. Consensus of the Board was to budget for \$100,000 for 2024 for architectural drawings and construction documents and include the \$2 million in 2025.
- Desert Hills Kiln Room is budgeted for \$90,000 in 2024 to bring it up to code. It does not qualify for Maintenance Repair and Replacement (MRR) due to all new components.
- Canoa Hills Gym conversion is budgeted in 2024 for \$180,000.

MOTION: Director Crothers moved to move the Canoa Hills Gym Conversion out of the 2024 budget to take time to understand the full plan. There was no second – did not move forward.

- West Center Lobby Improvement is in the 2024 budget for \$150,000.

MOTION: Director Carden moved, Director Crothers seconded to remove the security cameras from the Capital Project list.

Passed: 8 yes / 3 no (Bachelor, Dingman, Gilbert) / 1 abstain (Sutherland)

- Lazy River is in the Capital Plan for 2026-2028.
- Las Campanas Fitness Center expansion is in the Capital Plan budget for 2027-2028.
- East Center Outdoor Pavilion does not currently have a dollar amount or a timeline.
- Desert Hills Yoga Studio does not currently have a dollar amount or a timeline.

- Metal Shop facility does not currently have a dollar amount or a timeline.
- Desert Hills Locker Rooms Renovation and Steam Room can partly be paid for by the MRR, approximately \$50,000. This project is in the 2024 Capital Plan budget.

MOTION: Director Garneau moved, Director Crothers seconded to take off the Desert Hills Locker Rooms and Steam Room from the 2024 budget.

Failed: 6 yes (Austin, Blake, Carden, Crothers, Garneau, Hillyer) / 6 no

MOTION: Director Garneau moved, to move the Desert Hills Locker Rooms and Steam Room to 2025 budget. This motion did not move forward – no second.

- Del Sol Clubhouse additional funds of \$181,177 can be taken out of the budget if GVR holds the contingency.
- With the changes discussed for the 2024 Capital Budget it is changed from \$2,171,177 to \$965,000

MOTION: Director Blake moved, Director Carden seconded to accept the Capital Budget and the Capital Plan.

Passed: 11 yes / 1 no (Crothers)

B. Award of Contract for Del Sol Clubhouse and Approve Additional Funds outside the Contract

MOTION: Director Sutherland moved, Director Gilbert seconded to move all the Billiards (from East Center, West Center, and Desert Hills) to Del Sol Clubhouse lower level.

Failed: 3 yes (Garneau, Gilbert, Sutherland) / 9 no

MOTION: Director Hillyer moved, Director Crothers seconded to adjourn the meeting.

Failed: 4 yes (Austin, Carden, Crothers, Hillyer) / 8 no

MOTION: Director Gilbert moved, Director Blake seconded to award the Del Sol Clubhouse contract for \$1,083,943.

Passed: 8 yes / 4 no (Austin, Carden, Crothers, Hillyer)

9. Member Comments - (Limited to two (2) minutes)

10. Adjournment

MOTION: Director Hillyer moved, Director Crothers seconded to adjourn the Regular Meeting at 6:04pm.

Passed: unanimous



MINUTES

BOARD OF DIRECTORS WORK SESSION

Wednesday, January 17, 2024, 3pm

WC Auditorium / Zoom

Directors Present: Marge Garneau (President), Carol Crothers (Vice President), Bart Hillyer (Secretary), Jim Carden (Treasurer), Barbara Blake (Assistant Secretary), Joe Magliola (Assistant Treasurer), Nancy Austin, Kathi Bachelor, Beth Dingman, Steve Gilbert, Bev Lawless, Richard Sutherland, Scott Somers (non-voting)

Staff Present: Steve Mendoza (Facilities Director), Nanci Moyo (Administrative Supervisor), David Webster (CFO), Natalie Whitman (COO), Kris Zubicki (Member Services Director)

Visitors: 3

AGENDA TOPIC

1. Call to Order / Roll Call

Work Session Called to Order at 3:13pm by President Garneau. Secretary Hillyer called the roll.

2. Amend / Approve Agenda

MOTION: Director Carden moved, Director Bachelor seconded to approve the Agenda.
Passed: unanimous

3. Fiscal Affairs Committee Subcommittee Business Plan for Del Sol Clubhouse

Nellie Johnson chaired the subcommittee and presented an overview of the subcommittee's proposed business plan. Highlights include:

- Prior Strategic Plans and Ad Hoc Committees identified the need for a social gathering place, with a café as an essential component.
- Currently a survey is available online (GVR website) for the café and will be completed at the end of the month.
- The Del Sol Clubhouse is different from all other GVR facilities. The purpose of Del Sol Clubhouse is to be a social gathering place which fosters a sense of belonging and social cohesion within a community.
- The café is an integral part of Del Sol Clubhouse and is an amenity for the GVR Members. The plan is for the revenues from the café to support the café as much as possible. The café business plan shows that it will break even by the 11th month in operation. Rent and utilities will not be included as an expense.
- The café would be a food preparation place and not a full restaurant.
- The staffing aspect is crucial to the success of the café.

- There is an outdoor patio in the back and front which will allow for a pet-friendly experience. The Corporate Policy Manual (CPM) will need to be changed to allow for pets at this facility.
- Target market is the 23,000 potential GVR Members, especially those in the 85622 zip code, closest to Del Sol Clubhouse.
- Goals are to provide services to the members with limited finances by working with GVR Foundation for a grant opportunity, and provide mobility to those with mobility issues by working with nonprofits in the Green Valley area for transportation.
- The business plan proposes allowing for non-GVR members in the café. The CPM will need to be changed to allow for non-GVR members at this facility.
- The subcommittee discussed paid staff versus volunteers. Some of the issues was liability and licensing because of food preparation and possibly alcohol service.
- Paid staff possibility would be a working café manager who would be 75 percent a working manager, and 25 percent administrative/marketing. Marketing would be to the community and GVR Clubs. Peak hours would require 3 employees (including Manager) but have a total of 4 employees.
- Seating capacity is 80, open six days, hours per day from 7am – 3pm.
- There are options to the proposed business plan if cost is the main issue. Cutting hours, days, and lower staffing needs. The vending machine only does not create a warm atmosphere and direct relationship with customers and staff. This was not a viable option from the subcommittee. The survey will help with this decision.
- The subcommittee will meet February 8 to refine the business plan from the survey results completed and the feedback from Fiscal Affairs Committee and the Board.

The Board discussion highlights include:

- A few vendors were asked early in the process to consider opening at Del Sol Clubhouse and the discussions were preliminary. The main reason for no vendor committing to opening another café was more about expansion and staffing issues. A concern to turning the Del Sol Clubhouse café over to an outside vendor was losing some control of the space.
- The subcommittee was asked to keep the Board apprised of developments as the survey is complete. The process that was approved at the November 15, 2023, Board Meeting, was to allow research to be complete before any decisions are made.
- To have a social gathering space there needs to be a draw for people to come (not just tables and chairs) and beverages and food help. It could be there is a phase in process in the business plan to gauge interest.
- Currently people bring their own food and beverages to Del Sol Clubhouse while watching football.
- The Board's decision is to figure out what they want the social gathering place to look like and what is needed to make it happen after the research is complete and presented.

4. Adjournment

MOTION: Director Hillyer moved, Director Austin seconded to adjourn the meeting at 4:15pm.

Passed: unanimous



MINUTES

BOARD OF DIRECTORS MEETING

Wednesday, January 24, 2024 - 2pm

West Center Auditorium / Zoom

Directors: Marge Garneau (President), Carol Crothers (Vice President), Bart Hillyer (Secretary), Jim Carden (Treasurer), Barbara Blake (Assistant Secretary), Joe Magliola (Assistant Treasurer), Nancy Austin, Kathi Bachelor, Beth Dingman, Steve Gilbert, Bev Lawless, Richard Sutherland, Scott Somers (non-voting)

Director Absent:

Staff Present: Nanci Moyo (Administrative Supervisor), David Webster (CFO), Natalie Whitman (COO), Kris Zubicki (Member Services Director)

Visitors: 68 Including support staff

AGENDA TOPIC

1. Call to Order / Roll Call – Establish Quorum

The President being in the chair and the Secretary being present.

President Garneau called the meeting to order at 2pm MST. Secretary Hillyer called the roll; quorum established.

2. Amend / Adopt Agenda

MOTION: Director Sutherland moved, Director Crothers seconded to amend the Agenda under Action Item B to have 2. Ballot Format before 1. Director Transition Process.

Passed: unanimous

MOTION: Director Crothers moved, Director Austin seconded to adopt the amended Agenda.

Passed: unanimous

3. President Report:

- Thanked the members for coming and bringing comments to the Board.
- Thanked committees and subcommittees for all they have done this year.

4. CEO Report:

- Introduced Commander Doug Kenyon, from the Sheriff's Auxiliary, and thanked him for being at the Board meeting.
- Santa Rita Springs locker rooms are open. There will not be hot water until Monday due to a delay in receiving a hot water heater. Sinks and toilets are working. The pool is open.
- Santa Rita Springs Glass Arts Studio final inspection is set for next week if all the replacements are received and work is done. Shortly after the final inspection a ribbon cutting opening will be scheduled.
- Del Sol Clubhouse work continues on schedule. The forms and rear walkway are nearly complete, entrance modifications to the golf cart parking lot are underway which

allows full size vehicles into the parking lot, the main parking lot renovation has begun, which improves the surface, resolving drainage problems, reroute traffic so the main pedestrian path to the Clubhouse does not compete with vehicles.

- Personnel: extended an offer to a project manager and a maintenance supervisor.

5. Member Comments: 21 member comments; 1 regarding the importance of the audit committee, and 20 comments regarding the termination of a contract employee.

Following member comments the Board of Directors went into an Executive Session.

MOTION: Director Crothers moved, Director Sutherland seconded to adjourn to an Executive Session.

Passed: unanimous

The decision during the Executive Session was to continue this meeting on Wednesday, January 31, at 2pm.

~~6. Presentations:~~

- ~~A. Quarterly Financial Report
David Webster, CFO,~~
- ~~B. New Website~~

~~7. Committee Reports~~

- ~~A. Audit _____ Austin~~
- ~~B. Board Affairs _____ Crothers~~
- ~~C. Fiscal Affairs _____ Carden~~
- ~~D. Investments _____ Lawless~~
- ~~E. Nominations & Elections _____ Dingman~~
- ~~F. Planning & Evaluation _____ Bachelor~~

~~8. Consent Agenda~~

- ~~A. Minutes:
 - ~~▪ BOD Regular Meeting Minutes: November 15, 2023~~
 - ~~▪ BOD Work Session Minutes: January 17, 2024~~~~
- ~~B. Financial Statements:
 - ~~▪ November and December Financials~~~~

~~9. Action Items~~

- ~~A. Audit Committee Proposed Changes to the CPM Part 3, Section 5~~
- ~~B. Board Affairs Committee Recommendation for Elections 2024
 - ~~1) Director Transition Process (12 to 9)~~
 - ~~2) Ballot Format~~~~

~~10. Member Comments~~ (Limited to two (2) minutes)

~~11. Adjournment~~



GREEN VALLEY RECREATION, INC.

Green Valley Recreation, Inc.
Statement of Financial Position

Preliminary

As of Date: December 31, 2023 and Dec 31, 2022

	December 31, 2023		Dec 31, 2022		
	Total		Total		
ASSETS					
Current Assets					
Cash/Cash Equivalents		2,495,704		1,732,899	
Accounts Receivable		170,053		197,896	
Prepaid Expenses		218,015		207,263	
Maintenance Inventory		22,003		23,044	
Designated Investments (Charles S./SBH)					
Emergency - Fund	560,194	(1)	490,701	(16)	
MRR - Fund	7,175,602	(2)	7,043,208	(19)	
Initiatives - Fund	1,750,056	(3)	2,531,557	(20)	
Pools & Spas - Fund	814,765	(4)	576,963	(21)	
Total Designated Investments (CS/SBH)	10,300,617	(6)	10,642,430	(22)	
Undesignated Invest. (JP Morgan Long Term)	1,699,386	(6)	1,565,673	(23)	
Undesignated Invest. (JP Morgan)	1,767,892	(7)	3,361,830	(24)	
Investments		13,767,895	(8)	15,569,933	(25)
Total Current Assets		16,673,670		17,731,035	
Fixed Assets					
Contributed Fixed Assets		18,017,085		18,017,085	
Purchased fixed Assets		30,758,264		27,908,195	
Sub-Total		48,775,349		45,925,280	
Less - Accumulated Depreciation		(27,455,527)		(26,748,166)	
Net Fixed Assets		21,319,822	(9)	19,177,114	(26)
Operating Lease ROU, Net of Accum. Amortization		467		467	
Finance Lease ROU, Net of Accum. Amortization		111,355		111,355	
Total Assets		38,105,313		37,019,971	
LIABILITIES					
Current Liabilities					
Accounts Payable		445,050		514,060	
Deferred Dues Fees & Programs		4,459,310		4,684,821	
Accrued Payroll		220,640		153,683	
Compensation Liability		-		-	
MCF Refund Liability		211,700		197,120	
In-Kind Lease Liability -Current		(0)		4,000	
Operating ROU Liability - Current		439		439	
Financing ROU Liability - Current		39,319		39,319	
Total Current Liabilities		5,376,458		5,593,441	
In-Kind Lease Liability - LT		50,667		50,667	
Notes Payable		-		11,000	
Financing ROU Liability - LT		84,261		84,261	
Total Long Term Liabilities		134,928		145,928	
TOTAL NET ASSETS		32,593,927	(10)	31,280,602	(27)
NET ASSETS					
Temporarily Designated:					
Board Designated:					
Emergency	536,596	(11)	490,701	(28)	
Maint - Repair - Replacement	7,052,908	(12)	7,043,208	(29)	
Initiatives	1,679,031	(13)	2,531,557	(30)	
Pools & Spas	797,365	(14)	576,963	(31)	
Sub-Total	10,065,900	(15)	10,642,430		
Unrestricted Net Assets		21,214,701		20,638,172	
Net change Year-to-Date		1,313,326	(16)	-	
Unrestricted Net Assets		22,528,027	(17)	20,638,172	
TOTAL NET ASSETS		32,593,927		31,280,602	



**Green Valley Recreation, Inc.
Summary Statement of Activities**

Preliminary

YTD Period: 12 month period ending December 31, 2023

FY Budget Period: Jan 1, 2023 - Dec 31, 2023

	PRIOR YEAR COMPARISON			%	BUDGET COMPARISON			%	Fiscal Year Budget	Remaining FY Budget
	2022 YTD Actual	2023 YTD Actual	Year to Year Variance		YTD Actual	YTD Budget	YTD Variance			
Revenue										
Member Dues	6,947,340	7,051,415	104,075	1%	7,051,415	7,055,850	(4,435)	(0.1%)	7,055,850	4,435
LC, Trans., Crd Fees.	785,602	730,959	(54,642)	(7%)	730,959	757,041	(26,082)	(3%)	757,137	26,178
Capital Revenue	3,099,400	2,755,960	(343,440)	(11%)	2,755,960	3,328,040	(572,080)	(17%)	3,328,040	572,080
Programs	90,824	108,268	17,444	19%	108,268	225,310	(117,042)	(52%)	225,310	117,042
Instructional	310,729	403,550	92,821	30%	403,550	333,997	69,553	21%	333,997	(69,553)
Recreational Revenue	401,553	511,818	110,265	27%	511,818	559,307	(47,489)	(8%)	559,307	47,489
Investment Income	372,078	396,733	24,655	7%	396,733	286,884	109,849	38%	286,884	(109,849)
Advertising Income	-	-	-	0%	-	-	-	0%	-	-
Cell Tower Lease Inc.	43,105	47,478	4,374	10%	47,478	34,195	13,283	39%	34,195	(13,283)
Comm. Revenue	43,105	47,478	4,374	10%	47,478	34,195	13,283	38%	34,195	(13,283)
Other Income	87,111	89,835	2,725	3%	89,835	80,281	9,554	12%	80,281	(9,554)
Facility Rent	21,163	16,822	(4,341)	(21%)	16,822	6,000	10,822	180%	6,000	(10,822)
Marketing Events	-	-	-	0%	-	-	-	0%	-	-
In-Kind Contributions	4,000	4,000	-	0%	4,000	-	4,000	0%	-	(4,000)
Contributed Income	-	-	-	0%	-	3,698	(3,698)	(100%)	3,698	3,698
Other Revenue	112,273	110,657	(1,616)	(1%)	110,657	89,979	20,678	23%	89,979	(20,678)
Total Revenue	11,761,351	11,605,021	(156,331)	(1%)	11,605,021	12,111,296	(506,276)	(4.2%)	12,111,392	506,372
Expenses										
Major Proj.-Rep. & Maint.	252,621	417,097	(164,477)	(65%)	417,097	478,281	61,183	13%	478,281	61,183
Facility Maintenance	235,823	378,682	(142,859)	(61%)	378,682	228,478	(150,204)	(66%)	228,478	(150,204)
Fees & Assessments	15,423	14,905	518	3%	14,905	30,725	15,820	51%	30,725	15,820
Utilities	951,134	1,054,433	(103,299)	(11%)	1,054,433	927,331	(127,102)	(14%)	938,066	(116,367)
Depreciation	1,595,311	1,314,923	280,388	18%	1,314,923	1,409,492	94,569	7%	1,409,492	94,569
Furniture & Equipment	204,662	344,709	(140,047)	(68%)	344,709	268,444	(76,265)	(28%)	268,444	(76,265)
Vehicles	88,254	107,351	(19,098)	(22%)	107,351	101,012	(6,340)	(6%)	101,012	(6,340)
Facilities & Equipment	3,343,228	3,632,101	(288,873)	(9%)	3,632,101	3,443,763	(188,338)	(5%)	3,454,498	(177,603)
Wages	3,924,322	3,917,694	6,628	0%	3,917,694	4,336,945	419,251	10%	4,336,945	419,251
Payroll Taxes	296,565	308,553	(11,988)	(4%)	308,553	347,276	38,724	11%	347,276	38,724
Benefits	922,239	900,053	22,186	2%	900,053	1,039,668	139,615	13%	1,039,758	139,705
Personnel	5,143,126	5,126,300	16,826	0%	5,126,300	5,723,890	597,590	10%	5,723,980	597,680
Food & Catering	26,193	30,836	(4,643)	(18%)	30,836	32,211	1,375	4%	32,211	1,375
Recreation Contracts	375,954	368,360	7,594	2%	368,360	413,188	44,828	11%	413,188	44,828
Bank & Credit Card Fees	61,743	71,182	(9,439)	(15%)	71,182	71,896	714	1%	71,896	714
Program	463,890	470,378	(6,488)	(1%)	470,378	517,295	46,917	9%	517,295	46,917
Communications	107,705	104,443	3,262	3%	104,443	107,974	3,531	3%	107,974	3,531
Printing	82,151	81,124	1,027	1%	81,124	104,407	23,283	22%	104,407	23,283
Advertising	19,285	28,280	(8,995)	(47%)	28,280	22,524	(5,756)	(26%)	22,524	(5,756)
Communications	209,141	213,847	(4,706)	(2%)	213,847	234,905	21,058	9%	234,905	21,058
Supplies	418,998	551,543	(132,545)	(32%)	551,543	424,090	(127,453)	(30%)	424,090	(127,453)
Postage	18,212	17,587	625	3%	17,587	20,909	3,322	16%	20,909	3,322
Dues & Subscriptions	15,623	15,671	(49)	(0%)	15,671	16,710	1,039	6%	16,710	1,039
Travel & Entertainment	1,560	2,313	(753)	(48%)	2,313	10,700	8,388	78%	10,700	8,388
Other Operating Expense	138,129	86,543	51,587	37%	86,543	128,622	42,079	33%	128,622	42,079
Operations	592,522	673,657	(81,134)	(14%)	673,657	601,031	(72,625)	(12%)	601,031	(72,625)
Information Technology	88,338	139,173	(50,835)	(58%)	139,173	115,638	(23,535)	(20%)	115,638	(23,535)
Professional Fees	239,207	303,668	(64,461)	(27%)	303,668	148,393	(155,276)	(105%)	148,393	(155,276)
Commercial Insurance	338,380	340,565	(2,185)	(1%)	340,565	321,601	(18,963)	(6%)	321,601	(18,963)
Taxes	53,308	77,862	(24,554)	(46%)	77,862	30,026	(47,836)	(159%)	30,026	(47,836)
Conferences & Training	26,507	14,894	11,613	44%	14,894	39,515	24,621	62%	39,515	24,621
Employee Recognition	14,111	13,872	240	2%	13,872	20,731	6,859	33%	20,731	6,859
Provision for Bad Debt	-	-	-	0%	-	-	-	0%	-	-
Corporate Expenses	759,851	890,033	(130,183)	(17%)	890,033	675,904	(214,130)	(32%)	675,904	(214,130)
Expenses	10,511,758	11,006,316	(494,558)	(5%)	11,006,316	11,196,787	190,471	1.7%	11,207,612	201,296
Gross Surplus(Rev-Exp)	1,249,593	598,705	(650,888)	(52%)	598,705	914,510	(315,805)	(35%)	903,781	305,076
Net. Gain/Loss on Invest.	(1,812,339)	740,774	2,553,113		740,774	-	740,774		-	(740,774)
Net from Operations	(562,746)	1,339,478	1,902,225	(338%)	1,339,478	914,510	424,969		903,781	(435,698)



Green Valley Recreation, Inc.
Statement of Changes in Net Assets

Preliminary

As of Date: December 31, 2023 and Dec 31, 2022

	Totals	Unrestricted		Emergency Reserve Fund	Maint - Repair - Replacement Reserve Fund	Initiatives Reserve Fund	Pools & Spas Reserve Fund
		Unrestricted	Fixed Assets				
Net change in net assets-GVR	1,267,408 ⁽¹⁶⁾	1,267,408	-	-	-	-	-
Transfers between unrestricted and reserves:							
Reserve Study Allocation	-	-	-	-	-	-	-
Principal Transfers							
Transfers For Funding	-	(2,010,094)	-	-	1,179,941	540,748	289,405
Transfers Prev. Yr. Surplus	-	(428,596)	-	-	-	428,596	-
Transfers Curr. Yr. Surplus	-	-	-	-	-	-	-
Transfers Between Funds	-	-	-	-	-	-	-
Depreciation	-	707,361	(707,361)	-	-	-	-
Disposal of Fixed Assets	-	-	-	-	-	-	-
Purchase & Contributed Fixed Assets	-	701,952	2,850,069	-	(1,359,303)	(2,090,941)	(101,777)
Purchases Withdrawals Outstanding	(0)	89,577	-	-	(285,466)	201,899	(6,010)
Allocations of Net Change components:							
Investment income	-	(303,421)	-	9,140	210,673	64,427	19,180
Investment Expenses	-	141,163	-	(3,410)	(115,974)	(16,555)	(5,224)
Net Gains (Losses) in Investments	-	(659,267)	-	63,762	462,495	90,783	42,227
Net Change to December 31, 2023	1,267,408 ⁽¹⁶⁾	(493,917)	2,142,708	69,493	92,366	(781,043)	237,801
Net Assets at, Dec 31, 2022	31,280,602 ⁽²⁷⁾	1,461,058	19,177,114 ⁽²⁶⁾	490,701 ⁽²⁸⁾	7,043,208 ⁽²⁹⁾	2,531,557 ⁽³⁰⁾	576,963 ⁽³¹⁾
Net Assets as at, December 31, 2023	32,548,010 ⁽¹⁰⁾	967,141	21,319,822 ⁽⁹⁾	560,194 ⁽¹¹⁾	7,135,574 ⁽¹²⁾	1,750,514 ⁽¹³⁾	814,765 ⁽¹⁴⁾
		22,286,963 ⁽¹⁷⁾		10,261,047 ⁽¹⁵⁾			

Footnotes refer to Statement of Financial Position and Statement of Activities



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

Preliminary

	Totals	Unrestricted	Emergency Reserve Fund	Maint - Repair - Replace Reserve Fund	Initiatives Reserve Fund	Pools & Spas Reserve Fund
Balance Dec 31, 2022 (at Market)	15,569,933 ⁽²⁵⁾	4,927,503 ⁽²⁴⁾	490,701 ⁽¹⁸⁾	7,043,208 ⁽¹⁹⁾	2,531,557 ⁽²⁰⁾	576,963 ⁽²¹⁾
Changes since Jan 1, 2022:						
Principal Transfers	4,938,690	2,500,000	-	1,179,941	969,344	289,405
Investment income	460,556	157,134	9,140	210,673	64,427	19,180
Withdrawals	(7,841,598)	(4,200,000)	-	(1,644,769)	(1,889,042)	(107,787)
Investment Expenses	(141,163)	-	(3,410)	(115,974)	(16,555)	(5,224)
Net Change for 12 Months	(2,583,515)	(1,542,866)	5,731	(370,129)	(871,826)	195,575
Balance before Market Change at December 31, 2023	12,986,418	3,384,638	496,432	6,673,079	1,659,731	772,538
12 Months Net Change in Investments Gain/(Loss)	741,908	82,641	63,762	462,495	90,783	42,227
Balance at December 31, 2023 (at Market)	\$ 13,728,325 ⁽⁸⁾	3,467,278 ⁽⁷⁾	560,194.16 ⁽¹⁾	7,135,574 ⁽²⁾	1,750,514 ⁽³⁾	814,765 ⁽⁴⁾

10,261,047 ⁽¹⁶⁾

Footnotes refer to Statement of Financial Position and Statement of Activities



Green Valley Recreation, Inc.
Statement of Financial Position

As of Date: November 30, 2023 and Dec 31, 2022

	November 30, 2023	Dec 31, 2022
	Total	Total
ASSETS		
Current Assets		
Cash/Cash Equivalents	230,501	1,732,899
Accounts Receivable	221,157	197,896
Prepaid Expenses	235,999	207,263
Maintenance Inventory	22,003	23,044
Designated Investments (Charles S./SBH)		
Emergency - Fund	536,596 ⁽¹⁾	490,701 ⁽¹⁸⁾
MRR - Fund	7,070,186 ⁽²⁾	7,043,208 ⁽¹⁹⁾
Initiatives - Fund	1,679,406 ⁽³⁾	2,531,557 ⁽²⁰⁾
Pools & Spas - Fund	797,365 ⁽⁴⁾	576,963 ⁽²¹⁾
Total Designated Investments (CS/SBH)	10,083,553 ⁽⁵⁾	10,642,430 ⁽²²⁾
Undesignated Invest. (JP Morgan Long Term)	1,625,511 ⁽⁶⁾	1,565,673 ⁽²³⁾
Undesignated Invest. (JP Morgan)	67,488 ⁽⁷⁾	3,361,830 ⁽²⁴⁾
Investments	11,776,552 ⁽⁸⁾	15,569,933 ⁽²⁵⁾
Total Current Assets	12,486,213	17,731,035
Fixed Assets		
Contributed Fixed Assets	18,017,085	18,017,085
Purchased fixed Assets	30,593,133	27,908,195
Sub-Total	48,610,218	45,925,280
Less - Accumulated Depreciation	(27,355,490)	(26,748,166)
Net Fixed Assets	21,254,728 ⁽⁹⁾	19,177,114 ⁽²⁶⁾
Operating Lease ROU, Net of Accum. Amortization	467	467
Finance Lease ROU, Net of Accum. Amortization	111,355	111,355
Total Assets	33,852,763	37,019,971
LIABILITIES		
Current Liabilities		
Accounts Payable	332,196	514,060
Deferred Dues Fees & Programs	649,984	4,684,821
Accrued Payroll	223,570	153,683
Compensation Liability	-	-
MCF Refund Liability	211,700	197,120
In-Kind Lease Liability -Current	333	4,000
Operating ROU Liability - Current	439	439
Financing ROU Liability - Current	39,319	39,319
Total Current Liabilities	1,457,541	5,593,441
In-Kind Lease Liability - LT	50,667	50,667
Notes Payable	-	11,000
Financing ROU Liability - LT	84,261	84,261
Total Long Term Liabilities	134,928	145,928
TOTAL NET ASSETS	32,260,294 ⁽¹⁰⁾	31,280,602 ⁽²⁷⁾
NET ASSETS		
Temporarily Designated:		
Board Designated:		
Emergency	536,596 ⁽¹¹⁾	490,701 ⁽²⁸⁾
Maint - Repair - Replacement	7,052,908 ⁽¹²⁾	7,043,208 ⁽²⁹⁾
Initiatives	1,679,031 ⁽¹³⁾	2,531,557 ⁽³⁰⁾
Pools & Spas	797,365 ⁽¹⁴⁾	576,963 ⁽³¹⁾
Sub-Total	10,065,900 ⁽¹⁵⁾	10,642,430
Unrestricted Net Assets	21,214,701	20,638,172
Net change Year-to-Date	979,692 ⁽¹⁶⁾	-
Unrestricted Net Assets	22,194,393 ⁽¹⁷⁾	20,638,172
TOTAL NET ASSETS	32,260,294	31,280,602



GREEN VALLEY RECREATION, INC.

Green Valley Recreation, Inc. Summary Statement of Activities

YTD Period: 11 month period ending November 30, 2023

FY Budget Period: Jan 1, 2023 - Dec 31, 2023

	PRIOR YEAR COMPARISON			%	BUDGET COMPARISON			%	Fiscal Year Budget	Remaining FY Budget
	2022 YTD Actual	2023 YTD Actual	Year to Year Variance		YTD Actual	YTD Budget	YTD Variance			
Revenue										
Member Dues	6,391,693	6,468,083	76,390	1%	6,468,083	6,467,863	220	0.0%	7,055,850	587,767
LC, Trans., Crd Fees.	720,867	667,315	(53,552)	(7%)	667,315	686,206	(18,891)	(3%)	757,137	89,822
Capital Revenue	2,925,327	2,518,244	(407,083)	(14%)	2,518,244	3,064,907	(546,663)	(18%)	3,328,040	809,796
Programs	77,412	104,411	26,999	35%	104,411	192,014	(87,603)	(46%)	225,310	120,899
Instructional	290,733	383,130	92,397	32%	383,130	316,286	66,843	21%	333,997	(49,133)
Recreational Revenue	368,145	487,541	119,396	32%	487,541	508,301	(20,760)	(4%)	559,307	71,766
Investment Income	329,038	367,195	38,157	12%	367,195	249,235	117,960	47%	286,884	(80,312)
Advertising Income	-	-	-	0%	-	-	-	0%	-	-
Cell Tower Lease Inc.	39,232	43,482	4,250	11%	43,482	31,366	12,116	39%	34,195	(9,287)
Comm. Revenue	39,232	43,482	4,250	11%	43,482	31,366	12,116	39%	34,195	(9,287)
Other Income	82,506	85,834	3,328	4%	85,834	74,293	11,541	16%	80,281	(5,553)
Facility Rent	18,128	16,622	(1,506)	(8%)	16,622	5,544	11,078	200%	6,000	(10,622)
Marketing Events	-	-	-	0%	-	-	-	0%	-	-
In-Kind Contributions	3,667	3,667	-	0%	3,667	-	3,667	0%	-	(3,667)
Contributed Income	-	-	-	0%	-	3,365	(3,365)	(100%)	3,698	3,698
Other Revenue	104,300	106,123	1,822	2%	106,123	83,203	22,920	28%	89,979	(16,143)
Total Revenue	10,878,402	10,657,982	(220,420)	(2%)	10,657,982	11,091,080	(433,097)	(3.9%)	12,111,392	1,453,410
Expenses										
Major Proj.-Rep. & Maint.	218,834	399,182	(180,348)	(82%)	399,182	413,494	14,312	3%	478,281	79,098
Facility Maintenance	212,977	331,155	(118,178)	(55%)	331,155	212,683	(118,472)	(56%)	228,478	(102,677)
Fees & Assessments	22,718	14,815	7,903	35%	14,815	27,121	12,306	45%	30,725	15,910
Utilities	841,829	961,108	(119,479)	(14%)	961,108	868,072	(93,036)	(11%)	938,066	(23,041)
Depreciation	1,432,805	1,214,886	217,919	15%	1,214,886	1,292,034	77,149	6%	1,409,492	194,606
Furniture & Equipment	258,316	333,230	(74,914)	(29%)	333,230	233,087	(100,143)	(43%)	268,444	(64,786)
Vehicles	78,389	97,696	(19,306)	(25%)	97,696	88,060	(9,636)	(11%)	101,012	3,316
Facilities & Equipment	3,065,669	3,352,072	(286,403)	(9%)	3,352,072	3,134,551	(217,521)	(7%)	3,454,498	102,426
Wages	3,500,349	3,563,011	(62,662)	(2%)	3,563,011	3,901,351	338,340	9%	4,336,945	773,934
Payroll Taxes	268,174	283,302	(15,128)	(6%)	283,302	312,789	29,487	9%	347,276	63,974
Benefits	870,303	817,789	52,514	6%	817,789	955,132	137,343	14%	1,039,758	221,969
Personnel	4,638,827	4,664,102	(25,275)	(1%)	4,664,102	5,169,272	505,170	10%	5,723,980	1,059,878
Food & Catering	22,771	29,435	(6,664)	(29%)	29,435	30,506	1,071	4%	32,211	2,776
Recreation Contracts	336,739	341,871	(5,132)	(2%)	341,871	364,859	22,988	6%	413,188	71,317
Bank & Credit Card Fees	59,141	71,152	(12,011)	(20%)	71,152	68,906	(2,246)	(3%)	71,896	744
Program	418,651	442,459	(23,808)	(6%)	442,459	464,271	21,813	5%	517,295	74,836
Communications	99,981	95,358	4,623	5%	95,358	96,924	1,566	2%	107,974	12,616
Printing	72,670	77,328	(4,657)	(6%)	77,328	102,722	25,395	25%	104,407	27,079
Advertising	17,895	25,130	(7,235)	(40%)	25,130	20,024	(5,106)	(25%)	22,524	(2,606)
Communications	190,547	197,816	(7,269)	(4%)	197,816	219,670	21,854	10%	234,905	37,089
Supplies	364,101	512,909	(148,807)	(41%)	512,909	384,039	(128,870)	(34%)	424,090	(88,819)
Postage	17,866	17,012	854	5%	17,012	19,463	2,451	13%	20,909	3,897
Dues & Subscriptions	13,660	13,340	320	2%	13,340	15,704	2,364	15%	16,710	3,370
Travel & Entertainment	1,071	2,313	(1,242)	(116%)	2,313	10,421	8,108	78%	10,700	8,388
Other Operating Expense	85,384	85,528	(144)	(0%)	85,528	106,069	20,541	19%	128,622	43,094
Operations	482,082	631,101	(149,020)	(31%)	631,101	535,695	(95,406)	(18%)	601,031	(30,070)
Information Technology	73,360	115,867	(42,507)	(58%)	115,867	109,096	(6,771)	(6%)	115,638	(229)
Professional Fees	220,738	294,560	(73,821)	(33%)	294,560	141,880	(152,680)	(108%)	148,393	(146,167)
Commercial Insurance	335,824	311,396	24,428	7%	311,396	294,232	(17,164)	(6%)	321,601	10,206
Taxes	52,192	77,862	(25,670)	(49%)	77,862	15,962	(61,900)	(388%)	30,026	(47,836)
Conferences & Training	24,856	14,894	9,962	40%	14,894	36,222	21,328	59%	39,515	24,621
Employee Recognition	5,461	13,872	(8,411)	(154%)	13,872	18,304	4,433	24%	20,731	6,859
Provision for Bad Debt	-	-	-	0%	-	-	-	0%	-	-
Corporate Expenses	712,431	828,450	(116,019)	(16%)	828,450	615,696	(212,754)	(35%)	675,904	(152,546)
Expenses	9,508,205	10,115,999	(607,794)	(6%)	10,115,999	10,139,156	23,157	0.2%	11,207,612	1,091,612
Gross Surplus(Rev-Exp)	1,370,197	541,983	(828,214)	(60%)	541,983	951,924	(409,941)	(43%)	903,781	361,798
Net Gain/Loss on Invest.	(1,595,673)	437,709	2,033,382		437,709	-	437,709		-	(437,709)
Net from Operations	(225,477)	979,692	1,205,169	(534%)	979,692	951,924	27,768		903,781	(75,911)



Green Valley Recreation, Inc.
Statement of Changes in Net Assets

As of Date: November 30, 2023 and Dec 31, 2022

	Totals	Unrestricted		Emergency Reserve Fund	Maint - Repair - Replacement Reserve Fund	Initiatives Reserve Fund	Pools & Spas Reserve Fund
		Unrestricted	Fixed Assets				
Net change in net assets-GVR	979,692 ⁽¹⁶⁾	979,692	-	-	-	-	-
Transfers between unrestricted and reserves:							
Reserve Study Allocation	-	-	-	-	-	-	-
Principal Transfers							
Transfers For Funding	-	(1,971,524)	-	-	1,179,941	502,178	289,405
Transfers Prev. Yr. Surplus	-	(428,596)	-	-	-	428,596	-
Transfers Curr. Yr. Surplus	-	-	-	-	-	-	-
Transfers Between Funds	-	-	-	-	-	-	-
Depreciation	-	607,323	(607,323)	-	-	-	-
Disposal of Fixed Assets	-	-	-	-	-	-	-
Purchase & Contributed Fixed Assets	-	701,952	2,684,938	-	(1,300,573)	(1,984,541)	(101,777)
Purchases Withdrawals Outstanding	(0)	152,402	-	-	(242,037)	95,645	(6,010)
Allocations of Net Change components:							
Investment income	-	(284,057)	-	7,298	197,101	61,805	17,854
Investment Expenses	-	141,160	-	(3,409)	(115,972)	(16,555)	(5,224)
Net Gains (Losses) in Investments	-	(419,745)	-	42,006	291,241	60,346	26,153
Net Change to November 30, 2023	979,692 ⁽¹⁶⁾	(521,393)	2,077,615	45,894	9,701	(852,526)	220,402
Net Assets at, Dec 31, 2022	31,280,602 ⁽²⁷⁾	1,461,058	19,177,114 ⁽²⁶⁾	490,701 ⁽²⁸⁾	7,043,208 ⁽²⁹⁾	2,531,557 ⁽³⁰⁾	576,963 ⁽³¹⁾
Net Assets as at, November 30, 2023	32,260,294 ⁽¹⁰⁾	939,665	21,254,728 ⁽⁹⁾	536,596 ⁽¹¹⁾	7,052,908 ⁽¹²⁾	1,679,031 ⁽¹³⁾	797,365 ⁽¹⁴⁾
		22,194,393 ⁽¹⁷⁾		10,065,900 ⁽¹⁵⁾			

Footnotes refer to Statement of Financial Position and Statement of Activities



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	Pools & Spas Reserve Fund
Balance Dec 31, 2022 (at Market)	15,569,933 ⁽²⁵⁾	4,927,503 ⁽²⁴⁾	490,701 ⁽¹⁸⁾	7,043,208 ⁽¹⁹⁾	2,531,557 ⁽²⁰⁾	576,963 ⁽²¹⁾
Changes since Jan 1, 2022:						
Principal Transfers	3,150,120	750,000	-	1,179,941	930,774	289,405
Investment income	430,621	146,563	7,298	197,101	61,805	17,854
Withdrawals	(7,689,292)	(4,150,000)	-	(1,542,610)	(1,888,896)	(107,787)
Investment Expenses	(141,160)	-	(3,409)	(115,972)	(16,555)	(5,224)
Net Change for 11 Months	(4,249,712)	(3,253,437)	3,889	(281,540)	(912,872)	194,249
Balance before Market Change at November 30, 2023	11,320,222	1,674,067	494,590	6,761,668	1,618,685	771,212
11 Months Net Change in Investments Gain/(Loss)	439,678	19,932	42,006	291,241	60,346	26,153
Balance at November 30, 2023 (at Market)	\$ 11,759,899 ⁽⁸⁾	1,693,999 ⁽⁶⁾ ⁽⁷⁾	536,595.60 ⁽¹⁾	7,052,908 ⁽²⁾	1,679,031 ⁽³⁾	797,365 ⁽⁴⁾

10,065,900 ⁽¹⁵⁾

Footnotes refer to Statement of Financial Position and Statement of Activities



Green Valley Recreation, Inc.

Board of Directors Work Session

CPM Part 3, Section 5 Audit Committee

Committee Responsibility Updates

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: January 31, 2024

Presented By: David Webster, CFO

Consent Agenda: No

<p>Originating Committee / Department: Audit Committee</p>
<p>Action Requested: Review the proposed changes to CPM Part 3 Committees Section 5 Audit Committee.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: During the facilitated and dedicated Board Work Session on committee improvements in May 2023, the Board, with the facilitation of a consultant, Jenny Carrillo of Alexander/Carrillo Consulting, discussed needed improvements to GVR's committee structure. Ms. Carrillo suggested that the Board review all of its committees, paying particular attention to the purpose and responsibility assigned to each committee. She, along with Board members, discussed the possibility of eliminating some of the committees or the responsibilities of the committee, if necessary, since committees should not perform the duties of staff or act in place of the Board. The Committee purpose is to advise the Board on policy matters. It was decided that the Chair of each committee, along with each staff liaison and the CEO would develop recommended changes to committees as a whole as well as individual committees for Board consideration.</p> <p>The Audit Committee needed to be finalized and come before the Board. All other Committees' responsibilities have been approved by the Board.</p>
<p>Fiscal Impact: None</p>
<p>Board Options: 1) Review the proposed changes to Part 3, Section 5 and consider approval by the Board at this meeting as written. 2) Review the proposed changes to Part 3, Section 5 with amendments and consider approval at this meeting.</p>
<p>Staff Recommendation: Option #1 or #2</p>
<p>Attachments: 1) 5) CPM Part 3 Committees Section 5 Audit Committee – Redline and Clean</p>

REDLINE VERSION:

SECTION 5 – AUDIT COMMITTEE PROPOSAL

3.5.1. Membership:

To the extent possible, the Audit Committee shall consist of two or more GVR members who should have knowledge of financial reporting and internal control procedures. ***The committee shall have no less than three and no more than five members.***

3.5.2. Responsibilities:

A. The Audit Committee functions in the capacity of an ***independent*** overseer of GVR's financial reporting process and internal controls. This oversight is conducted by review of the reporting and communication ***with*** from a qualified independent auditing firm ***prior to presentation to the board of directors. The committee is an independent conduit between GVR and the auditing firm.*** The Committee is not involved in the Corporation's daily accounting functions.

B. The principal functions of the Audit Committee are:

1. To recommend a CPA firm to the GVR Board to act as the Corporation's independent auditor.
2. To review the independent auditor's terms of engagement.
3. To review the results of each audit including opinion qualifications or expectations ***with the auditor and GVR management.***
4. To review the auditor's management letter ~~sent to and~~ GVR ~~Management's~~ and to the committee, and to review GVR management's response response ***with the auditor and GVR management as is deemed necessary.***
5. To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
6. ***To review the IRS Form 990 with the CPA and GVR management as is deemed necessary.***
7. To review the adequacy of internal financial controls with GVR management and the board.

CLEAN VERSION:

SECTION 5 – AUDIT COMMITTEE

3.5.1. Membership:

To the extent possible, the Audit Committee shall consist of two or more GVR members who should have knowledge of financial reporting and internal control procedures. The committee shall have no less than three and no more than five members.

3.5.2. Responsibilities:

A. The Audit Committee functions in the capacity of an independent overseer of GVR's financial reporting process and internal controls. This oversight is conducted by review of the reporting and communication with a qualified independent auditing firm prior to presentation to the board of directors. The committee is an independent conduit between GVR and the auditing firm. The Committee is not involved in the Corporation's daily accounting functions.

B. The principal functions of the Audit Committee are:

1. To recommend a CPA firm to the GVR Board to act as the Corporation's independent auditor.
2. To review the independent auditor's terms of engagement.
3. To review the results of each audit including opinion qualifications or expectations with the auditor and GVR management.
4. To review the auditor's management letter sent to GVR Management and to the committee, and to review GVR management's response with GVR management as is deemed necessary.
5. To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
6. To review the IRS Form 990 with the CPA and GVR management as is deemed necessary.
7. To review the adequacy of internal financial controls with GVR management and the board.



Green Valley Recreation, Inc.
Board of Directors Meeting
Bylaw Ballot Materials

Prepared By: Carol Crothers, BAC Chair

Meeting Date: January 31, 2024

Presented By: Carol Crothers, BAC Chair

Consent Agenda: No

<p>Originating Committee / Department: Board Affairs Committee (BAC)</p>
<p>Action Requested: Approve bylaw ballot materials including the short descriptions of why change is requested for the bylaw amendments.</p>
<p>Strategic Plan Goal: Goal 5: Provide sound, effective governance and leadership for the corporation.</p>
<p>Background Justification: Staff, GVR attorney and BAC have been working on proposed bylaw amendments since last April. The Board has approved the 5 bylaw changes. The BAC has reviewed the ballot materials, provided short rationale for each of the bylaw amendments and would like the Board to review and approve. The goal is to have a clear, short explanation of the reason for the proposed changes.</p>
<p>Fiscal Impact: None</p>
<p>Board Options:</p> <ol style="list-style-type: none"> 1) Approve BAC bylaw ballot format. 2) Suggest changes.
<p>Staff Recommendation: Option #1</p>
<p>Recommended Motion: Board approves the recommended bylaw ballot materials.</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) Recommended Bylaw Ballot

2. 2024 Proposed Bylaws Amendments (based on March 25, 2020 bylaws)

The GVR bylaws serve as the contractual agreement between GVR and its members. The bylaws have served GVR well. Due to legal and circumstantial changes, the GVR Board and Administration are proposed and endorsed specific modifications to the bylaws and seek member approval. These modifications are designed to achieve three key objectives: 1) Ensure compliance with the current Arizona laws; 2) Optimize the efficiency of administrative staff operations; and 3) Improve the effectiveness of Board activities, ultimately enhancing GVR's overall functionality. Changing the bylaws requires a 2/3 majority vote from the members.

Please note: Changes to the current bylaws are reflected in the Proposed Bylaws Amendments in bold print, underlined, and *italicized*.

QUESTION #1 VOTING RIGHTS

FOR AGAINST

Rationale: (A) allow and retain one (only 1) vote per household, (C) include online voting, and (F) limits Board service to one member per GVR household, consistent with voting rights.

ARTICLE II - MEMBERSHIP PROPERTY AND MEMBERS

Section 6: Voting Rights, A., C., and add F.

CURRENTLY READS:

A. A GVR Member in good standing is entitled to one (1) vote for each GVR Property owned; provided, however, that there shall be only one (1) vote per GVR Property. If any GVR Member casts a vote representing a certain GVR Property, it will thereafter be conclusively presumed for all purposes that such individual was acting with the authority and consent of all other owners of the same GVR Property. In the event that more than one (1) vote is cast for a particular GVR Property, none of the votes shall be counted and all of the votes for such GVR Property shall be deemed void.

PROPOSED:

A. A GVR Member in good standing is entitled to one (1) vote for each GVR Property owned; provided, however, that there shall be only one (1) vote per GVR Property. If any GVR Member casts a vote representing a certain GVR Property, it will thereafter be conclusively presumed for all purposes that such individual was acting with the authority and consent of all other owners of the same GVR Property. In the event that more than one (1) vote is cast for a particular GVR Property, **only the first vote cast**, shall be counted.

And

CURRENTLY READS:

C. All voting by GVR Members shall be by written ballot.

PROPOSED:

C. All voting by GVR Members shall be by written ballot **or electronic voting, consistent with Arizona Nonprofit Corporation Act. See Article XI. No proxies are permitted.**

And

PROPOSED: ADD F

F. A GVR Member in good standing has the right to serve on the Board of Directors provided no other member of the household (whether related by marriage, cohabitation, or otherwise) is on the Board during the same time period.

QUESTION #2 NUMBER OF DIRECTORS

FOR

AGAINST

Rationale: (Article IV and V) To be consistent with "best practice" recommendations of most professional researchers/consultants of nonprofit Boards, and to minimize the "tied vote". The proposed implementation procedure would gradually move GVR from twelve to nine Directors over no more than three years starting in 2024."

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Number of Directors

CURRENTLY READS:

The affairs of GVR shall be governed by a Board of Directors consisting of twelve (12) voting members who shall be elected from the members of The Corporation residing within the jurisdiction of GVR.

PROPOSED:

The affairs of GVR shall be governed by a Board of Directors consisting of ***nine (9)*** voting members who shall be elected from the members of The Corporation ***who have voting rights as defined in Article II - Section 6.***

AND

ARTICLE V - ELECTION OF DIRECTORS

Section 1: Term of Office

CURRENTLY READS:

A. The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of four (4) Directors shall expire and four (4) Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

PROPOSED:

A. The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of ***three (3)*** Directors shall expire and ***three (3)*** Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

QUESTION #3 LIMITS OF AUTHORITY FOR AGAINST

Rationale: (Article VI) Clarify current wording by being specific in accounting terms and project types without changing the spirit of reasonable limits to fiscal authority: 1) Focus on new capital projects; 2) Provide a well-defined baseline (latest audited approved annual net revenue – does not include investments); and 3) Set the limit at twelve percent (12%) based on using last year’s revenue excluding investments.

ARTICLE VI - POWERS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS
Section 2: Limits of Authority and Indebtedness

CURRENTLY READS:

The Board of Directors is not authorized to enter into any contract that requires an annual payment that exceeds ten percent (10%) of the annual budget. Any contract requiring an annual payment that exceeds ten percent (10%) of the annual budget shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation.

PROPOSED:

The Board of Directors is not authorized to enter into any contract **for new or initiative-type capital projects** that exceeds **twelve percent (12%)** of the **latest audited approved annual net revenue (does not include investments)**. Any contract **for new or initiative-type capital projects** that exceeds **this figure**, shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation. **Contracts for unique projects may not be broken up so as to avoid the requirements of this section.**

QUESTION #4 VOTING METHODS

FOR

AGAINST

Rationale: (Article XI) Combines two sections and clarifies that electronic and written balloting is permitted by Arizona law.

ARTICLE XI - MEMBERSHIP VOTING

Section 1: Voting at a Meeting

Section 2: Alternative Voting Methods (Section 1 and 2 Combined in Proposed)

CURRENTLY READS:

Section 1: Voting at a Meeting

The election of Directors, the amendment of bylaws and any matter that requires approval of the members shall be taken by written ballot.

Section 2: Alternative Voting Methods

Any action, including proposed amendments to these bylaws or the election of Directors, which can be properly taken by the members of GVR at an Annual or Special Meeting of said members, may be taken by written ballot communicated to every GVR member entitled to vote by either mail, facsimile, Email, or other written form of communication as the Board of Directors shall determine from time to time with the same force and effect as though acted upon at an Annual or Special Meeting.

PROPOSED:

The election of Directors, the amendment of bylaws and any matter that requires approval of the members, **and** any action, including proposed amendments to these bylaws or the election of Directors, which can be taken by the members of GVR at an Annual or Special Meeting of said members, shall be taken by written ballot communicated to **and received from** every GVR Member entitled to vote by either mail, email, or other written form of communication as the Board of Directors shall determine from time to time, **including online electronic voting**, with the same force and effect as though acted upon at an Annual or Special Meeting.

QUESTION #5 AVAILABILITY OF RECORDS **FOR** **AGAINST**

Rationale: (Article XII) To clarify and conform to Arizona law, the granting of access to GVR records by qualified GVR Members and provide reasonable notice to the administrative staff.

ARTICLE XII - MISCELLANEOUS
Section 2: Availability of Records

CURRENTLY READS:

The books, records and papers of The Corporation shall, for specific and proper purpose, at all reasonable times during business hours be subject to examination by any regular member of The Corporation upon written demand to The Corporation.

PROPOSED:

The books, records and papers of The Corporation shall, for specific and proper purpose, ***and consistent with the applicable provisions of the Arizona Nonprofit Act,*** at all reasonable times during business hours be subject to examination by any ***GVR Member or any Assigned Member that has been given voting rights,*** upon written demand to The Corporation ***at least five (5) business days before the requested examination date.***

3. Approve GVR 2022 Annual Meeting Minutes

 Yes No

Approval of meeting minutes requires the affirmative vote of a majority of members voting on the matter.



Green Valley Recreation, Inc.

Board of Directors Meeting

Transition Plan for Moving from 12 to 9 Directors

Prepared By: Carol Crothers

Meeting Date: January 31, 2024

Presented By: Carol Crothers

Consent Agenda: No

Originating Committee / Department:

Board Affairs Committee (BAC)

Action Requested:

Approve transition plan.

Strategic Plan Goal:

GOAL 5: Provide sound, effective governance and leadership for the corporation

Background Justification:

We need to have a clear transition plan that explains how we will move from 12 to 9 directors. At this point there are two options:

1. We seat 3 new directors each year. Initially we will have 3 directors serving 3 years, 4 directors serving 2 more years and 4 directors serving 1 more year. To potentially accelerate the process of getting down to 9 directors, we will not replace the first person who resigns from a term year that contains 4 directors. If a term year gets below 3 directors, the vacancy will be filled by the next highest vote getter from the latest election as has been our policy. (It has been suggested that a cleaner way to say this and put it in the ballot materials is: Transition plan to be added to the CPM after the elections if Question #2 passes: The transition beginning in 2024 will consist of three directors elected to a three-year term instead of four directors, bringing the board to nine directors by 2026. To accelerate the process, if a director serving in a term year that has 4 directors, resigns, that director will not be replaced. Any time the number of directors in each term year falls below three, the Board will follow the Corporate Policy Manual procedure to replace the director.)
2. We seat 3 new directors each year and replace resigning directors as we have done in the past. It will take the full 3 election cycles to get down to 9 directors.

Board Options:

Option #1

Recommended Motion:

If our members approve changing from 12 directors to 9 directors, beginning in 2024 we will elect and seat 3 directors as 4 leave the board. We will do the same in 2025 and 2026 bringing our number of directors down from 12 to 11 to 10 to 9. After 2026 3 directors will be elected as 3 end their terms. If a director from a term group with 4 directors resigns the director will not be replaced accelerating the movement to 9 directors. However, if resignations allow a term group to fall below 3 directors, the resigning director will be replaced as before, ie with the next highest vote getter from the latest election. The CPM will be updated with this information.