



GVR

Board Resolutions

September 27, 2023

BOARD RESOLUTIONS

APRIL 8, 2013

President Sparks moved the Board of Directors establish the Nominating Committee and will be chaired by a Board member and perform the duties set forth in Article V-2A of the Bylaws. The committee is strongly encouraged to experiment with new methods to communicate more effectively with GVR members and to stimulate greater interest in Board and committee service. At its discretion, the committee may eliminate or modify practices from the past that have not been successful. Their responsibilities will cease at the end of November 2013.

Seconded and passed: unanimously.

April 8, 2013

Vice-President Nisson moved the Board of Directors establish the Audit Committee with duties as described in the CPM and their responsibilities ending April 2014.

Seconded and passed: unanimously.

April 8, 2013

Vice-President Nisson moved the Board of Directors establish the 401(k) Oversight Committee with duties as described in the CPM and their responsibilities ending April 2014.

Seconded and passed: unanimously.

April 8, 2013

President Sparks moved the Board of Directors establish the Legal Affairs Committee. The Legal Affairs Committee shall be comprised of the Committee Chair, the President of the GVR Board and one or more additional members, as the Committee Chair may choose at his/her discretion. The committee's tasks are:

1. To identify anticipated and on-going legal issues affecting the governance of GVR. These issues will include questions raised by GVR's committees, as well as legal issues otherwise coming to the attention of the Legal Committee members;
2. To frame governance legal issues so that they may properly be presented to legal counsel;
3. To assign those issues to the Board's legal counsel, as required;
4. To monitor the performance of the Board's legal counsel and to interact with legal counsel on behalf of the Board and GVR committees;
5. To maintain a spreadsheet database describing the nature of governance legal issues, their current status, and their priority;
6. To regularly communicate the status of governance legal issues to the Board;
7. To oversee the establishment and maintenance of an archival system for governance legal materials, which ensures that all important governance legal material is collected in a centralized location and is readily searchable.

The Legal Affairs Committee had been organized as a special committee, under Article VIII-2-A of the Corporation's bylaws. However, the tasks of the committee are perennial and vitally important tasks that must be administered without interruption.

Each incoming President will have the right to modify the details of these tasks (subject to the approval of the Board), but will otherwise ensure that the committee will remain in existence and continue to perform the substance of the tasks set forth above. The Legal Affairs Committee may be, but is not required to be, converted to a standing committee by an appropriate amendment to the Corporation's bylaws. Their responsibilities will end April 2014.

Seconded and passed: unanimously.

April 8, 2013

Vice-President Nisson moved the Board of Directors establish the Performance Appraisal Committee with duties as described in the CPM and their responsibilities ending April 2014.

Seconded and passed: unanimously.

April 8, 2013

President Sparks moved the Board of Directors establish the Elections Committee. The charge to the committee is as follows: The Elections Committee will be Chaired by a Board Member and oversee the election process set forth in Article V-3 of the Bylaws and shall establish and ensure the inclusion in the Corporate Policy Manual of the specific election procedures required in V-3. The committee's activities will be limited to general oversight and the establishment of policies. The mechanics of the election process will be the responsibility of staff. However, the Elections Chair, in conjunction with Corporate Counsel, shall be responsible for ensuring that all ballot issues and legal ephemera on the ballot are correct and in accordance with the law. The Elections Committee is strongly encouraged to investigate new methods by which elections may be made more time and cost effective, e.g., electronic voting.

The Elections Committee Chair shall report proof of a voting quorum and the balloting results at the annual meeting.

In its discretion, the Elections Committee may eliminate or modify practices from the past that are not consistent with the foregoing principles. Their responsibilities will end with the 2014 Annual Meeting.

April 8, 2013

President Sparks moved the Board of Directors confirm the appointment of Blaine Nisson as Chair of the Board Affairs Committee for 2013-2014.

Seconded and passed: unanimously.

April 8, 2013

Vice-President Nisson moved the Board of Directors confirm the appointment of Jim Cassidy as Chair of the Audit Committee for 2013-2014.

Seconded and passed: unanimously.

April 8, 2013

Vice-President Nisson moved the Board of Directors confirm the appointment of Mike Banks as Chair of the Fiscal Affairs Committee 2013-2014.

Seconded and passed: unanimously.

April 8, 2013

Vice-President Nisson moved the Board of Directors confirm the appointment of Russ Carpenter as Chair of the Legal Affairs Committee for 2013-2014.
Seconded and passed: unanimously.
April 8, 2013

Vice-President Nisson moved the Board of Directors confirm the appointment of Linda Sparks as Chair of the Performance Appraisal Committee.
Seconded and passed: unanimously.
April 8, 2013

Vice-President Nisson moved the Board of Directors confirm the appointment of Joyce Bulau as Chair of the Planning & Evaluation Committee for 2013-2014.
Seconded and passed: unanimously.
April 8, 2013

Vice-President Nisson moved the Board of Directors confirm the appointment of Glenn Lundell as Chair of the 401(k) Oversight Committee for 2013-2014.
Seconded and passed: unanimously.
April 8, 2013

Vice-President Nisson moved the Board of Directors confirm the appointment of Russ Carpenter as Chair of the Elections Committee 2013-2014.
Seconded and passed: unanimously.
April 8, 2013

President Sparks moved these charges/resolutions to the committees be entered into a date-ordered Appendix of Resolutions in the CPM per Bylaw Article XII-I.
Seconded and passed: unanimously.
April 8, 2013

MAY 28, 2013

Vice-President Blaine Nisson moved the Board of Directors grant club status to the Amigas Club as recommended by the Board Affairs Committee."
Seconded and passed: unanimously.
May 28, 2013

Doug Fitz moved the Board of Directors decline the La Posada/Casa proposal at this time due to funding considerations and further, have GVR President, Linda Sparks, draft a letter of explanation to Casas." Joyce Finkelstein asked the motion be amended to include in the letter, *we look forward to discussing further programmatic ideas*.
Seconded and passed: 9 yes / 3 no (Bonthon, Burt, Theisen).
May 28, 2013

Mike Banks moved the Board of Directors approval to continue the evaluation of the possible lease/purchase of the Dorn property as a learning/meeting center and possible retail/concession site and that staff, using supporting data provided by P&E provide a complete design and cost study for evaluation by Fiscal Affairs and the Board by within 30 days", seconded. Mike amended his motion for the staff to have

their study to Fiscal Affairs and the Board by *July 16*. Rose Theisen questioned using the word "complete" when discussing the design of the building, Lanny Sloan requested the word "suggested" be in place of "*complete*".
Seconded and passed: 11 yes / 1 no.
May 28, 2013

JULY 31, 2013

President Linda Sparks moved the Board of Directors form an ad hoc Executive Search Committee that will remain until an Executive Director position is successfully filled and a contract signed.
Seconded and passed: 10 yes / 1 no (Gunton).
July 31, 2013

Secretary Joyce Bulau moved the Board of Directors pay the search firm approximately \$40-45,000. Rose Theisen amended the motion to state a maximum dollar amount. The motion was amended to approve up to \$25,000 as an installment to the executive search firm in the search for a Chief Executive officer.
Seconded and passed: unanimously.
July 31, 2013

SEPTEMBER 19, 2013

Joyce Finkelstein moved the Board of Directors accept the resignation of Linda Sparks, Joyce Bulau, Mike Banks, Russ Carpenter and Doug Fitz. Seconded and passed: unanimously.
September 19, 2013

Rose Theisen moved the Board of Directors accept the Successor Director Process.
Seconded and passed: unanimously.
September 19, 2013

Rose Theisen moved the Board of Directors accept the July 9, 2013 staff recommendation regarding the Dorn Building.
Seconded and passed: unanimously.
September 19, 2013

OCTOBER 22, 2013

Treasurer Joe Gunton moved the Board of Directors engage Scott Meyer as the 2013 auditor.
Seconded and passed: unanimously.
October 22, 2013

Vice-President Rose Theisen moved the Board of Directors approve the goal of pursuing a governance process to ensure that the GVR Board acts in accordance with the principles of the John Carver governance model. Seconded and passed: 7 yes / 1 abstain (Sills).
October 22, 2013

NOVEMBER 11, 2013

Successor Directors were elected by secret ballot in an open Board of Directors meeting. John Hadley won the empty 2016 seat, Kathleen Vishner won the empty 2015 seat and Jeff Harrell and Tom Kennel both won empty 2014 seats.
November 11, 2013

Treasurer Joe Gunton moved the Board of Directors approve the budget scenario presented.
Seconded and passed: 10 yes / 1 no (Burt).
November 11, 2013

NOVEMBER 19, 2013

Vice-President Rose Theisen moved the Board of Directors approve the Strategic Plan.
Seconded and passed: 11 yes / 1 abstain (Kennel).
November 19, 2013

DECEMBER 16, 2013

Secretary Joyce Finkelstein moved the Board of Directors grant club status to the Billiards Club.
Seconded and passed: unanimously.
December 16, 2013

Vice-President Rose Theisen moved the Board of Directors have staff conduct a study that shows the impact on centers, the impact on GVR Clubs and a marketing plan for existing homes in Canyon View, Maji Estates and Valle Verde Townhomes.
Seconded and passed: unanimously.
December 16, 2013

Vice-President Rose Theisen moved the Board of Directors approve Article II Section 4(a)2 bylaw amendment be placed on the 2014 ballot.
Seconded and passed: unanimously.
December 16, 2013

Vice-President Rose Theisen moved the Board of Directors place Article IV section 4 bylaw amendment be placed on the 2014 ballot.
Seconded and passed: 10 yes / 1 no (Woodrow).
December 16, 2013

Vice-President Rose Theisen moved the Board of Directors place Article VI section 1(b) on the 2014 ballot.
Seconded and passed: 9 yes / 2 no (Kennel, Woodrow).
December 16, 2013

Vice-President Rose Theisen moved the Board of Directors place Article IX section 4 on the 2014 ballot.
Seconded and passed: unanimously.
December 16, 2013

Vice-President Rose Theisen moved the Board of Directors propose bylaw amendment #6, to replace the term "Executive Director" with "Chief Executive officer" in Articles I, VI and VII and in the index.
Seconded and passed: unanimously.
December 16, 2013

Vice-President Rose Theisen moved the Board of Directors approve Article II, Section 7(a) - (b) to be brought to the GVR membership on the 2014 ballot.
Seconded and passed: 10 yes / 1 no (Harrell).
December 16, 2013

JANUARY 9, 2014

Treasurer Joe Gunton moved the Board of Directors appoint an ad hoc committee consisting of Board members, staff and GVR members and to present to the Board, no later than the March 2014 Board meeting, a plan for boundary expansion for GVR.
Seconded and passed: 10 yes / 2 no (Burt, Sills).
January 9, 2014

JANUARY 28, 2014

Secretary Joyce Finkelstein moved the Board of Directors accept the changes to the responsibilities of the P&E Committee as presented to the Board.
Seconded and passed: 11 yes / 1 no (Woodrow).
January 28, 2014

FEBRUARY 25, 2014

Secretary Joyce Finkelstein moved the Board of Directors instruct staff to write a letter to GVFD and ask that the Canoa Ranch parcel be annexed into GVFD district.
Seconded and passed: unanimously.
February 25, 2014

MARCH 24, 2014

Secretary Joyce Finkelstein moved the Board of Directors place the GVR Growth as a subcommittee of Planning & Evaluation and appoint Joe Gunton as chair.
Seconded and passed: unanimously.
March 24, 2014

President Nisson moved the Board of Directors approve the Outdoor Racquet Task force.
Seconded and passed: unanimously.
March 24, 2014

Director Joe Gunton moved the Board of Directors moved to approve the new Code of Conduct.
Seconded and passed: 5 yes / 4 no (Bonthron, Burt, Kennel, Sills).
March 24, 2014

Director Ron Sills moved the Board of Directors approve the 2014-2015 CEO/ED Work Plan.
Seconded and passed: unanimously.
March 24, 2014

Secretary Joyce Finkelstein moved the Board of Directors accept the offer to join the '*Visit Canoa Leadership Initiative Series*' and provide names of two people to serve as GVR representatives to the Canoa Leadership Initiative.
Seconded and passed: unanimously.
March 24, 2014

APRIL 22, 2014

Director Jim Burt moved the Board of Directors approve the Board Affairs Committee's recommendation to amend the Corporate Policy Manual (CPM) by deleting the language added on September 24, 2013 pertinent to Title 33 and re-insert language that existed prior to the amendments.
Seconded and passed: unanimously.
April 22, 2014

President Tom Kennel moved the Board of Directors change the Growth Committee to an Ad Hoc Committee. Joyce Finkelstein stated the Ad Hoc Committee would need a charge as well as a timeline. CEO Blumenthal suggested the charge and goal remain the same as the sub-committee with an end date of June 30, 2015, and held in Executive Session as the chair feels necessary.
Seconded and passed: unanimously.
April 22, 2014

President Tom Kennel moved the Board of Directors have Joe Gunton continue as the chair of the Growth Ad Hoc Committee.
Seconded and passed: unanimously.
April 22, 2014

JUNE 3, 2014

Secretary Ron Sills moved the Board of Directors to approve the change in statutory agent.
Seconded and passed: unanimously.
June 3, 2014

Vice-President Joyce Finkelstein moved the Board of Directors approve the use of a "Consent Agenda" beginning with the next Board meeting.
Seconded and passed: unanimously.

June 3, 2014

Jim Burt moved the Board of Directors approve the Board Affairs recommendation to decrease the timeline for agenda preparation of Board of Directors meeting agendas.

Seconded and passed: unanimously.

June 3, 2014

Blaine Nisson moved the Board of Directors approve the Directors' Email Policy written by GVR's attorney.

Seconded and passed: 6 yes / 3 no (Arnold, Burt, Sills) / 2 abstain (Bonthron, Hadley)

June 3, 2014

Jim Burt moved the Board of Directors rescind the Code of Conduct approved at the March 24, 2014 Board of Directors meeting.

Seconded and passed: 6 yes / 4 no (Finkelstein, Gunton, Mauser, Nisson) / 2 absent (Hadley, Harrell)

June 3, 2014

July 22, 2014

John Arnold moved the Board of Directors permit a one-time waiver allowing local Animal League of Green Valley to present animals available for adoption pets at the September 2014 GVR Aquabelle Club performances.

Seconded and passed: 11 yes / 1 abstain (Finkelstein)

July 22, 2014

Ron Sills moved the Board of Directors adopt the recommendation as presented in the IT Critical Needs Exhibit at approximately \$14,500 expense. Monies will come from deferred procurement of 2014 fitness equipment; further, staff will establish a rotation schedule for updating desktop computers.

Passed: unanimously.

July 22, 2014

Jim Burt moved the Board of Directors accept the Code of Conduct approved by the Board Affairs Committee at their July 16, 2014 meeting.

Seconded and passed: 7/5.

July 22, 2014

Ron Sills moved the Board of Directors approve the recommendations contained in the 'Proposal for Architectural & Engineering Review' and thereby institute the four (4) step process concerning FY 2015 budget development that includes providing funding to secure architectural / engineering services to analyze all GVR Centers with an eye to planning and maximizing GVR space to best serve member needs, present and future; further, direct the CEO to research architectural firms and potential costs for this endeavor.

Passed: unanimously.

July 22, 2014

President Kennel moved the GVR Board of Directors authorize GVR's CEO (Kent J. Blumenthal) to purchase CD's on behalf of GVR.

Passed: unanimously, via Unanimous Consent Resolution email. June 20, 2014

AUGUST 26, 2014

Jim Burt moved the Board of Directors amend Animals on GVR property section of the CPM.

Seconded and passed: unanimously.

August 26, 2014

Jim Burt moved the Board of Directors adopt the National Lightning Safety Institute Guidelines for closing swimming pools.

Seconded and passed: unanimously.

August 26, 2014

Joe Gunton moved the Board of Directors authorize the proposed Budget Development Policy Exhibit be referred to the Board Affairs Committee to suggest where it will be placed and codified in the Corporate Policy Manual (CPM).

Seconded and passed: unanimously.

August 26, 2014

Joe Gunton moved the Board of Directors approve the GVR Financial Reserve System.

Seconded and passed: 11 yes / 1 no.

August 26, 2014

Joe Gunton moved the Board of Directors amend the definition of the New Member Capital Fee.

Seconded and passed: unanimously.

August 26, 2014

Joe Gunton moved the Board of Directors approve additional monies for payment of the FY2014 27th pay period.

Seconded and passed: 11 yes / 1 abstain.

August 26, 2014

Joyce Finkelstein moved the Board of Directors approve GVR CEO involvement with the GVC Executive Board.

Seconded and passed: 11 yes / 1 abstain.

August 26, 2014

SEPTEMBER 23, 2014

Joe Gunton moved the Board of Directors approve Budget Policy Statement.

Seconded and passed: 10 yes / 1 no (Burt).

September 23, 2014

Joe Gunton moved the Board of Directors approve the 2015 Annual Operating Budget.

Seconded and passed: 10 yes / 1 no (Burt).

September 23, 2014

Blaine Nisson moved the Board of Directors extend the deadline of the Outdoor Racquet Sports Task force (ORSTF) to June 30, 2015.

Seconded and passed: unanimously.

September 23, 2014

Jim Burt moved the Board of Directors amend CPM Section VIII – Subsection 2 – item G to revise the priority system for reserving GVR rooms.

Seconded and passed: unanimously.

September 23, 2014

Blaine Nisson moved the Board of Directors ask the Fiscal Affairs Committee to review the role of Audit Committee.

Seconded and passed: unanimously.

September 23, 2014

OCTOBER 28, 2014

Blaine Nisson moved the Board of Directors place amendment of Bylaws Article IV – Section 4 on the 2015 ballot.

Seconded and passed: unanimously.

October 28, 2014

Joe Gunton moved the Board of Directors place amendment of Bylaws Article VI – Section 1 – subsection c on the 2015 ballot.

Seconded and passed: unanimously.

October 28, 2014

Blaine Nisson moved the Board of Directors place amendment of Bylaws Article VI – Section 1 – subsection f on the 2015 ballot.

Seconded and passed: unanimously.

October 28, 2014

Nisson moved the Board of Directors place amendment of Bylaws Article VIII – Sections 1 2 3 & 4 on the 2015 ballot as two separate items.

Seconded and passed: unanimously.

October 28, 2014

Blaine Nisson moved the Board of Directors place Article VIII – Section 2 on the 2015 ballot.

Seconded and passed: unanimously.

October 28, 2014

Blaine Nisson moved the Board of Directors adopt Audit Committee Responsibilities and CPM be changed accordingly.

Seconded and passed: unanimously. October 28, 2014

NOVEMBER 18, 2014

Blaine Nisson moved the Board of Directors officially disband the Outdoor Racquet Sports Task Force after November 19, 2014 meeting; and request a final report covering the work completed through that date.

Seconded and passed: 11 yes / 1 abstain (Burt).

November 18, 2014

Blaine Nisson moved the Board of Directors authorize CEO Blumenthal to potentially negotiate an agreement, using 2014 available resources, with Quail Creek for temporary usage of some of their Pickleball courts to address GVR's shortage of courts for the upcoming peak season.

Seconded and passed: 10 yes / 1 no (Burt) / 1 abstain (Kidwell)

November 18, 2014

Joyce Finkelstein moved the Board of Directors place amendment of Bylaws Article VI – Section 1 B. on the 2015 ballot.

Seconded and passed: 11 yes / 1 abstain (Kennel).

November 18, 2014

Blaine Nisson moved the Board of Directors authorize CEO Blumenthal to seek legal counsel with the following questions regarding non-GVR Bylaws amendment initiative. 1. Who pays for legal review? 2. Who pays for signature validation? 3. Is GVR responsible for hosting Member Forum for bylaws re-statement?

Seconded and passed: unanimously.

November 18, 2014

Joe Gunton moved the Board of Directors approve the Proposed Revision to Reserve System.

Seconded and passed: unanimously.

November 18, 2014

Blaine Nisson moved the Board of Directors authorize CEO Blumenthal to negotiate with Verizon Wireless for placement of a cell phone tower in the West Center parking lot.

Seconded and passed: unanimously.

November 18, 2014

Blaine Nisson moved the Board of Directors authorize CEO Blumenthal to execute a Quit Claim deed with Casa Paloma II.

Seconded and passed: unanimously.

November 18, 2014

DECEMBER 17, 2014

Joe Gunton moved the Board of Directors use information provided by Director Kidwell to inform Membership of the Board of Director's position regarding non-GVR Board approved bylaws petition (after legal review).

Seconded and passed: unanimously. December 17, 2014

JANUARY 27, 2015

Jim Burt moved the Board of Directors remove proposed bylaws amendments that would allow for option of future electronic balloting from the 2015 ballot.

Seconded and passed: 10 yes / 1 no (Harrell).

January 27, 2015

FEBRUARY 24, 2015

Blaine Nisson moved the Board of Directors accept 2014 audit report as presented by independent auditor.

Seconded and passed: unanimously.

February 24, 2015

Blaine Nisson moved the Board of Directors approve Fiscal Affairs Committee (FA) recommendation to allocate additional monies to GVR reserve funds as allocated in the FA exhibit for the February 24, 2015 board meeting that would bring the aggregate reserve balance from \$4 million to \$6 million as follows:

- Allocate additional funding to Capital Replacements Reserve from unrestricted net assets: \$1,188,788.
- Allocate the 2014 net operating surplus (\$811,212) as follows:
 - \$561,212 to the Initiatives & Innovation Reserve Fund
 - \$250,000 to the Operating Reserve Fund

Seconded and passed: unanimously.

February 24, 2015

Ron Sills moved the Board of Directors Approve GVR Policy Statement on Repurposing Facilities as presented in the Fiscal Affairs and Planning & Evaluation Exhibit for the February 24, 2015 Board meeting, that resolved:

- To not repurpose or expropriate existing facilities and previously dedicated space without prior consultation with and proper notification to affected membership stakeholder groups;
- To consider repurposing facilities and dedicated space when, in the determination of the Board of Directors, there is sufficient documented decline in usage over the course of several years, which may be mirrored by similar decline in club membership. Specifically, when contemplating repurposing facilities or space, the Board of Directors will consider:
 - Clearly demonstrated need for new or expanded GVR facilities and/or designated space;
 - Usage data for GVR facilities and designated space provided by staff (staff-reported data may reference data gathered by affected groups); and,
 - No less than three (3) years of prior usage data.
- To consider repurposing facilities and dedicated space for other GVR purposes when, in the determination of the Board of Directors, there are ample facilities available of the type to be removed, reclaimed or repurposed sufficient to ensure that member needs are consistently met.

Seconded and passed: unanimously.

February 24, 2015

Joe Gunton moved the Board of Directors approve construction of four pickleball courts at East Center as defined in Exhibit "Proposed Pickleball Expansion at East Center" as presented in the Fiscal Affairs and Planning & Evaluation Exhibit for the February 24, 2015 Board meeting, with planning, development and construction not to exceed \$150,000.

Amended: monies for new courts at East Center would come from the Initiatives and Innovations reserve fund.

Seconded and passed: unanimously as amended.

February 24, 2015

Joe Gunton moved the Board of Directors approve GVR Foundation Board request for \$10,000 loan from GVR to the GVR Foundation for start-up funds (e.g., legal, insurance, marketing, administration) as detailed in the Fiscal Affairs Exhibit for the February 24, 2015 Board meeting, entitled "GVR Foundation Request for 'Start-Up Funds' Loan from GVR" based on the following terms:

- \$10,000 loan
- Two-year period, beginning March, 2015
- Interest on the loan made at prime rate
- No pre-payment penalty

Amended: Increased loan amount to \$15,000.

Seconded and passed: unanimously as amended.

February 24, 2015

Ron Sills moved the Board of Directors approve concept for development of a GVR Pickleball Center as detailed in 'Recommendation' of the Planning & Evaluation Committee (P&E) exhibit for the February 24, 2015 board meeting, entitled "GVR Pickleball Center"

Amended: Overview for board consideration will be prepared by staff, no later than July 1, 2015.

Seconded and passed: unanimously, as amended.

February 24, 2015

Blaine Nisson moved the Board of Directors accept and approve 2015/2016 GVR Work Plan as presented by CEO Blumenthal in Exhibit for the February 24, 2015 Board meeting.

Seconded and passed: unanimously.

February 24, 2015

MARCH 17, 2015

Ron Sills moved the Board of Directors authorize an expenditure of up to \$15,000 from the Capital Replacements Reserve Fund to investigate the failure of Abrego North pool and to determine what is required to repair the pool to its fully operational, pre-failure condition and at what cost; further, refer results of the investigation to the Planning & Evaluation committee for its assessment of the fact-finding investigation and recommendation to the Board of Directors for future action.

Seconded and passed: 9 yes / 1 abstain (Harrell).

March 17, 2015

John Arnold moved the Board of Directors approve the *Option & Land Lease Agreement* negotiated with Verizon Wireless by the CEO and have the GVR President (or Vice President in the absence of the President) sign the Agreement in accordance with *Bylaws ARTICLE VII – OFFICERS AND CHIEF EXECUTIVE OFFICER, Section 4: Responsibilities of officers, A. President.*

Seconded and passed: 9 yes / 1 abstain (Harrell).

March 17, 2015

John Arnold moved the Board of Directors adopt the following resolution: Be it Resolved, that the GVR Controller (finance director) is authorized to act on behalf of Green Valley Recreation, Inc., in conducting business with financial institutions on behalf of the Corporation, with oversight provided by the CEO.

Seconded and passed: 9 yes / 1 abstain (Harrell).

March 17, 2015

MAY 19, 2015

Joe Gunton moved the Board of Directors approve a member referendum in summer 2015 regarding incorporation of eight Homeowners Associations into GVR as 'voluntarily deed-restricted" HOAs:

- Canyon View (Casa Primavera)
- Valle Verde Town Homes
- Magi Estates
- Madera Reserve
- Madera Shadows
- Madera Foothills Estates
- Pasadera
- Colonia Real

Further:

- Publish and communicate to members in advance of the referendum the following information:
 1. Frequently Asked Questions (FAQs)
 2. Survey results of homeowners in affected HOAs
 3. Projected Financials
 4. Projected Participation
- Form a Tellers Committee with oversight by the 2015/2016 Nominations & Elections Committee for the purpose of tabulating referendum ballots.
- Conduct the referendum on the following schedule:

Legal Review	April 2015
○ GVR Board Approval	May 19, 2015
○ Ballot Preparation	July 2015
○ Ballot Mailing to Members	July/August 2015
○ Ballot Return Deadline	August 2015
- Authorize up to \$7,500 to fund referendum-related expenses from the Initiatives & Innovation Reserve Fund or from the 2015 annual operating budget.

Seconded and passed: 10 yes / 1 no (Bonthron).

May 19, 2015

John Hadley moved the Board of Directors approve the following 2015/2016 Fiscal Affairs Committee priority objectives:

1. Hire an independent firm to perform a reserve study.
2. Review investment policies and hire an investment firm to manage GVR reserve funds.
3. Review GVR fee schedule.
4. Develop a financial contribution policy for capital club requests
5. Develop a policy for funding non-budgeted items with reserve funds
6. Make recommendations for non-dues revenue generation

Seconded and passed: 9 yes / 2 no (Bonthron, Sills).

May 19, 2015

John Hadley moved the Board of Directors hire a firm to conduct an independent reserve study, based on the following conditions:

1. Fiscal Affairs Committee members will collaborate with staff to prepare a 'Request for Proposal' (RFP); identify qualified firms to receive the RFP; review proposals submitted in response to the RFP; and select the firm to conduct the independent reserve study.
2. Fiscal Affairs Committee will recommend to the Board of Directors at the appropriate time the firm selected by the FA Committee to conduct the independent reserve study, with a request for funding sufficient to conduct and complete the study.

Seconded and passed: 10 yes / 1 no (Sills).

May 19, 2015

Joe Gunton moved the Board of Directors authorize the CEO to negotiate a contract with the Architectural and Engineering firm selected by FAWG to conduct the GVR strategic master planning process within the FY 2015 funding cap previously authorized by the Board of Directors.

Seconded and passed: unanimously.

May 19, 2015

Tony Zabicki moved the Board of Directors endorse the 2015 GVR Foundation's grant proposal to the Freeport-McMoRan Foundation, with GVR participating as a Project Partner in the initiative.

Seconded and passed: unanimously.

May 19, 2015

JULY 15, 2015

Tom Kennel moved the Board of Directors endorse the new GVR corporate identity and brand family. Develop brand guidelines; Begin immediate use and implementation of the new corporate identity with a phased-in approach; Pursue registering trademark of new brand logo.

Seconded and passed: unanimously.

July 15, 2015

Tom Kennel moved the Board of Directors endorse 10 year strategic master planning initiative. Select WSM Architects of Tucson, Arizona; Endorse contract terms negotiated between FAWG committee and WSM Architects; authorize expenditure of

funds not to exceed monies previously earmarked by the Board of Directors for the project; authorize Vice-President Ron Sills to sign the contract along with Phil Mickelberg (WSM principal).

Seconded and passed: unanimously.

July 15, 2015

AUGUST 25, 2015

John Hadley moved the Board of Directors add the following language to the Corporate Policy Manual: Each year, these draws from the reserve funds shall be replaced first before assigning excess revenue over expenses to any other use. During the course of a fiscal year, for accounting purposes, the CEO will record any expenditures for unanticipated capital projects as a transaction in the appropriate reserve fund.

Seconded and passed: unanimously.

August 25, 2015

John Hadley moved the Board of Directors authorize the CEO to offer variable GVR Guest Card programs on a complimentary basis (e.g., no fees assessed) that furthers the interests of the Corporation and are consistent with GVR Bylaws, including a good faith effort to enforce the Bylaws requirement that defines guests as individuals who live more than twenty (20) miles outside GVR's Corporate Boundary Jurisdiction. CEO will notify Board of Directors when new guest card programs are implemented as described in this exhibit.

Seconded and passed: unanimously.

August 25, 2015

John Hadley moved the Board of Directors eliminate fees for credit card usage effective September 1, 2015. Permit debit card use effective September 1, 2015.

Seconded and passed: unanimously.

August 25, 2015

Joe Gunton moved the Board of Directors endorse CEO Blumenthal's appointment to Pima County Small Business Commission by Supervisor Ray Carroll.

Seconded and passed: unanimously.

August 25, 2015

SEPTEMBER 29, 2015

John Hadley moved the Board of Directors accept 2016 Capital and Operating Budget as Presented.

Seconded and passed: unanimously.

September 29, 2015

OCTOBER 29, 2015

John Hadley moved the Board of Directors approve Skip Breither, Financial Advisor with Edward Jones as GVR's financial advisor. Authorize President Gunton to enter into Service Agreement with Edward Jones, Authorize Investment Sub-Committee to

work with Breither to create all pertinent documents, especially a GVR investment policy statement and assist GVR in achieving its investment goals as stated in CPM reserve policy.

Seconded and passed: unanimously.

October 29, 2015

Tony Zabicki moved the Board of Directors temporarily suspend rules, and grant guest passes to residents within twenty miles of GVR's Corporate Jurisdiction for the purpose of introducing GVR to potential new members in voluntarily deed restricted HOAs.

Seconded and passed: unanimously.

October 29, 2015

NOVEMBER 9, 2015

Ron Sills moved the Board of Directors endorse Planning & Evaluation Committee recommendation to rebuild Abrego North Pool.

1. Adopt Option #2A presented by WSM Architects, whereby a new pool & spa are constructed on the site of the current Abrego North pool, according to the following specifications:

Rectangular-Shape Pool

- o Remove stepped-seating along the north side of pool, yielding additional swim/walk area.
- o Pool depth made constant, not to exceed 4 1/2 feet depth.
- o Reuse existing pumps, filters, electrical fittings to the extent possible.

`L'-Shaped Pool

- o Construct an 'L-shaped pool' (22' width x 22' length x 3'5"-3'9" depth) connected to the rectangular-shaped pool on its Northeast quadrant.
2. Reach agreement with Country Club North HOA in advance of accepting bids for construction for GVR to add additional parking spaces to meet minimum standards for parking as required by Pima County to accommodate the new and expanded Abrego North pool/spa.
 3. Cost for project not to exceed \$464,600

Seconded and passed: 8 yes / 2 no (Bonthron, Mournian) / 2 absent (Arnold, Hadley).

November 9, 2015

NOVEMBER 18, 2015

Jim Nelson moved the Board of Directors thank Green Valley Community Complex Association for their donation of \$5,000 and apply the \$5,000 donation toward GVR Foundation's debt thereby reducing the Foundation's debt to \$10,000.

Seconded and passed: unanimously.

November 18, 2015

Jim Nelson moved the Board of Directors endorse Verizon Wireless request for first amendment to Option & Land Lease

Seconded and passed: unanimously.

November 18, 2015

John Hadley moved the Board of Directors approve Browning Reserve Group (BRG) as GVR's Reserve Study provider. Authorize Reserve Study Subcommittee to assist in making to BRG's contract. Authorize President Gunton to enter into the contract with BRG on behalf of GVR.

Seconded and passed: unanimously.

November 18, 2015

Tony Zabicki moved the Board of Directors accept offer of GVR's attorney to review GVR governing documents as Phase One of a Two-Phase legal audit.

Seconded and passed: unanimously.

November 18, 2015

Vicky Mournian moved the Board of Directors approve Re-statement of CPM Section IV.

Seconded and passed: unanimously.

November 18, 2015

Tony Zabicki moved the Board of Directors adopt GVR Non-Discrimination Policy.

Seconded and passed: unanimously.

November 18, 2015

DECEMBER 17, 2015

Tony Zabicki moved the Board of Directors rollback Board-approved FY 2016 Initial Fee rate (\$2,425) to the FY 2015 Initial Fee Rate (\$2,296).

Seconded and passed: unanimously

December 17, 2015

Tony Zabicki moved the Board of Directors rescind GVR Transfer Fee implementation guidelines approved previously by the Board of Directors on September 29, 2015.

Seconded and passed: unanimously.

December 17, 2015

Tony Zabicki moved the Board of Directors amend CPM Definition of Transfer Fee.

Seconded and passed: unanimously.

December 17, 2015

Tony Zabicki moved the Board of Directors provide an alternative Transfer Fee for conveyance of property title for estate planning (e.g., estate trusts) or other similar purposes, as determined by the Board of Directors.

Seconded and passed: unanimously.

December 17, 2015

Tony Zabicki moved the Board of Directors amend CPM Definition of New Member Capital Fee.

(this fee was renamed to Property Acquisition Capital Fee 8/28/19)

Seconded and passed: unanimously.

December 17, 2015

Tony Zabicki moved the Board of Directors re-balance the FY 2016 Budget by amending it in the following manner: reduce the FY 2016 Capital Budget by <\$81,691> from \$967,420 to \$885,729.

Seconded and passed: unanimously.

December 17, 2015

JANUARY 19, 2016

Jim Nelson moved the Board of Directors endorse moving forward with plans to host the 1st Annual INTERNATIONAL COMMUNITY SHOWCASE in March 2017 at GVR West Center in collaboration with the GVR Foundation and the Greater Green Valley Community Foundation.

Seconded and passed: unanimously.

January 19, 2016

Richard Kidwell moved the Board of Directors assign to the Board Affairs Committee (BAC) responsibility to develop and propose to the Board of Directors a formal Communications Policy as a 2016/2017 GVR Work Plan goal. Further, include the following elements within the Communications Policy:

1. Recitals (e.g., 'GVR does not respond to anonymous communications'; 'GVR is transparent in its governance and operations reporting'; etc.,);
2. Incorporate the Board-approved E-mail Policy into the Communications Policy;
3. Include specificity as to who will respond to communications about or received by GVR and under what conditions a GVR response should be issued; consider all possible types of communications, including but not limited to:
 - a. GVR Now! newsletters & eBlasts
 - b. Newspaper editorials & 'Letters to the Editor'
 - c. GVR member communications addressed to the Board of Directors and/or CEO
 - d. GVR member comments addressed to the Board of Directors at Board meetings
 - e. Communications sent to GVR members from non-Board sanctioned groups.
4. Once Board approved, include Communications Policy in Corporate Policy Manual

Seconded and passed: unanimously.

January 19, 2016

John Hadley moved the Board of Directors allocate the estimate \$1M 2015 Budget Surplus in the following manner:

1. First, replace \$15,000 in the Capital Replacements Fund and \$172,500 in the Initiative & Innovation Reserve Fund, against the draws that were taken in 2015, to follow policy requirements.
2. Second, allocate 100% of the remainder of the \$1M estimated excess revenue over expenses as a result of GVR, Inc. operations for the year ended December 31, 2015 to the Capital Replacements Reserve Fund. This amount is estimated to be approximately \$812,500 following expenditures.

Seconded and passed: unanimously.

January 19, 2016

FEBRUARY 23, 2016

Leslie Shipley moved the Board of Directors adopt and approve the Investment Policy Statement presented, and insert policy in the Corporate Policy Manual.

Seconded and passed: unanimously.

February 23, 2016

Kathy Palese moved the Board of Directors adopt Resolution that GVR Board of Directors supports the passage of AZ HB2592 "Nonprofit Corporations; Electronic Voting" in order to allow GVR to deliver ballots through an electronic voting system.

Seconded and passed: unanimously.

February 23, 2016

Jim Nelson moved the Board of Directors support proposal to place outdoor art at GVR facilities.

Seconded and passed: unanimously.

February 23, 2016

John Hadley moved the Board of Directors direct staff to apply to Pima County and/or US Postal Service to have the street name 'Via Arco Iris' changed to 'GVR West Center Drive.'

Seconded and passed: unanimously.

February 23, 2016

MARCH 22, 2016

Jim Nelson moved the Board of Directors resolve that anyone meeting the following qualifications shall be issued a Life Care User card upon request and payment of the applicable fee: 1. The individual was a former GVR Member in good standing; and 2. The individual resides in a care facility in the greater Green Valley area.

Seconded and passed: 10 yes / 1 no (Zabicki).

March 22, 2016

Tony Zabicki moved the Board of Directors approve application to establish a GVR Metal Working Crafts Club, with the provision that the Club Bylaws are made consistent with the Bylaws of the Wood Workers of Green Valley GVR Club.

Seconded and passed: unanimously.

March 22, 2016

Tony Zabicki moved the Board of Directors approve application to establish GVR Hunting & Fishing Club, with the provision that the Club Bylaws prohibit the use of firearms at GVR Facilities and/or all Club functions.

Seconded and passed: unanimously.

March 22, 2016

Tony Zabicki moved the Board of Directors amend the Corporate Policy Manual by adding SECTION II – MEMBERSHIP; SUB-SECTION 3. ANNUAL DUES, ANNUAL DUES INSTALLMENT PAYMENT PLAN, INITIAL FEES, FEES FOR SERVICES; B. ANNUAL DUES 4. Commercial Residential/Care Facility (CRCF) membership properties shall pay

annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied. Seconded and passed: unanimously.
March 22, 2016

MARCH 29, 2016

Tony Zabicki moved the Board of Directors reconsider incorporating Commercial Residential/Care Facility & GVR Membership Recommendation into CPM, and defer to a future meeting.
Seconded and passed: unanimously.
March 29, 2016

APRIL 19, 2016

John Arnold moved the Board of Directors authorize the expenditure of up to \$464,600 to construct a new pool and spa on the site of the current Abrego North pool/spa from the Capital Replacements Reserve Fund. The motion was amended as follows: Authorize expenditure as follows: \$360,600 from the Capital Replacement Reserve Fund and \$104,000 from the Initiatives & Innovations Reserve Fund.
Seconded and both the original motion and amendment passed: 9 yes / 1 no (Zabicki).
April 19, 2016

Joe Gunton moved the Board of Directors authorize an expenditure of \$36,200 from the Capital Replacements Reserve Fund for the complete removal and replacement of the entire Canoa Ranch Center indoor pool deck and spa decking area with colored concrete.
Seconded and passed: unanimously.
April 19, 2016

Tony Zabicki moved the Board of Directors amend the Corporate Policy Manual by adding SECTION II – MEMBERSHIP; SUB-SECTION 3. ANNUAL DUES, ANNUAL DUES INSTALLMENT PAYMENT PLAN, INITIAL FEES, FEES FOR SERVICES; B. ANNUAL DUES 4. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.
Seconded and passed: unanimously.
April 19, 2016

Tony Zabicki moved the Board of Directors amend the Corporate Policy Manual Membership by adding the following language to Subsection II – Membership; Section 2. General

A. GVR MEMBERSHIP CARDS

1. GVR membership cards shall be issued to each owner of a GVR membership property.
2. A spouse of a GVR member shall be issued a GVR membership card regardless of whether the spouse is on title to the property unless the spouse has disclaimed interest in the property.

3. If a GVR property is held in a trust, each trustee shall be issued a GVR membership card unless the trust specifies otherwise.
4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR membership card shall be issued to the managing member(s) of the entity.
5. A GVR membership card shall be issued to a person who shares a common household with a GVR member upon proof of residency and payment of an Additional Card Holder fee as established by the Board.
6. Any single-owner GVR membership property that was issued an Annual Guest Card or Additional Card Holder card prior to March 1, 2016 may renew such cards without payment of a fee. The motion was amended to limit managing member cards to "up to two."

Seconded and both original motion and amendment passed: 8 yes / 2 no (Lynch, Shipley).

April 19, 2016

MAY 24, 2016

Barb Mauser moved the Board of Directors amend the Corporate Policy Manual, Section VI-Board/Board Committees, Subsection 3. Board Meetings, B. Protocol and Conduct for Board Meetings, as follows:

Delete:

- ~~2. GVR members are permitted to address the Board at meetings. Members may address the Board for two (2) minutes. More time may be allotted to a member, at the discretion of the President/Chair.~~

Delete:

- ~~7. Any discussion by members during Board meetings must be pertinent to GVR issues and devoid of personal reference.~~

Add New #7

7. GVR members shall be permitted to address the Presiding officer of the Board to provide input, subject to the following protocols:
- a. Member comments shall be addressed to the Presiding officer and shall not address the actions of one or more individual directors.
 - b. No member may speak until recognized by the Presiding officer. No member may interrupt another member while he/she is speaking.
 - c. Members shall act in a courteous and civil manner.
 - d. A member must identify him/herself by name and provide their GVR Number or GVR property address prior to addressing the Presiding officer.
 - e. Members are encouraged to provide written comments in addition to verbal remarks.
 - f. Members may speak to action items being considered at each regular or special session of the Board after all Directors had have an opportunity to speak to the issue and for no more than one (1) minute, unless additional time is allotted by the Presiding officer.
 - g. Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the Presiding officer.
 - h. If the President or Presiding officer shall determine in his/her sole discretion that a member's conduct violates one or more rules of proper protocol for receiving member comments at Board of Directors meetings, the Presiding

officer may require the member to leave the meeting or move to recess or adjourn the meeting.

Seconded and passed: unanimously.

May 24, 2016

John Arnold moved the Board of Directors approve Shasta Commercial & Olympic Division as the contractor for the Abrego North pool/spa construction project and Project Budget of \$464,512; further, authorize the GVR President (or his designee) to execute a contract with Shasta Commercial & Olympic Division so that the Abrego North pool/spa construction project may proceed as quickly as possible.

Seconded and passed: unanimously.

May 24, 2016

Vicky Mournian moved the Board of Directors authorize \$15,000 allocation from the Operating Reserve upon the advice of legal counsel for the purpose of revising and updating the Corporation's HR policies and procedures and GVR Employee Handbook. These funds will be repaid to the Operating Reserve Fund according to policy.

Seconded and passed: unanimously.

May 24, 2016

Leslie Shipley moved the Board of Directors approve the RESOLUTION to Implement Electronic voting in 2017 and send a 'Thank You' letter from President Gunton to Rep. Chris Ackerley on behalf of the Board of Directors for his leadership and assistance in enacting HB 2592 into law.

Seconded and passed: unanimously.

May 24, 2016

Tony Zabicki moved the Board of Directors endorse Green Valley Fire Department's Fire Based Urgent Medical Services program and promote it to our members.

Seconded and passed: unanimously.

May 24, 2016

Tony Zabicki moved the Board of Directors endorse GVRF grant applications to Freeport-McMoRan and Tohono O'odham Nation for development of GVRF Web Property.

Seconded and passed: 7 yes / 1 no (Arnold) / 1 abstain (Palese).

May 24, 2016

JUNE 21, 2016

Jim Nelson moved the Board of Directors accept 2015/16 GVR Work Plan as amended.

Seconded and passed: unanimously.

June 21, 2016

Bob Allen moved the Board of Directors adopt the 2016 Reserve Study, completed by Browning Reserve Group, at a funding level of 90% and a component cost level of \$5,000 or more.

Seconded and passed: unanimously. June 21, 2016

Tony Zabicki moved the Board of Directors authorize staff to remove and replace the existing heating system (boiler) at Canoa Hills pool with funds from the Capital Replacement Reserve Fund, not to exceed \$25,000. The Unit will be designed by Aqua Design for professional architectural design. Staff will obtain three bids from contractors and obtain necessary Pima County permits. Staff will also prepare construction contract for selected contractor. This process could take up to eight weeks to complete. We will keep the pool open as long as we can during the installation of this new heating unit. If approved, staff will initiate this process immediately.

Seconded and passed: unanimously.

June 21, 2016

August 23, 2016

Leslie Shipley moved the Board of Directors appoint Lance Heise as Successor Director.

Seconded and passed: 8 yes / 2 no (Mauser, Palese).

August 23, 2016

Barb Mauser moved the Board of Directors approve the formation GVR Glass Artists Club, after insurance review, modeling GVR Glass Artists after the GVR Lapidary Club. Approval for formation of this club does not guarantee GVR will provide designated space or funds.

Seconded and passed: unanimously.

August 23, 2016

Barb Mauser moved the Board of Directors amend the Corporate Policy Manual to allow for Reciprocal Club Guests.

Seconded and passed: 11 yes / 1 abstain (Shipley).

August 23, 2016

Barb Mauser moved the Board of Directors amend the Corporate Policy Manual to allow for Club Guests.

Seconded and passed: 11 yes / 1 abstain (Shipley).

August 23, 2016

Barb Mauser moved the Board of Directors authorize a pilot program from September 1, 2016 to May 31, 2017 to allow non-GVR members to attend GVR Social and Dance Club dinner and/or dance events.

Seconded and passed: unanimously.

August 23, 2016

September 27, 2016

Barb Mauser moved the Board of Directors approve the following as the Vision Statement of Green Valley Recreation, Inc.: Our vision is to be the preeminent destination of choice for active adults and retirees.

Seconded and passed: unanimously. September 27, 2016

Barb Mauser moved the Board of Directors replace Section X, Miscellaneous; Subsection 1, Communications Policy in the Corporate Policy Manual with the policy statement presented by Board Affairs Committee.
Seconded and passed: unanimously.
September 27, 2016

Vicky Mournian moved the Board of Directors amend Section VI – Board/Board Committees; C. Duties and Responsibilities of Board Committees; 3. Planning and Evaluation Committee AND Appendix I – Board Policies; Subsection 1. Budget Development Policy as stated in Exhibit presented by Fiscal Affairs Committee.
Seconded and passed: unanimously.
September 27, 2016

Vicky Mournian moved the Board of Directors discontinue the sale and renewal of all annual guest cards effective the 2017 year. Implement new guest card options, these options will mirror the current tenant card options. Allow limited guest use per card in lieu of unlimited guests.
Seconded and passed: unanimously.
September 27, 2016

John Arnold moved the Board of Directors accept WSM Report, refer to Planning and Evaluation Committee for evaluation and prioritization.
Seconded and passed: unanimously.
September 27, 2016

October 25, 2016

Tony Zabicki moved the Board of Directors

1. Rescind the Guest Card Policy adopted at the September 27, 2016 GVR Board of Directors meeting and keep in place the policy that had been in effect prior to this date;
2. Continue the Task force for the purpose of reviewing the Guest Card Policy with the expectation that modifications to improve the policy, be presented to the Board for consideration through appropriate existing GVR committees (i.e. Board Affairs and Fiscal Affairs) prior to development of the FY 2018 budget and to become effective January 1, 2018;
3. Expand the membership of the Task force to include greater representation from membership; and
4. Additionally, work with staff to develop a comprehensive educational effort directed to membership in order to more fully explain and provide a greater understanding of the policies as well as the issues and implications resulting from the access and usage of GVR facilities and amenities by guests, tenants and other non-GVR dues paying members.

Seconded and passed: 9 yes / 1 no (Mauser) / 1 abstain (Mournian)
October 25, 2016

Vicky Mournian moved the Board of Directors make the following resolution: The Board of Directors will pursue implementation of 10-Year Strategic Master Plan based on WSM Architects recommendations, member input, affordability, and best

practices; and the Board of Directors agrees that the Corporation will live within its financial means when implementing the 10-Year Strategic Master Plan, and there will be no special assessment of members for any purpose associated with the 10-Year Strategic Master Plan.

Seconded and passed: unanimously.

October 25, 2016

Vicky Mournian moved the Board of Directors adopt the proposed FY 2017 Fee Schedule and Budget.

Seconded and passed: unanimously.

October 25, 2016

Vicky Mournian moved the Board of Directors amend the Corporate Policy Manual Appendix I – Board Policies; Subsection 1. Budget Development Policy as follows:

A. Policy

2. Schedule for annual budget preparation and approval process (structured for a calendar year):

e. August/September

iii. Fiscal Affairs (FA) Committee considers staff proposal for fiscal year operating budget, and schedule of dues and fees. After review, Fiscal Affairs Committee will forward to the Board with the recommendation that the budget be accepted as presented.

iv. FA Committee considers P&E Committee recommendations for new capital improvement projects from the 10-year strategic master plan.

v. Staff determines and notifies the P&E Committee of budget available for capital club requests for the following calendar year.

Seconded and passed: unanimously.

October 25, 2016

Vicky Mournian moved the Board of Directors replace the Corporate Policy Manual Section V – Fiscal/Accounting, Subsection 2 – Reserve Policy as listed in Exhibit – Reserve Policy Restatement

Seconded and passed: unanimously.

October 25, 2016

Barb Mauser moved the Board of Directors place the proposed Amended and Restated Articles of Incorporation on the 2017 ballot, and that the Board recommend their adoption by our Members.

Seconded and passed: unanimously.

October 25, 2016

Barb Mauser moved the Board of Directors establish procedures for electing a Successor Director when there is no unsuccessful candidate from the most recent election who is willing and able to serve by amending the CPM, Section VI – BOARD/BOARD COMMITTEES; SUBSECTION 1. POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS, H. Vacancies.

Seconded and passed: unanimously.

October 25, 2016

Barb Mauser moved the Board of Directors amend the Corporate Policy Manual Section X, Subsection 1, B. 6. f. and moving it to Section X, Subsection 1, B. 5. c. GVR Board of Directors Email Policy.
Seconded and passed: unanimously.
October 25, 2016

November 29, 2016

Bob Allen moved the Board of Directors adopt procedures for Nominations & Elections Committee and place into Corporate Policy Manual.
Seconded and passed: unanimously.
November 29, 2016

John Arnold moved the Board of Directors authorize CEO to identify suitable property in Green Valley to accommodate relocation of the GVR Facilities & Maintenance Department, and negotiate purchase of the identified site, with terms of a negotiated purchase agreement subject to Board of Directors approval.
Seconded and passed: unanimously.
November 29, 2016

Jim Nelson moved the Board of Directors approve terms of the GVR – GVR Foundation Resource Sharing Agreement (RSA) and further:

1. Authorize GVR President and Corporate Secretary to sign the Resolution and RSA and
2. Following mutual ratification of the RSA by the GVR Foundation Board of Directors, add the Agreement to the Corporate Policy Manual (CPM) in an appropriate location as determined by the Board Affairs Committee.

Seconded and passed: unanimously.
November 29, 2016

Don Lathrop moved the Board of Directors continue Investment Committee as an ad hoc committee through 2017 governance year and propose it become a standing committee, included with the expected restatement of GVR Bylaws, on the 2018 GVR ballot.
Seconded and passed: unanimously.
November 29, 2016

January 31, 2017

John Arnold moved the Board of Directors approve cash purchase of the property located at 333 W Paseo Del Prado, Green Valley (Parcel ID# 304-25-139E) at the negotiated sales price of \$460,000, subject to receipt of a satisfactory inspection report as determined by the GVR President and approval of Pima County Department of Development Services; further, funds used for purchase of the property shall come from the Initiatives Reserve Fund.
Seconded and passed: unanimously.
January 31, 2017

Barb Mauser moved the Board of Directors approve the Advertising and Sponsorship Policy, as presented. Further, incorporate the Policy into an appropriate location within the Corporate Policy Manual.
Seconded and passed: 9 yes / 1 no (Zabicki).
January 31, 2017

Barb Mauser moved the Board of Directors approve formation of New GVR LGBT & Friends Club.
Seconded and passed: unanimously.
January 31, 2017

Don Lathrop moved the Board of Directors amend club request policy as follows: Planning and Evaluation Committee (P&E) shall consider all club requests for projects valued at \$2,500 or more for 2017 and allocate funds up to \$100,000 included within the FY 2017 budget for P&E-approved projects; further, the threshold for club project requests reviewed and approved by the P&E Committee shall be valued at \$2,500 or more for all years beginning 2018. Language within the CPM shall be amended accordingly upon approval of this proposal.
Seconded and passed: unanimously.
January 31, 2017

Richard Kidwell moved the Board of Directors accept the GVR Foundation Board of Directors' offer of appointing two (2) GVR representatives to the GVR Foundation Board of Directors, consistent with the re-stated GVR Foundation Bylaws.
Seconded and passed: unanimously.
January 31, 2017

February 28, 2017

Jim Nelson moved the Board of Directors authorize the CEO to pursue GVR agency or employee licensure and negotiate terms of agreement between GVR and Lovitt & Touché, Inc. to establish a full-service personal lines insurance program for GVR members at competitive rates, with negotiated terms of agreement subject to Board review and final approval.
Seconded and passed: unanimously.
February 28, 2017

Joe Gunton moved the Board of Directors endorse the CardioSpark research project of The Arizona Center for Accelerated Biomedical Innovation (ACABI) at the University of Arizona in support of establishing 'heart-safe' communities in Green Valley; further, assist ACABI in conducting the study, including recruiting Home Owner Associations (HOAs) and their respective HOA residents as volunteer research study participants.
Seconded and passed: unanimously.
February 28, 2017

March 14, 2017

Tony Zabicki moved the Board of Directors accept 2016 audit report as presented.

Seconded and passed: 9 yes /1 abstain (Lathrop).
March 14, 2017

Vicky Mournian moved the Board of Directors approve Fiscal Affairs recommendation to allocate the remaining net 2016 surplus of \$34,764 to the Initiatives Reserve Fund.

Seconded and passed: unanimously.
March 14, 2017

Barbara Mauser moved the Board of Directors endorse the joint resolution "Partnership for an Envisioned Future of Green Valley, Arizona."

Seconded and passed: unanimously.
March 14, 2017

Joe Gunton moved the Board of Directors authorize CEO and appointed member of the Board of Directors to negotiate Memorandum of Understanding (MOU) with ACCESS|O Group to establish an initial framework that will allow VR to participate as a strategic operating partner in The Village at Kino Landing developments as described in the Exhibit, with negotiated MOU terms subject to Board approval and presentation to GVR Membership for comments.

Seconded and passed: 9 yes / 1 abstain (Heise).
March 14, 2017

John Arnold moved the Board of Directors authorize CEO, in consultation with the P&E Committee, to a search and evaluation for property that will be used for the Pickleball Complex and other uses described in the WSM Strategic Plan that will service GVR members; further, include this activity in the 2017-2018 Work Plan.

Seconded and passed: unanimously.
March 14, 2017

May 24, 2017

Richard Kidwell moved the Board of Directors appoint GVR members in good standing to serve on the GVR Foundation Board of Directors from among one or more candidates nominated by the GVR Foundation Nominating Committee, with input from the GVR President.

Seconded and passed: 11 yes / 1 abstain (Crothers).
May 24, 2017

Denise Nichols moved the Board of Directors provide a "Letter of Support" to the GVR Foundation (GVRF) over the GVR President's signature for all GVRF grant applications to advance the RetireArizona.org website project; further, reference within the letter that GVR will provide in-kind support for the RetireArizona.org website project, consistent with terms of the GVR-GVR Foundation Resource Sharing Agreement.

Seconded and passed: 11 yes / 1 no (Crothers).
May 24, 2017

Jim Nelson moved the Board of Directors approve establishment of Blue Ribbon Committee (BRC) for Assessment of Member Needs, Interests and Values that

includes the following elements, as presented: Duties and Responsibilities; BRC Structure; Timeframe; Staffing (includes authorization from Initiatives Reserve Fund not-to-exceed \$20,000).

Seconded and passed: 10 yes / 2 no (Crothers, Sadowski).

May 24, 2017

June 27, 2017

Richard Kidwell moved the Board of Directors approve establishment of GVR AmigO's Men's Club.

Seconded and passed: unanimously.

June 27, 2017

Kathy Palese moved the Board of Directors approve establishing a weekly Farmer's Market at West Center.

Seconded and passed: unanimously.

June 27, 2017

August 29, 2017

Lance Heise moved the Board of Directors approve GVR utilize electronic balloting and continue to utilize services of vendor vote-now.com in 2018.

Seconded and passed: unanimously.

August 29, 2017

Kathy Palese moved the Board of Directors allow Life Care Users to continue to be involved with GVR clubs and committees, and to purchase guest cards by updating the Corporate Policy Manual as follows:

Section 2 – MEMBERSHIP

Subsection 2. GENERAL

B. Guest Policy

1. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant or Life Care User of GVR and who live outside a twenty (20) mile radius of established GVR boundaries. In general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.

C. Life Care Privilege

6. Along with the following limitations, Life Care Users are subject to the same rules and regulations as all GVR Members.

7. Life Care Users are subject to the following:

a) May not serve on the Board of Directors

b) May not vote for any governance issues.

c) Life Care Users may purchase guest cards following the same guidelines established for guests of any GVR Member.

Seconded and passed: unanimously.

August 29, 2017

Lance Heise moved the Board of Directors update the GVR Guest Card Policy as follows:

REPLACE CURRENT CPM TEXT in Section II – Membership, Subsection 2. General, B. Guest Policy

...WITH THE FOLLOWING TEXT

Section II – Membership

Subsection 2. General, B. Guest Policy

1. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member or Tenant, or Life Care User of GVR and who live outside a twenty (20) mile radius of established GVR Boundaries. In general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.
2. Anyone residing a non-GVR property within the jurisdiction of the corporation is not an eligible guest.
3. GVR Members may purchase an Annual Guest Card for a fee determined by the Board of Directors. GVR members may also purchase a second daily guest cards for an additional fee. Limit 2 one (1) Annual Guest Cards per household. The Annual Guest Card allows for an unlimited number of guests and guest visits. Daily Guest passes allow for unlimited number of guests on specific days only.
4. GVR Members who own more than one GVR property may purchase an Annual Guest Card(s) only for the property in which they reside.
5. No more than two one (1) Annual Guest Card may be purchased by an individual (s) owning GVR properties regardless of the number of properties owned.
6. Annual Guest Cards may not be purchased for properties which are tenant occupied. Tenants may purchase Daily Guest passes for a fee determined by the Board of Directors.
7. Annual Guest Cards are valid through the end of the calendar year (December 31). Annual Guest Card fees are not prorated.
8. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use one their Annual Guest Card.
9. Guests under the age of 18 do not require guest cards and must be accompanied by a GVR-issued card-carrying adult.
10. Replacement of a lost or damaged Annual Guest Card s must be obtained at a GVR Member Services office. The fee for replacement cards is determined by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.
11. To accommodate members who have few guests within a year, a one day pass, per guest may be purchased for a fee determined by the Board of Directors. Day passes are limited to 14 days per guest per visit.
12. Tenants are not eligible to purchase Annual Guest Cards. Tenants with guests may purchase a day pass for each guest over the age of 18.
13. Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
14. At management’s discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or ‘tap’ for proximity cards) a GVR-issued ID Card. In addition, members and guests who abuse GVR ID card privileges may be

subject to sanctions and penalties up to and including fines and/or loss of privileges, as determined by the Board of Directors. Rules governing board-authorized sanctions and penalties will be publicized to the general membership.

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

Seconded and passed: 9 yes / 1 abstain (Crothers).
August 29, 2017

Kathy Palese moved the Board of Directors authorize the implementation of a policy that will allow Social Clubs, Dance Clubs and other clubs, recommended by the Board Affairs Committee and approved by the Board of Directors, to have non-GVR members attend their events.

Non-GVR members attending will pay a \$4.00 guest fee per person per event; and must sign a waiver. The club will remit the \$4.00 fee and a record of attendance to GVR club liaison for deposit in GVR account.

The Board Approved Clubs will have the opportunity to apply for a waiver of fees annually. Each year, the Board Affairs committee will review applications to determine if the fees are a hardship to the club requesting the waiver. Board Affairs Committee will review the application and make a recommendation to the Board of Directors. The club will be notified of the Board's decision.

The policy Name will be "Non-GVR Club Participant Policy"
Seconded and passed: unanimously.
August 29, 2017

Don Lathrop moved the Board of Directors authorize the CEO to hire a consultant to determine development costs associated with prospective land parcels identified for the GVR Pickleball and Park Center. Cost not to exceed \$10,000. Funding source to be determined by the Fiscal Affairs Committee.

Seconded and passed: unanimously.
August 29, 2017

Don Lathrop moved the Board of Directors develop an educational training PowerPoint and/or video presentation about Reserve Studies, not to exceed \$2,500, and completed by January 1, 2018, with funding sources determined by Fiscal Affairs Committee. Accomplishing the following objectives:

1. Provides an overview of why Reserve Studies are important;

2. Explains how Reserve Studies work and why they are important to GVR Facilities Maintenance;
3. Describe GVR's Reserve Study and its relationship to GVR's three reserve funds (e.g., Maintenance Repair & Replacement Reserve, Initiatives Reserve and Emergency Reserve);
4. Include how GVR has implemented Reserve Study to include how they are funded, and how it appears in GVR financial reports. Further, refer this to the P&E Budget Liaison Subcommittee for an action plan to be completed no later than September 21, 2017.

Seconded and passed: unanimously.
August 29, 2017

Don Lathrop moved the Board of Directors authorize the P&E Committee to provide to the Board of Directors a three (3) year Capital Project Plan that is based on recommendations and information offered by the 2016 WSM 10-year strategic plan with analysis, engineering and design of projects within the 3-Year Capital Project Plan. Funding source(s) to be determined by the Fiscal Affairs Committee.

Seconded and passed: unanimously.
August 29, 2017

Jim Nelson moved the Board of Directors experiment for two to three months with comment cards at Board of Directors meetings.

Seconded and passed: unanimously.
August 29, 2017

September 26, 2017

Kathy Palese moved the Board of Directors reduce the GVR Square and Round Dance Club guest fee to \$2 per visitor through 2018.

Seconded and passed: unanimously.
September 26, 2017

Kathy Palese moved the Board of Directors authorize the CEO to negotiate purchase of the identified site for a Pickleball Center, with terms of negotiated purchase agreement subject to Board approval.

Seconded and passed: unanimously.
September 26, 2017

Bob Allen moved the Board of Directors adopt and approve 2018 Operating and Capital Budget as unanimously approved by Fiscal Affairs Committee.

Seconded and passed: 9 yes / 2 no (Crothers, Sadowski).
September 26, 2017

October 24, 2017

Don Lathrop moved the Board of Directors approve the three-year plan as presented as a conceptual framework subject to GVR Board of Directors approval, Fiscal Affairs Committee determination of funding and presentation of cost-benefit

analysis for each project prior to approval. Engineering and design should proceed to enable accurate analysis prior to Board approval for each project.

Seconded and passed: unanimously.

October 24, 2017

Kathy Palese moved the Board of Directors approve purchase of property owned by Unitarian Church, which is 10 acres, for a purchase price of \$87,500 subject to removal of the following contingencies:

1. Board Approval
2. Lighting
3. Development Costs
4. Zoning

Further, the Fiscal Affairs Committee advise the source of funding the purchase amount.

Seconded and passed: unanimously.

October 24, 2017

Jim Nelson moved the Board of Directors approve the terms of Agreement between GVR and the National Research Center (NRC) to undertake a Member Survey of Current and Future Needs, Wants, Interests, Values and Expectations of the Members of Green Valley Recreation, Inc., as presented in the Exhibit 'GVR/National Research Center (NRC) Agreement Summary,' subject to review by GVR legal counsel; further, authorize \$48,650 to complete the survey, whereas the Fiscal Affairs Committee shall recommend the funding source.

Seconded and passed: unanimously.

October 24, 2017

December 5, 2017

Donna Coon moved the Board of Directors approve formation of the new GVR Music Club.

Seconded and passed: unanimously.

December 5, 2017

Donna Coon moved the Board of Directors approve the Board Affairs Committee recommendation that the GVR Board of Directors place the proposed Amended and Restated Bylaws of Green Valley Recreation, Inc. on the 2018 ballot and that the Board recommends their adoption by our members.

Seconded and passed: unanimously.

December 5, 2017

Donna Coon moved the Board of Directors include on the 2018 ballot a proposed amendment to GVR Bylaws Article 7.5 Open Meetings that will allow for closed Executive Session meetings for member code of conduct violations and disciplinary action against members.

Seconded and passed: unanimously.

December 5, 2017

Bob Allen moved the Board of Directors accept the report for the slate of nine candidates for the 2018 ballot: Nina Campfield, Suzan Curtin, Carol Lambert, David

Messick, Charles Sieck, Richard Sievers, Tim Stewart, Eric Sullwold, and Stewart Tagg.

Seconded and passed: 6 Yes / 2 No (Crothers, Sadowski) / 2 Abstain (Messick, Stewart).

December 5, 2017

Donna Coon moved the Board of Directors approve the following Center naming conventions for use in directional signage, building signage (interior and exterior), in printed material and on websites: WEST CENTER, EAST CENTER, LAS CAMPANAS CENTER, DESERT HILLS CENTER, CANOA HILLS CENTER, CANOA RANCH CENTER, SANTA RITA SPRINGS CENTER, ABREGO NORTH CENTER, ABREGO SOUTH CENTER, CONTINENTAL VISTAS CENTER, MADERA VISTA CENTER, CASA PALOMA I CENTER, CASA PALOMA II CENTER. GVR logo should be placed in front of the name on buildings and in front or above the Center name on directional signage.

Seconded and passed: unanimously.

December 5, 2017

Donna Coon moved the Board of Directors approve the mission of the Renewable Energy Subcommittee of the P&E Committee:

1. Evaluate Capital Projects for reasonable renewable/sustainable energy, energy efficiency, and resource-use reduction opportunities; and
2. Explore, evaluate and recommend stand-alone renewable energy opportunities for consideration by the P&E Committee for possible inclusion in Capital Plans.

Seconded and passed: unanimously.

December 5, 2017

January 30, 2018

Don Lathrop moved the Board of Directors authorize execution of P&E Club approved projects for 2018 in the amount of \$79,700.

Seconded and passed: unanimously.

January 30, 2018

Don Lathrop moved the Board of Directors authorize staff to execute capital expenditures not in the reserve study of \$411,997.

Seconded and passed: unanimously.

January 30, 2018

Bob Allen moved the Board of Directors approve reserves funding of the 2018 Capital Projects as presented in the September 2017 reserve study update.

Seconded and passed: 10 yes / 2 no (Crothers, Sadowski).

January 30, 2018

Don Lathrop moved the Board of Directors approve engineering and design should proceed as authorized by the Board of Directors and should include cost required to complete actions necessary to complete GVR due diligence and finalize purchase of the property located at 670 W Esperanza Blvd., not to exceed \$165,000; further, that the Board of Directors make a determination whether or not the property meets

expectations and is viable for purchase by the Corporation prior to the end of the contractual 45-day due diligence period.

Seconded and passed: unanimously.

January 30, 2018

February 27, 2018

Kathy Palese moved the Board of Directors complete governing documents legal audit with a goal of updating the Corporate Policy Manual accordingly.

Seconded and amended motion passed: unanimously.

February 27, 2018

Kathy Palese moved the Board of Directors agree to purchase property referred to as the Canoa property, for the purpose of constructing not less than 24 court GVR Pickleball and park complex, with a 30-day period to conduct due diligence for an amount not to exceed \$125,000 that includes funds to conduct the due diligence, to be funded by initiative fund. Further, the Board of Directors acknowledges that exterior lighting will never be a possibility.

Seconded and passed: unanimously.

February 27, 2018

Jim Nelson moved the Board of Directors provide court lighting in FY 2018 at GVR East Center Pickleball Courts #1, #2, #3; further:

1. Funding for the East Center court lighting and associated engineering and design work shall not exceed \$90,000; and
2. Monies to pay for the East Center lighting of courts #1-#2-#3 shall be from reallocated monies within the Board-approved, FY 2018 budget for non-reserve capital projects.

Seconded and passed: unanimously.

February 27, 2018

Bob Allen moved the Board of Directors fund the Initiatives Reserve Fund each quarter beginning with Fiscal Year 2019 according to the following formula:

1. for each home sold with a New Member Capital (*this fee was renamed to Property Acquisition Capital Fee 8/28/19*) Fee, twenty (20) percent of the fee, rounded up to the next \$5 and
2. for each home sold with an Initial Fee, twenty-five (25) percent of this fee rounded up to the next \$5 will be transferred to the Initiatives Fund.
at the end of each fiscal year, the Board of Directors shall determine the amount, if any, to contribute over and above the aforementioned funding from excess Revenue-Over-Expenses plus Depreciation Expense less Reserve Contributions to the Maintenance, Repair and Replacement Reserve Fund, and amend the CPM as describe in Exhibit.

Seconded and passed: unanimously.

February 27, 2018

Kathy Palese moved the Board of Directors accept Philanthropic Naming Opportunities Policy/Guidelines for naming in recognition of financial gifts, the donor will be expected to provide all or a substantial part of the cost of the entity. "Substantial" is deemed to mean either a significant majority of the cost (25%) or a

contribution which, while not being a significant majority, would not have been available from another source or was in some way integral to project completion. A guide for naming may be based on cost of area per square foot with appropriate adjustments based on visibility of space to be named and other considerations. Naming of programs, funds and services for individual donor gifts may be made when a substantial gift is received for such purpose.

Donors may be individuals, families, organizations, foundations or corporations.

In establishing objectives for a fundraising campaign, GVR Foundation, in consultation with the Green Valley Recreation, Inc. (GVR) Board, will establish a schedule of naming opportunities and the level of donation required for each. The Foundation will consult with the GVR Board to advise whether the gift levels are appropriate and consistent with other similar campaigns.

General Provisions

1. No naming will be approved or (once approved) sustained that will call into serious question the public respect of Green Valley Recreation.
2. Names of facilities or areas should lend prestige to GVR. The credentials, character and reputation of each individual, organization or corporation for whom the naming rights are being considered shall be carefully scrutinized and evaluated. Nominations submitted for consideration must be accompanied by supporting documentation.
3. When a building or significant area is named, GVR will continue to use the name so long as the building or area remains in use and serves its original function. When the use has changed such that it must be demolished, substantially renovated or rebuilt, GVR may retain the use of the name, name another comparable room or facility or discontinue the use of the name.
4. It is the responsibility of the Foundation negotiating on behalf of GVR to advise potential benefactors that their gift may be recognized by naming, subject to approvals and decisions consistent with this policy.
5. It is also recognized that the Foundation, in developing and executing a campaign, may rely on plaques, a donor wall (monument), pavers, benches, etc. to encourage and recognize a variety of donors.

Approvals

1. All proposals for naming will be forwarded to the GVR Board, who shall make a determination whether the proposed naming conforms to this policy, is otherwise appropriate, and is of sufficient merit.
2. The GVR Board will consider for approval the naming of buildings, substantial areas or significant landscape features. The Board will also approve the schedule of naming opportunities and the level of donation required for each upon the launching of a capital campaign on campus. Similarly, the GVR Board will consider for approval the naming of programs, funds and services in recognition of substantial financial support.

Seconded and passed: unanimously.

February 27, 2018

Kathy Palese moved the Board of Directors complete governing documents legal audit with a goal of updating the Corporate Policy Manual accordingly.

Seconded and passed: unanimously.
February 27, 2018

Kathy Palese moved the Board of Directors agree to purchase property referred to as the Canoa property, for the purpose of constructing not less than 24 court GVR Pickleball and park complex, with a 30 day period to conduct due diligence for an amount not to exceed \$125,000 that includes funds to conduct the due diligence, to be funded by initiative fund. Further, the Board of Directors acknowledges that exterior lighting will never be a possibility.

Seconded and passed: unanimously.
February 27, 2018

March 22, 2018

Don Lathrop moved the Board of Directors approve project planning and funding to allow for the GVR Metal Working Crafts to have safe temporary spaces outfitted and available for specific activities related to the club. That this space be dedicated and specifically located within the AO campus as identified by staff.

3,510 ft² of the current AO Facilities Fleet Yard be repurposed, in part, as the temporary home for the GVR Metal Working Crafts Club. The scope of the project includes the pouring of a 24'x50' concrete pad for placement of two (2) customized Conex shipping containers. These containers will be customized to the Club's specifications. The site will include at least 8 parking spaces. Staff anticipates that project planning and implementation will commence soon after P&E and Board approval is granted.

The costs of this project, primarily for permitting, concrete, electrical, fencing and 2-customized Conex containers be set at "not to exceed \$25,000" with the previously designated 2018 club award of \$10,000 applied to the total project expense; the funding source for the balance amount required to complete the project (approximately \$15,000) will be determined by the Fiscal Affairs Committee.

Seconded and passed: unanimously.
March 22, 2018

Don Lathrop moved the Board of Directors approve project planning and authorize funding to allow for the GVR Glass Artists Club to have safe temporary spaces outfitted and available for kilns and storage. That these spaces be dedicated and located within the West Center campus.

Repurpose the 360 ft² elongated, brick storage building at the north shuffleboard storage area at West Center that currently houses GVR electrical/lighting and custodial storage material, to accommodate kilns and storage for the GVR Glass Artists Club. Staff anticipates that the club may be able to occupy the space by late summer or early autumn 2018.

The costs of this project, primarily for architectural, tenant improvement construction and permitting be set at "not to exceed \$18,000" with the funding source for the project determined by the Fiscal Affairs Committee.

Seconded and passed: unanimously. March 22, 2018

Don Lathrop moved the Board of Directors explore the feasibility of converting Pickleball court #1 to two north/south oriented lighted courts:

1. Retain WSM Architects to create a feasibility study and design for a quad of lighted courts in the area that is currently courts #1, #2 and #3 sensitive to county parking and lighting constraints; and
2. In the meantime, and in lieu of a feasibility study, move forward with the lighting project of courts #2 and #3 with funding coming from FY2018 non-reserve capital projects.

Seconded and passed: unanimously.

March 22, 2018

Jim Nelson moved the Board of Directors establish a Membership Survey Ad Hoc Committee to take effect during 2018/2019 governance year. Charge the Ad Hoc committee with responsibility for advising the Board about follow-up to the 2018 Survey Assessment of members. In addition, charge the Membership Survey Ad Hoc Committee with the following tasks:

1. Establish subcommittees of GVR members to address various issues;
2. Provide subcommittees with specific assignments;
3. Provide a progress report at regularly scheduled Board meetings.

Seconded and passed: unanimously.

March 22, 2018

Don Lathrop moved the Board of Directors appoint James Counter as GVR's 2018 appointee director on GVR Foundation Board of Directors.

Seconded and passed: unanimously.

March 22, 2018

Donna Coon moved the Board of Directors approve GVR and GVR Foundation jointly undertake a capital fundraising campaign through the GVR Foundation to support development of a GVR Pickleball Center & Park in Green Valley that offers at a minimum 24-courts including an instructional court; Ramada; meeting/conference room, parking, restrooms, water stations and shades structures.

Once developed, the GVR Pickleball Center & Park provide GVR members and guests opportunity for pickleball play with additional access by the broader Green Valley community through the Southern Arizona Senior Games; education and public instruction; demonstrations; and tournaments.

Seconded and passed: 6 yes / 3 abstain (Crothers, Myers, Sadowski).

March 22, 2018

Don Lathrop moved the Board of Directors donate \$200 back to GVR Foundation.

Seconded and passed: 7 yes / 2 abstain (Crothers, Sadowski).

March 22, 2018

March 29, 2018

Roger Myers moved the Board of Directors form a 2018 Ad Hoc Investments Committee and place proposal to make Ad Hoc Investments Committee a standing committee on the 2019 ballot.

Seconded and passed: unanimously. March 29, 2018

April 24, 2018

Roger Myers moved the Board of Directors approve FY2018 Capital Projects Funding:

M-R-R Reserve Funded Projects:

- Continental Vistas: replaster pool in the amount of \$10,606 from Operating Cash;
- West Center: replace billiards tables in the amount of \$6,051 from Operating Cash;
- West Center: replace carpet in billiards room only in the amount of \$5,000 from M-R-R Reserve.

Non-Capital Funding:

- Canoa Hills: replaster spa in the amount of \$4,537 from Facilities Operating Budget.

Emergency Repair:

- Desert Hills: replace service entrance switchgear, transformer, and I-Line panel board in the amount of \$55,717 from Emergency Reserves.

Seconded and passed: unanimously.

April 24, 2018

May 22, 2018

Donna Coon moved the Board of Directors approve WSM Architects Proposal for Professional Architecture and Engineering Services of the 24 court Pickleball Center. That the cost of this phase for site development, architectural design, permitting and preparing an RFP for construction be set at "not to exceed" \$133,000, with funding source identified by Fiscal Affairs Committee.

Seconded and passed: unanimously.

May 22, 2018

Donna Coon moved the Board of Directors approve the fee for Professional Services from WSM to evaluate alternative sites for a lapidary expansion to accommodate the Lapidary Club and possibly Metal Arts and Glass Arts. Options to evaluate include: a) expanding West Center; b) new construction at Facility Maintenance or Las Campanas site; c) directing the Board's real estate agent to identify potential sites with a building already built. The fee not to exceed \$6,000. The funding source for the request to be determined by the Fiscal Affairs Committee.

Seconded and passed: unanimously.

May 22, 2018

Donna Coon moved the Board of Directors approve the Proposal for Professional Services from WSM to evaluate sites for a permanent home for Table tennis, sites including shuffleboard area below the Desert Hills Auditorium to be used as a table tennis facility or another use. The fee request not to exceed \$5,000. The funding source for the request to be determined by the Fiscal Affairs Committee.

Seconded and passed: unanimously.

May 22, 2018

Donna Coon moved the Board of Directors approve a bid of \$118,000 to repair the Las Campanas tennis courts with a new post tension cap to correct the failure of the original post tension. The funding source for this request to be determined by Fiscal Affairs Committee.

Seconded and passed: unanimously.

May 22, 2018

Roger Myers moved the Board of Directors apply the awarded 2018 Club funding of \$9,000.00 towards the 2019 Volleyball Club Health; Safety and ADA Services request and replace the washed mortar sand with approved volleyball sand as early as possible in 2018. Estimated replacement cost of ±\$6,000.00.

Build into the FY 2019 Non-Reserves Capital Projects budget the costs associated with converting the grass volleyball court to a sand court.

Seconded and passed: unanimously.

May 22, 2018

Carol Crothers moved GVR Foundation present letter of support for grant applications to GVR President for review and signature.

Seconded and passed: 6 yes / 2 no (Campfield, Myers) / 2 abstain (Coon, Stewart).

May 22, 2018

Roger Myers moved the Board of Directors provide "Letter(s) of Support" to the GVR Foundation (GVRF) with the President's signature for GVRF grant applications which are intended to advance the development and construction of the GVR Pickleball Center.

Seconded and passed: unanimously.

May 22, 2018

Gail Vanderhoof moved the Board of Directors transfer responsibility for Board training and orientation from Board Affairs Committee to Nominations & Elections Committee and update Corporate Policy Manual accordingly.

Seconded and passed: unanimously.

May 22, 2018

Gail Vanderhoof moved the Board of Directors change Corporate Policy Manual Section VI, Subsection 4, B. by adding point #8 -- Directors may attend any GVR committee meeting, whether open or closed. To attend a meeting from a remote site, a request shall be made by email to the committee chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to committee members.

Seconded and passed: 7 yes / 3 no (Campfield, Coon, Stewart).

May 22, 2018

Tom Sadowski moved the Board of Directors affirm support for the Board policy stated in the Corporate Policy Manual [CPM, Appendix I, Board Policies, Subsection 1. Budget Development Policy] that authorizes the CEO to shift amounts between line items in the Board-approved budget to meet current or anticipated needs and reporting to the Board any line item that is decreased or increased by more than 15% or \$15,000, whichever is greater.

Seconded and passed: unanimously. May 22, 2018

Charles Sieck moved the Board of Directors direct staff to obtain raw electronic data from 2018 member survey from the National Research Center and provide data to Director Charles Sieck.

Seconded and passed: 6 yes / 3 no (Campfield, Coon, Stewart) / 1 abstain (Myers).
May 22, 2018

June 26, 2018

Nina Campfield moved the Board of Directors approve terms of the Solar Services Agreement with Solaris Energy as described in the Solar Services Agreement Overview; further, authorize President Crothers to execute the formal Agreement with Solaris Energy.

Seconded and passed: unanimously.
June 26, 2018

Carol Crothers moved the Board of Directors approve the appointment of Charlie Sieck as Chairman of the Audit committee.

Seconded and passed: 8 yes / 2 no (Campfield, Lambert) / 1 abstain (Sieck).
June 26, 2018

Gail Vanderhoof moved the Board of Directors amend the CPM with the following Section II Subsection 2. C. 7. Life Care Users are subject to the following: a) May not serve on the Board of Directors or be a member of a Committee of the Board. b) May not vote for any governance membership issues. ~~c) Life Care Users may purchase guest cards following the same guidelines established for guests of any GVR Member.~~

Seconded.
Roger Myers moved the Board of Directors amend the motion by leaving c) intact.
Seconded.

Amendment passed: unanimously. Amended motion passed: unanimously.
June 26, 2018

August 10, 2018

Nina Campfield moved the Board of Directors direct the CEO to prepare a statement based on the July 26, 2018 legal opinion that defines the following: the rules and procedures to recall directors; rules and procedures to call a special meeting of members; and determination of who would chair such a meeting.

Further, direct the CEO distribute the statement as follows:

1. Provide to GVR Board;
2. Provide to GVR Member who originally requested the information;
3. Provide to general GVR Membership; and
4. Provide to Board Affairs Committee for its recommendation on where to place the information within the Corporate Policy Manual.

Seconded and passed: 8 yes / 3 no (Chalmers, Crothers, Sadowski) / 1 abstain (Sieck).

August 10, 2018

Roger Myers moved that President Crothers appoint an ad hoc committee of three

(3) Directors to accomplish the following:

1) Prepare a response to the July 23, 2018 letter received from the GVR Foundation based on the discussion and guidance of the 'Committee of the Whole' meeting, and present the proposed letter for Board approval via an email Unanimous Consent Resolution before the August 28, 2018 regular Board meeting or at the August 28, 2018 regular Board meeting, if not ready beforehand.

2) Compile and provide to the GVR Board of Directors an exhaustive, finite list of GVR Board/Member questions regarding the GVR Foundation for approval. Further, the ad hoc committee will make a 'good faith' effort to present the finite list of questions at the regular GVR Board meeting on September 25, 2018, but no later than at the October 30, 2018 regular GVR Board meeting.

Seconded and amended motion passed: 11 yes / 1 no (Chalmers).

August 10, 2018

Roger Myers moved the letter written by President Carol Crothers and sent to the GVR Board on Thursday, August 9, 2018 as a communication from the GVR Board President, entitled "President's comments for the eBlast and GVR Now!" for release in eBlast and GVR Now! shall not be published in any GVR publication or submitted to any other media outlet for publication.

Seconded and amended motion passed: 5 yes / 3 no (Sieck, Thornton, Vanderhoof) / 1 abstain (Crothers).

August 10, 2018

August 28, 2018

Charles Sieck moved the Board of Directors send response letter prepared by ad hoc relationship committee to GVR Foundation.

Seconded and passed: unanimously.

August 28, 2018

Charles Sieck moved the Board of Directors obtain clarification of appropriate steps to assure compliance with federal tax rules, and GVR cover the Foundation's cost for the marketing materials for the Pickleball fundraising campaign, up to \$9500 if the Foundation decides to pursue the campaign.

Seconded and passed: unanimously.

August 28, 2018

Gail Vanderhoof moved the Board of Directors approve changes to policy regarding suspension of privileges and update Corporate Policy Manual accordingly.

Seconded and passed: 5 yes / 4 no (Campfield, Coon, Nichols, Stewart).

August 28, 2018

Sandra Thornton moved the Board of Directors request the Fiscal Affairs Committee thoroughly review the impact of keeping GVR dues level until an alternative can be developed that recognizes the struggle of some of our members to afford the ever-increasing GVR dues.

Seconded and passed: 5 yes / 4 no (Campfield, Coon, Nichols, Stewart).

August 28, 2018

Tim Stewart moved the Board of Directors approve sending a letter of support for GVR Foundation White Elephant MAP grant.
Seconded and passed: unanimously.
August 28, 2018

Charles Sieck moved the Board of Directors approve 2018-2019 GVR Work Plan with the condition that outstanding items be finalized by the Executive Board and CEO within the next week.
Seconded and passed: unanimously.
August 28, 2018

Nina Campfield moved the Board of Directors approve a Board of Directors email policy as follows:

- Place the following statement adjacent to the hotlink board@gvrec.org: "The Board of Directors appreciates hearing member views and suggestions. If you wish to receive a response, please indicate 'Response' in the subject line of your email;"
- Change the automatic reply to member emails sent to the Board of Directors to: "Thank you for your email, which has been received by all members of the Board of Directors. If you requested a response, you will hear from the Secretary of the BOARD OF DIRECTORS;"
- Secretary of the Board of Directors be authorized to determine where the subject of an email should be dealt with, i.e., which committee or Board meeting, and to respond to member emails that request a response; and
- Notification of this change be published in the eBlast and *GVR Now!*

Seconded and passed: unanimously.
August 28 2018

Carol Crothers moved the Board of Directors form an ad hoc committee to review the proposed amended and restated bylaws. The completion date of the ad hoc committee's work would be October 31, 2020. Additionally, appoint Lynne Chalmers as chair.
Seconded and passed: unanimously.
August 28, 2018

Carol Crothers moved the Board of Directors approve the appointment of Charles Sieck as third co-chair of Survey Ad Hoc Committee, specifically to work on 1) survey of those members who do not receive email to determine their communications needs and 2) oversee annual GVR Member satisfaction survey.
Seconded and passed: unanimously.
August 28, 2018

Nina Campfield moved the Board of Directors direct the CEO to prepare a statement based on the April 23, 2018 legal opinion defining Standard of Service as described in GVR Bylaws, Article III Section 3. Further, direct the CEO distribute the statement to GVR Board and to general GVR Membership.
Seconded and passed: unanimously. August 28, 2018

Carol Crothers moved the Board of Directors approve the appointment of Tim Stewart, Roger Myers, Donna Coon and Charlie Sieck to serve on an ad hoc committee with the mission of creating a positive working relationship with the Foundation by:

1. Answer the Foundation's letter.
2. Gather questions from GVR Board members and organize them in the most efficient way to gain satisfactory answers, i.e. GVR attorney, Foundation existing documentation, administration, joint GVR/Foundation attorney.
3. Document all questions and answers giving both boards the opportunity to clarify both questions and answers. Everything is written down.
4. Working with the Foundation prepare a supplemental agreement that spells out the terms and conditions of a joint fundraising campaign.
5. Organize a meeting of the Board where the questions and answers are provided ahead of time and the details of the supplemental agreement are shared so that we can move ahead in a productive relationship.

Passed unanimously via Unanimous Consent Resolution email. August 17, 2018

September 25, 2018

Donna Coon moved the Board of Directors proceed with \$98,270 supplemental funding for East Center Pickleball Courts' safety and improvements.

Seconded and passed: unanimously.

September 25, 2018

Roger Myers moved the Board of Directors accept the Fiscal Affairs Committee recommendation for funding sources for Pickleball safety improvements.

Seconded and passed: unanimously.

September 25, 2018

Lynne Chalmers moved the Board of Directors approve Exhibits C (Dues Assessments) and D (Code of Conduct) as presented by Board Affairs Committee on August 28, without incorporating recommended changes from GVR's legal counsel.

Seconded and passed: 7 yes / 4 no (Campfield, Coon, Lambert, Myers).

September 25, 2018

Charles Sieck moved the Board of Directors approve that going forward, the Board Affairs Committee will interact on appropriate issues with legal counsel to address changes to the Corporate Policy Manual (CPM) in a timely fashion, pending approval of the CEO.

Seconded and passed: unanimously.

September 25, 2018

Carol Lambert moved the Board of Directors form an FAQ Ad Hoc Committee, chaired by the Board Secretary. The purpose of the FAQ Ad Hoc Committee is to prioritize, answer and publish responses to questions asked by members about GVR and its governance.

Seconded and passed: unanimously.

September 25, 2018

Kent Blumenthal moved the Board of Directors refer the attorney's rewrite of the Corporate Policy Manual (CPM) section related to electioneering on GVR property to Board Affairs Committee to "rip and replace" the incorrect section within the CPM. Seconded and passed: unanimously.
September 25, 2018

Kent Blumenthal moved the Board of Directors affirm that it desires "draft" Board meeting minutes, not yet approved, be posted for public viewing prior to formal Board of Directors' meeting approval. Seconded and passed: unanimously.
September 25, 2018

October 30, 2018

Tim Stewart moved the Board of Directors formation of Ad Hoc Committee to propose compromise budget, bringing a recommendation to the Board. Suggested committee members are Director Nichols as chair and Directors Sieck, Sadowski and Myers, along with CEO designated GVR staff. Seconded and passed: 11 yes / 1 no (Campfield).
October 30, 2018

Nina Campfield moved the Board of Directors notify the Board and post legal opinion on the secured Board website. If requests for legal opinions originated from the Board Affairs Committee, forward legal opinions directly to the Board Affairs Committee without full Board approval. CEO will prepare Confidentiality Agreement for members of Board Affairs Committee to sign. Seconded and passed: unanimously.
October 30, 2018

Tim Stewart moved the Board of Directors adopt and post revised re-reconciliation of shared resources between GVR and GVR Foundation dated October 18, 2018. Seconded and passed: unanimously.
October 30, 2018

Sandra Thornton moved the Board of Directors create Ad Hoc Committee to evaluate GVR facilities to ensure ease of access for GVR members with physical limitations.
October 30, 2018

The Ad Hoc Committee in conjunction with the Planning & Evaluation Committee is charged with identifying possible deficiencies, and would be expected to present a report of their findings to the Board of Directors no later than February 28, 2019. Seconded and amended motion passed: 8 yes / 4 no (Campfield, Lambert, Nichols, Stewart).
October 30, 2018

Tim Stewart moved the Board of Directors request a \$20,000 grant from GVR Foundation to support the 2019 Member Assistance Program (MAP).

FURTHER, direct the CEO to complete required grant application forms and submit as soon as possible to the GVR Foundation.

Seconded and passed: unanimously.

October 30, 2018

Kent Blumenthal moved the Board of Directors adopt Resolution to affirm CEO authority to assign staff to support GVR Foundation's Southern Arizona Senior Games (Resolution to Board of Directors October 30, 2018).

Seconded and passed: unanimously.

October 30, 2018

Carol Lambert moved the Board of Directors direct CEO to share GVR 2017 and 2018 legal fee invoices with Director Sadowski in privacy of CEO office.

Seconded and passed: unanimously.

October 30, 2018

December 4, 2018

Roger Myers moved the Board of Directors adopt 2019 Operating and Capital Budgets in the 2019 Budget Plan Z ver. 2 as amended to include 2019 Fee Schedule, 2019 Club Expenditures, 2019 MRR Reserve Expenditures, 2019 Non-Reserve Capital Expenditures, and 3-Year Capital Plan. (Exhibit – 2019 Budget Plan Z ver. 2).

Seconded and passed: 11 yes / 1 no (Campfield).

December 4, 2018

Charles Sieck moved the Board of Directors make the Carver Policy Governance training, the pilot group utilized, available only to the five remaining Directors to be paid out of the FY2018 budget.

Seconded and amended motion passed: unanimously.

December 4, 2018

Lynne Chalmers moved the Board of Directors place on the 2019 GVR ballot the Bylaw change of adding "Life Care Members" in the rights of members to have Guests sections of the current Bylaws [i.e., Article II, Section 3.F and Section 4.A.3].

Seconded and passed: unanimously.

December 4, 2018

January 7, 2019

Donna Coon moved the Board of Directors approve sending the site development plan prepared by WSM Architects, Inc., for the GVR 24-court Pickleball Center to be built at 2612 S. Camino de la Canoa to Pima County for their review and approval. Further, that the Board approve \$2,500.00 from the Initiatives Reserve Fund to be paid to Pima County at the time of the submittal.

Seconded and passed: unanimously.

January 7, 2019

January 29, 2019

Donna Coon moved the Board of Directors authorize Planning & Evaluation (P&E) Committee to update GVR Capital Projects 3-5 Year Plan annually, no later than March 25 of each year for Board approval, allowing the updated 3-5 Year Plan and the Annual Club requests to both be available for the annual capital budgeting process that begins in June of each year.

Seconded and passed: unanimously.

January 29, 2019

Donna Coon moved the Board of Directors authorize execution of approved Planning & Evaluation (P&E) Committee 2019 Club Projects in the amount of \$80,000.

Seconded and passed: unanimously.

January 29, 2019

Roger Myers moved the Board of Directors accept and approve the January 23, 2019 Fiscal Affairs Committee recommendation for Initiatives Reserve Fund to provide up to \$1,250,000 for Phase I of the construction of the Pickleball Center located at 2612 South Camino de la Canoa.

FURTHER, resolved that such amount is intended to cover construction costs of no less than eight (8) regulation pickleball courts and site development and infrastructure costs such as parking area, a restroom/office/storage building to accommodate up to twenty-four (24) regulation pickleball courts, projected development costs, and project contingencies of 10% as shown in the WSM Architects December 13, 2018 Pickleball Center proposal.

Seconded and passed: 10 yes / 2 no (Sadowski, Vanderhoof).

January 29, 2019

Roger Myers moved the Board of Directors accept and approve the January 23, 2019 Fiscal Affairs Committee recommendation to contribute the 2017 Surplus totaling \$283,285 to the Initiatives Reserve Fund.

Seconded and passed: 7 yes / 5 no (Crothers, Sadowski, Sieck, Thornton, Vanderhoof).

January 29, 2019

Lynne Chalmers moved the Board of Directors approve follow-up instruction, guidance, and/or assistance from Brown Dog Consulting to provide application of the Carver Policy Governance module training material to GVR's specific governing situation before April 1, 2019. The type of follow-up, cost, and timeframe will be determined after discussion and agreement by the eight directors and two staff, CEO Kent Blumenthal and Director of Administrative Services Jen Morningstar, who completed the module training. The cost of training is not to exceed \$8,500.

Seconded and passed: 9 yes / 2 no (Campfield, Lambert) / 1 abstain (Myers).

January 29, 2019

Gail Vanderhoof moved the Board of Directors grant Club status to the proposed GVR Needle-Arts Club.

Seconded and passed: unanimously. January 29, 2019

Tim Stewart moved the Board of Directors approve CEO Kent Blumenthal to identify an appropriate independent legal counsel for the purpose of reviewing final legal documents related to GVR-GVR Foundation pickleball fundraising initiative.
Seconded and passed: unanimously.
January 29, 2019

Tim Stewart moved the Board of Directors approve John Damitio as a GVR Appointed Director on the GVR Foundation Board of Directors to fill a three-year term expiring January 2022.
Seconded and passed: unanimously.
January 29, 2019

Carol Crothers moved the Board of Directors approve a three-year contract renewal with the Browning Reserve Group for 2019-2021 reserve study support at a cost of \$31,000 payable from the FY 2019 budget.
Passed unanimously via Unanimous Consent Resolution email. January 15, 2019

February 26, 2019

Roger Myers moved the Board of Directors approve changes to the reserve funds policy as follows:
CPM SV SS2.F.2 strike but not less than \$500,000 at the end of the sentence.
CPM SV SS2.F.3 add (the "Initiatives Reserve Funding Formula") at the end of the first sentence. Additionally, after b. replace the last two paragraphs with at its discretion, the Board of Directors may make an additional Initiatives Reserve contribution from the annual net surplus.
Seconded and passed: unanimously.
February 26, 2019

Tom Sadowski moved the Board of Directors accept the Ad Hoc Investment Committee's recommendation to hire Segall Bryant Hamill (SBH) of Denver, Colorado, as its new financial advisor to manage GVR's Maintenance, Repair, and Replacement Reserve Fund, Initiatives Reserve Fund, and Emergency Reserve Fund as a Discretionary Manager with Charles Schwab acting as the account Custodians.
Seconded and passed: 10 yes / 2 no (Campfield, Stewart).
February 26, 2019

March 19, 2019

Charles Sieck moved the Board of Directors update the Membership Card policy in Section II Subsection 2 of the Corporate Policy Manual to become effective January 1, 2020.
Seconded and passed: 7 yes / 5 no (Campfield, Coon, Lambert, Nichols, Stewart).
March 19, 2019

Charles Sieck moved the Board of Directors update the Guest policy in Section II Subsection 2 of the Corporate Policy Manual to become effective January 1, 2020.
Seconded and passed: 6 yes / 5 no (Campfield, Lambert, Myers, Nichols, Stewart) /

1 abstain (Coon).
March 19, 2019

Donna Coon moved the Board of Directors approve the 2020 Capital Project Plan as an update to the current GVR Capital Projects 3-5 Year Plan as a conceptual framework with each project subject to GVR Board of Directors approval, Fiscal Affairs Committee determination of funding and presentation of cost-benefit analysis for each project prior to approval, moving Pickleball Complex Construction Phase 2 to 2021 and Construction Phase 3 to 2022. Engineering and design should proceed to enable accurate analysis prior to approval of each project.
Seconded and passed: 10 yes / 2 no (Chalmers, Crothers).
March 19, 2019

Tom Sadowski moved the Board of Directors resolve the Board President is authorized to sign an agreement between GVR and SBH, and is further authorized to initiate and sign account opening documents with Charles Schwab, with GVR CEO Kent Blumenthal and Cheryl Moose as authorized signers on the custodial account.
Seconded and passed: unanimously.
March 19, 2019

Tim Stewart moved the Board of Directors authorize the President to write a letter of strong support for the GVR Foundation.
Seconded and passed: unanimously.
March 19, 2019

March 26, 2019

Lynne Chalmers moved the Board of Directors commit to implementing the Carver Policy Governance Model (all ten principles) and approve the ongoing policy governance coaching/training and implementation as described in the above proposal.
Seconded and passed: unanimously.
March 26, 2019

April 24, 2019

Tom Sadowski moved the Board of Directors accept the revised investment policy statement as presented.
Seconded and passed: unanimously.
April 24, 2019

Lynn Chalmers moved the Board of Directors form an ad hoc committee to facilitate the implementation of the Carver Policy Governance model.
Seconded and passed: unanimously.
April 24, 2019

Charles Sieck moved the Board of Directors adopt the Pilot GVR / MedAvail Lease Agreement as presented.
Seconded and passed: unanimously. April 24, 2019

May 22, 2019

Carol Crothers moved the Board of Directors update the MR&R Reserve Fund funding source and reimbursement policy.

Seconded and passed: unanimously.

May 22, 2019

Carol Crothers moved the Board of Directors authorize spending up to \$50,000, taken out of Initiatives Fund, to hire an outside firm experienced in nonprofit accounting to conduct a full review of our accounting approach and reporting methodology in order to make recommendations for clearer accounting and reporting with the following schedule:

1. The Fiscal Affairs Committee (FAC) will conduct a search for appropriate firms and make a recommendation to the Board by the June Board meeting.
2. The Board will hire the approved firm who will conduct the assessment and make recommendations back to the FAC by Aug 15, 2019.
3. The FAC and the firm will review the findings with the administration and the FAC will prepare a report to the Board showing the results of the assessment and any recommendations by Sept 15, 2019.
4. The outside firm must be given full access to the accounting systems and receive the support and cooperation of GVR staff.

Seconded and passed: 7 yes / 5 no (Coon, Gallegos, Nichols, Weaver, Zelenak).

May 22, 2019

Suzan Curtin moved the Board of Directors update their policy on the use of legal counsel CPM Section VI, SS3.D.

Seconded and passed: 10 yes / 2 no (Coon, Zelenak).

May 22, 2019

Suzan Curtin moved the Board of Directors update the smoking policy to include electronic cigarettes (vaping).

Seconded and passed: unanimously.

May 22, 2019

Charles Sieck moved the Board of Directors direct WSM to add one (1) more additional alternative to the request for bids: remove four (4) courts for a total of 12 courts.

Seconded and passed: unanimously.

May 22, 2019

June 26, 2019

Donna Coon moved the Board of Directors accept the contract AIA, document A105-2017 with Division II Construction Company and Renner Corporation for construction of the GVR Pickleball Center at 2612 South Camino de la Canoa, Green Valley, Arizona, contract sum is \$1,196,971.00 with a completion date of January 15, 2020.

Seconded and passed: 11 yes / 1 no (Secret Ballot).

June 26, 2019

Carol Crothers moved the Board of Directors approve the recommended candidate, RCM, direct the FAC to proceed with the engagement, authorize President Sieck and CEO Kent Blumenthal to sign the engagement letter and limit the total engagement to no more than \$10,000.00.

Seconded and passed: unanimously.

June 26, 2019

Carol Crothers moved the Board of Directors authorize CEO Blumenthal to provide two pieces of information to be made available to the FAC as quickly as possible, no later than July 15, 2019: (1) the cost impact for two cards per household change that was recommended by the BAC and voted on and approved by the Board, and (2) the impact of online payment of dues by direct bank transfer.

Seconded and passed: unanimously.

June 26, 2019

Suzan Curtin moved the Board of Directors approve changes and updates to the Corporate Policy Manual 1) add CRCF to guest policy in SII.SS2.B; 2) switch order of #4 and #5 in SVI.SS3.B. and 3) combine c and d in SVI.SS1.G.2.

Seconded and passed: 10 yes / 2 no (Weaver, Zelenak).

June 26, 2019

Tom Sadowski moved the Board of Directors approve the following:

Whereas the Investments Committee previously requested (in April to the GVR CEO), that staff provide responses to questions regarding the Operational accounts, and that this information is required to determine whether or not we might improve on our processes in managing our operational cash.

Now, therefore, let it be resolved, that the CEO provide this requested information no later than July 5th, 2019, so that the Investment Committee may review this data prior to and during its upcoming Investment Committee meeting.

Seconded and passed: 9 yes / 3 no (Coon, Weaver, Zelenak).

June 26, 2019

Gail Vanderhoof moved the Board of Directors accept GVR Foundation Grant Agreement dated June 21, 2019.

Seconded and passed: unanimously.

June 26, 2019

Charles Sieck moved the Board of Directors approve the requirement that directors sign a confidentiality agreement be eliminated and existing copies of the confidentiality agreement be purged from GVR records.

Seconded and passed: 11 yes / 1 no (Zelenak).

June 26, 2019

August 8, 2019

Lynne Chalmers moved the Board of Directors approve the amendment to the Solar Services Agreement, specifically the increase of 1/10 of cent per kilowatt hour only, with the condition the net difference does not have a negative impact to GVR.

Seconded and passed: unanimously. August 8, 2019

August 28, 2019

Carol Crothers moved the Board of Directors approve the staff recommendation and adopt the 2020 Schedule for Dues and Fees.

Seconded and passed: 8 yes / 3 no (Coon, Weaver, Zelenak).

August 28, 2019

Suzan Curtin moved the Board of Directors approve to remove Section V. Fiscal / Accounting, Subsection 2. Reserve Policy, E. Maintenance, Repair & Replacement Reserve Fund, 1. Purpose and the Fully Funded Balance/Cash Flow Method chart below #1 in the Corporate Policy Manual (CPM).

Seconded and passed: unanimously.

August 28, 2019

Suzan Curtin moved the Board of Directors approve updates to the Corporate Policy Manual (CPM) under Section II – Membership, Subsection 3. Annual Dues, Annual Dues Installment Payment Plan, Initial Fees, Fees for Services, E. New Member Capital Fee to add #2 and to change the name New Member Capital Fee to Property Acquisition Capital Fee, effective date October 1, 2019.

Seconded and passed: 10 yes / 1 abstain (Crothers).

August 28, 2019

Suzan Curtin moved the Board of Directors approve \$2.00 fee reduction for GV Squares Club non-member guests for their dances for the year. Seconded and passed: unanimously.

August 28, 2019

Suzan Curtin moved the Board of Directors approve addition in the Corporate Policy Manual (CPM) under Section X – Miscellaneous, Subsection 3. Mistake or Typographical Error in Printed Material in the Corporate Policy Manual.

Seconded and passed: unanimously.

August 28, 2019

Tom Sadowski moved the Board of Directors approve transfer of GVR Operational Account assets from Edward Jones to JP Morgan Chase, adopt the new Investment Policy Statement (IPS) and Addendum.

WHEREAS, the Fiscal Affairs Committee approved the Investments Committee's recommendation to add an Investment Strategy Addendum for Operating Cash Investments to GVR's Investment Policy Statement to allow opening three (3) proprietary JP Morgan Chase Mutual Fund accounts to replace the current Edward Jones account;

NOW THEREFORE LET IT BE RESOLVED, that GVR Chief Executive Officer Kent Blumenthal is authorized to sign JP Morgan Investment Account opening documents; and,

FURTHER, Kent Blumenthal, GVR Chief Executive Officer and Cheryl Moose, GVR Chief Financial Officer are authorized signers for the JP Morgan Chase Investment accounts.

Seconded and passed: unanimously.
August 28, 2019

Charlie Sieck moved the Board of Directors authorize President Sieck to sign the Solar Services Estoppel Certificate which execution is provided for in Section 22(i) of the Solar Services Agreement with Green Valley Renewable Energy LLC.
Seconded and passed: unanimously.
August 28, 2019

Gail Vanderhoof moved the Board of Directors authorize President Sieck to sign the Country Fair White Elephant grant letter of support for GVR Foundation (GVRF) to assist in raising funds for GVR Member Assistance Program (MAP).
Seconded and passed: unanimously.
August 28, 2019

September 25, 2019

Charlie Sieck moved the Board of Directors approve the Policy Governance Manual (dated September 25, 2019) excluding the two monitoring schedules: Board Policies and Ends/Executive Limitations Policies: further, insert the two monitoring schedules into the Policy Governance Manual once they are formally adopted by the Board of Directors at the October Board Meeting.
Seconded and passed: 9 yes / 2 no (Weaver, Zelenak).
September 25, 2019

Carol Crothers moved the Board of Directors accept recommendations from Consultant Susan Vos as discussed at this morning's (9/25/2019) Board work session and enter these recommendations into today's minutes.
Seconded and passed: 10 yes / 1 no (Zelenak).
September 25, 2019

Carol Crothers moved the Board of Directors extend contract with consultant Susan Vos for up to an additional \$10,000 to continue consulting with GVR.
Seconded and passed: unanimously.
September 25, 2019

Donna Coon moved the Board of Directors approve 2020 GVR Club Capital Project as presented by P&E Committee – Tennis Center Bleachers for \$6,000; funding source to be determined by Fiscal Affairs Committee.
Seconded and passed: unanimously.
September 25, 2019

Donna Coon moved the Board of Directors approve 2020 GVR Club Capital Project as presented by P&E Committee – Bocce Court Replacement at Canoa Hills for \$80,000; funding source to be determined by Fiscal Affairs Committee.
Seconded and passed: unanimously.
September 25, 2019

Gail Vanderhoof moved the Board of Directors approve HBL CPAs, P.C. as GVR's 2019 auditor and request an Engagement Letter from them for signatures of our CEO

and Board President.
Seconded and passed: unanimously.
September 25, 2019

Charlie Sieck moved the Board of Directors approve Member Assistance Program Application for \$50,000 grant to be completed and submitted to GVR Foundation.
Seconded and passed: unanimously.
September 25, 2019

October 30, 2019

Gail Vanderhoof moved the Board of Directors approve the Whistleblower Policy as amended; make copies available to staff, volunteers, the Board and members; insert into employee handbook; and Board Affairs Committee determines placement in the Corporate Policy Manual.
Seconded and passed: unanimously.
October 30, 2019

Sandra Thornton moved the Board of Directors require an ADA Compliance review be done in-house of any GVR Main or Satellite Center undergoing major renovations, and the Board of Directors requires GVR staff to evaluate the areas of concern the Facility Access Committee has identified and implement solutions as needed when appropriate to increase ease of facility access for GVR members with physical limitations.
Seconded and passed: unanimously.
October 30, 2019

November 20, 2019

Carol Crothers moved the Board of Directors adopt 2020 Budget - Summary 5, dated November 20, 2019, as presented.
Seconded and passed: unanimously.
November 20, 2019

Charles Sieck moved the Board of Directors approve transfers from MR&R to Operations: \$178,096 MR&R 2nd Quarter 2019 and \$194,790 MR&R 3rd Quarter 2019, totaling \$372,886.
Seconded and passed: unanimously.
November 20, 2019

Charles Sieck moved the Board of Directors approve transfers from Initiatives and Emergency to Operations: \$66,379 Initiatives 2nd Quarter 2019, \$161,793 Initiatives 3rd Quarter 2019, and \$15,000 Emergency 2nd Quarter 2019, totaling \$243,172.
Seconded and passed: unanimously.
November 20, 2019

Charles Sieck moved the Board of Directors approve transfers from Operations to Initiatives: \$158,430 Formula Funding 2nd quarter 2019 and \$93,297 Formula Funding 3rd quarter 2019, totaling \$251,727.

Seconded and passed: unanimously.
November 20, 2019

Carol Crothers moved the Board of Directors transfer \$600,000 surplus from 2018 to MR&R as soon as possible.

Seconded and passed: 10 yes / 2 no (Coon, Zelenak).
November 20, 2019

December 11, 2019

Lynne Chalmers moved the Board of Directors approve to place the following Bylaws amendment on the 2020 ballot:

Article VII - Officers and Chief Executive Officer

Section 4: Responsibilities of Officers

E. Signing of Checks

All checks \$2,500 and over are to be signed by any two officers of The Corporation or by one Officer and the Chief Executive Officer. Checks less than \$2,500 can be approved by the CEO with the stipulation that a log is kept for which 2 department heads reviewed the checks before the CEO's signature is put on the check. Month end statements will be reviewed by two officers of the Board of Directors as soon as they are available.

Seconded and passed: 10 yes / 2 no (Gallegos, Zelenak).
December 11, 2019

Denise Nichols moved the Board of Directors approve to table the following proposed Bylaw amendments: procedure for approving contracts, changing Planning & Evaluation Committee to Operations committee, and removal of CEO from Board of Directors.

Seconded and passed: 8 yes / 4 no (Crothers, Curtin, Sieck, Vanderhoof).
December 11, 2019

Tom Sadowski moved the Board of Directors approve making the following interim changes to the Corporate Policy Manual (CPM):

- Section VI. Board/Board Committees, Subsection 4. Board Committees' Duties and Responsibilities, C. Duties and Responsibilities of Board Committees to add sub-paragraph 6. [see Exhibit I]
- Section VI. Board/Board Committees, Subsection 4. Board Committees' Duties and Responsibilities, C. Duties and Responsibilities of Board Committees, 2. Fiscal Affairs Committee, b. Responsibilities to delete #6 and renumber 7, 8, and 9. [see Exhibit 2]
- Appendix I. Board Policies, Subsection 3. GVR Investment Policy to delete 8. Review and Monitoring and renumber 9, 10, and 11. [see Exhibit 3]
- Section V. Fiscal/Accounting, Subsection 2. Reserve Policy, F. Initiatives Reserve Fund to add 5. Investment Parameters. [see Exhibit A]

Seconded and passed: unanimously.
December 11, 2019

Gail Vanderhoof moved the Board of Directors approve adding Board Officers as signatories to Chase Bank checking account.

Seconded and passed: unanimously. December 11, 2019

Charles Sieck moved the Board of Directors approve the donation of \$25,000 (from advertising income from MedAvail-SpotRx) to GVR Foundation, the first week of January 2020, to support the Member Assistance Program.
Seconded and passed: 10 yes / 1 no (Zelenak).
December 11, 2019

NO MOTION NO SECOND.

GVR Board of Directors approve the following financial-related requests by President Sieck:

- Provide list of individuals having corporate credit cards with corresponding number for each card by Friday, December 13, 2019.
- Provide requested data for checks issued between April 1, 2018 and November 30, 2019 in an Excel spreadsheet ('raw data,' per President Sieck), containing one row per check, using a format documented in emails to the CEO by Friday, December 20, 2019.
- Provide a summary of total capital spent on the Facility Maintenance Building and the Administrative Offices by year, and the corresponding depreciation on each facility by year, by February 15, 2020. [see Exhibit]

NO SECOND -- passed: 6 yes / 5 no (Coon, Gallegos, Nichols, Weaver, Zelenak).
December 11, 2019

Carol Crothers moved the Board of Directors approve Regina Ford as a GVR Appointed Director on the GVR Foundation Board of Directors, to fill a three-year term expiring January 2023.
Seconded and passed: unanimously.
December 11, 2019

Charles Sieck moved the Board of Directors endorse the 1st annual "Green Valley Recreation Week" to be held January 26 - February 1, 2020, a GVR Foundation initiative.
Seconded and passed: unanimously.
December 11, 2019

January 29, 2020

Tom Sadowski moved the Board of Directors approve the Legal Opinion relative to the Corporate Policy Manual issue on campaigning be released to the membership as soon as possible.
Seconded and passed: unanimously.
January 29, 2020

Carol Crothers moved the Board of Directors adopt two changes to the Corporate Policy Manual (CPM):

- Section V. Fiscal/Accounting, Subsection 2. Reserve Policy, D. Emergency Reserve Fund: document Susan Vos recommendation for calculating Surplus/Deficit; and
- Section V. Fiscal/Accounting, Subsection 2. Reserve Policy, F. Initiatives Reserve Fund: transfer previously defined Initiatives Funding from Property Acquisition Capital Fees (PACF) and Initial Fees within 10 business days after the end of the month rather than quarterly.

Seconded and passed: 6 yes / 4 no (Coon, Gallegos, Weaver, Zelenak).
January 29, 2020

Suzan Curtin moved the Board of Directors approve Corporate Policy Manual (CPM) change:

SECTION VIII – GVR PROGRAMS/CLUBS

SUBSECTION 2. GVR CLUBS

C. Insurance

Seconded and passed: unanimously.

January 29, 2020

Charles Sieck moved the Board of Directors approve the existing CPM content be separated into 4 new documents: GVR Operations/Customers Manual, GVR Owners/Membership Manual, GVR Board Practices Manual, and GVR Board Archive. The first three documents to be assembled for approval by the February 26, 2020 Board meeting.

Seconded and passed: 7 yes / 3 no (Coon, Gallegos, Zelenak).

January 29, 2020

Suzan Curtin moved the Board of Directors grant Club status to the proposed GVR Cycling Club.

Seconded and passed: 8 yes / 2 abstain (Crothers, Sieck)

January 29, 2020

February 26, 2020

Denise Nichols moved the Board of Directors approve the Clay Studio to expand into the existing Fiesta Room at Santa Rita Springs.

Seconded and passed: unanimously.

February 26, 2020

Charles Sieck moved the Board of Directors endorse GVR transferring its merchant services and bank account provider to Bank of America and determine account signers related to the transfer.

Seconded and passed: unanimously.

February 26, 2020

March 18, 2020

Carol Crothers moved the Board of Directors adopt the Revised Investment Policy Statement as presented.

Seconded and passed: 11 yes / 1 no (Zelenak)

March 18, 2020

Charles Sieck moved the Board of Directors agree to the purchase of a GVR Glass Artists Club storage shed for no more than \$10,500 using current surplus operating funds.

Seconded and passed: unanimously.

March 18, 2020

May 12, 2020

Mike Zelenak moved the Board of Directors approve the Confidentiality Agreement for Committee Members as presented.

Seconded and passed: 11 Yes / 1 No (Vanderhoof).

May 12, 2020

May 20, 2020

Bev Lawless moved the Board of Directors suspend March 18, 2020 Investment Policy Statement, reverting back to April 24, 2019 Investment Policy Statement.

Seconded and passed: 8 yes / 4 no (Kelley, Sieck, Thornton, Vanderhoof)

May 20, 2020

Randy Howard moved the Board of Directors approve the P&E Committee to move forward with the East Center Pool project as expeditiously as possible, and earmarking currently estimated \$500,000 for the project.

Seconded and passed: unanimously.

May 20, 2020

July 1, 2020

Donna Coon moved the Board of Directors approve the transfer of \$823,063.00 from the Initiatives Reserve Fund to the Operations Reserve Fund to complete the funding requirements for the Pickleball Center Project.

Seconded and passed: 8 yes / 4 no (Kelley, Sieck, Thornton, Vanderhoof).

July 1, 2020

Randy Howard moved the Board of Directors accept the proposal from Ralph Andersen & Associates to perform the search for the new CEO for GVR for a fixed fee of \$34,750.00 including administrative expenses, plus an added contingency of \$5,000.00 for any travel expenses required.

Seconded and passed: unanimously.

July 1, 2020

Don Weaver moved the Board of Directors accept to move the Policy Governance BA Subcommittee from under Board Affairs to an Ad Hoc Committee for up to one (1) year.

Seconded and passed: 8 yes / 3 no (Gallegos, Lawless, Zelenak) / 1 abstain (Kelley).

July 1, 2020

Donna Coon moved the Board of Directors support the replacement of the Amended and Restated Bylaws of GVR Foundation adopted January 26, 2017 with the 2nd Amended and Restated Bylaws of GVR Foundation.

Seconded and passed: unanimously.

July 1, 2020

Jen Morningstar moved the Board of Directors put the transfer of GVR checking accounts and merchant services from Chase Bank to Bank of America on hold until a future date.

Seconded and passed: unanimously.

July 1, 2020

Charles Sieck moved the Board of Directors approve submitting a grant request to GVRF for the Member Assistance Program (MAP) and approves sending a letter of support to GVRF to assist in raising MAP funds.

Seconded and passed: unanimously.

July 1, 2020

July 29, 2020

Christine Gallegos moved the Board of Directors approve installation of "GVR Foundation Donor Recognition Wall" at West Center.

Seconded and passed: unanimously.

July 29, 2020

Donna Coon moved the Board of Directors approve 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.

Seconded and passed: 8 yes / 4 no (Gallegos, Sieck, Thornton, Vanderhoof).

July 29, 2020

Bev Lawless moved the Board of Directors approve the new Investment Policy Statement as presented.

Seconded and passed: 8 yes / 4 no (Kelley, Sieck, Thornton, Vanderhoof).

July 29, 2020

August 26, 2020

Christine Gallegos moved the Board of Directors accept proposed changes to the Board of Directors Code of Conduct and accept the Board Code of Conduct Enforcement Procedures, as amended, adding the change to 4.b) Removal from office, if the Director is an officer, per A.R.S. §10-3843(B).

Seconded and passed: 7 yes / 2 no (Thornton, Sieck) / 1 Abstain (Kelley)

August 26, 2020

Donna Coon moved the Board of Directors approve the Pickleball Club request to erect a 29' by 26' shade structure at the GVR Pickleball Center with installation by a licensed contractor, and funding by the GVR Pickleball Club in the amount of \$17,324.73, with consideration of reimbursement by GVR, to be completed no later than December 31, 2021.

Seconded and passed: 9 yes / 1 no (Kelley).

August 26, 2020

September 16, 2020

Mike Zelenak moved the Board of Directors name the GVR Pickleball Complex after Kent J. Blumenthal.

Seconded and passed: 7 yes / 4 no (Kelley, Sieck, Thornton, Vanderhoof).

September 16, 2020

September 30, 2020

Donna Coon moved the Board of Directors allocate up to \$20,000 from 2020 Non-Reserve Capital to complete the buildout of the Administrative Offices.

Seconded and passed: 9 yes / 1 no (Vanderhoof) / 2 abstain (Kelley, Sieck).

September 30, 2020

Donna Coon moved the Board of Directors approve the recommendation of the Fiscal Affairs Committee for changes to be made to the Corporate Policy Manual (CPM) relative to Reserve Funding.

Seconded and passed: 8 yes / 3 no (Sieck, Thornton, Vanderhoof) / 1 abstain (Gallegos).

September 30, 2020

Bev Lawless moved the Board of Directors change the Targets, Ranges, and Permitted Investments as stated to the Investment Policy Statement (IPS).

Seconded and passed: unanimously.

September 30, 2020

Christine Gallegos moved the Board of Directors amend the Corporate Policy Manual (CPM), Section IV. Facility Use.

Seconded and passed: unanimously.

September 30, 2020

Christine Gallegos moved the Board of Directors amend the Corporate Policy Manual (CPM) to add to Section IX. Risk Management, Subsection 3:

- C. Committee Members. Committee members shall be listed as additional insureds on the directors and officers liability policy.

Seconded and passed: unanimously.

September 30, 2020

Christine Gallegos moved the Board of Directors amend the Corporate Policy Manual, Section VI. Subsection 4. B. Committees of the Board of Directors.

Seconded and passed: unanimously.

September 30, 2020

Christine Gallegos moved the Board of Directors accept the following procedure for all CPM changes and include this language with BAC Committee charge in CPM:

If a committee wishes to make changes to the Corporate Policy Manual (CPM):

- a. The committee will provide a paragraph stating the purpose and goal of the proposed changes to the Board Affairs Committee (BAC).

- b. If the BAC approves the purpose and intent, BAC will forward to GVR's legal counsel to draft changes.
- c. The draft changes will be presented to BAC and the committee submitting the request.
- d. If approved by both the BAC and the committee, the draft will be forwarded as a recommendation to GVR Board of Directors for approval.

Seconded and passed: 6 yes / 4 no (Kelley, Sieck, Thornton, Vanderhoof) / 2 abstain (Howard, Tobiason).

September 30, 2020

October 7, 2020

Mark Kelley moved the Board of Directors authorize up to \$15,000 for a preliminary design study of the East Center Pool.

Seconded and passed: unanimously.

October 7, 2020

October 28, 2020

Donna Coon moved the Board of Directors adopt the 2021 Budget Summary III.

Seconded and passed: 7 yes / 5 no (Gallegos, Kelley, Sieck, Thornton, Vanderhoof).

October 28, 2020

Christine Gallegos moved the Board of Directors amend the Annual Dues Installment Payment Plan in the Corporate Policy Manual.

Seconded and passed: unanimously.

October 28, 2020

November 13, 2020

Donna Coon moved the Board of Directors approve payment for the purchase of the Canoa Hills Clubhouse from the Initiatives Reserve Fund.

Seconded and passed: unanimously.

November 13, 2020

Mike Zelenak moved the Board of Directors form an ad hoc committee for the purpose of conducting an internal investigation into the leak of confidential information to the local media.

Seconded and passed: unanimously.

November 13, 2020

December 16, 2020

Charles Sieck moved the Board of Directors agree there will be no 2020 Annual Meeting due to the COVID pandemic.

Seconded and passed: unanimously.

December 16, 2020

Charles Sieck moved the Board of Directors approve incoming CEO Scott Somers listed as Statutory Agent for GVR.
Seconded and passed: unanimously.
December 16, 2020

Christine Gallegos moved the Board of Directors accept recommendation from Board Affairs Committee regarding Corporate Policy Manual revision – Advertising as presented.
Seconded and passed: 11 yes / 1 no (Kelley).
December 16, 2020

December 29, 2020

Mark Kelley moved the Board of Directors dismiss the Investigation Committee.
Seconded and passed: 8 yes / 3 no (McIntosh, Weaver, Zelenak).
December 29, 2020

January 27, 2021

Christine Gallegos moved the Board of Directors give the Corporate Policy Manual (CPM) back to staff, so updates can be published and the Board can revisit the split at a later date.
Seconded and passed: 8 yes / 4 no (Kelley, Sieck, Sprinkle, Thornton).
January 27, 2021

Randy Howard moved the Board of Directors approve an agreement with Scott Rumel Architect, not to exceed \$85,000, for architecture and engineering services for the expansion and tenant improvements of Canoa Hills Clubhouse (CHCH), with Initiatives Fund as the source of funding.
Seconded and passed: unanimously.
January 27, 2021

Christine Gallegos moved the Board of Directors approve the proposed GVR Meditation Club as a GVR Club.
Seconded and passed: unanimously.
January 27, 2021

February 24, 2021

Mark Kelley moved the Board of Directors approve the 2021 CEO Work Plan.
Seconded and passed: unanimously.
February 24, 2021

Christine Gallegos moved the Board of Directors approve updates to the Investments Committee charge in Section VI, Subsection 4.6 of the Corporate Policy Manual.
Seconded and passed: 11 yes / 1 abstain (Kelley).
February 24, 2021

Christine Gallegos moved the Board of Directors direct the CEO to work with staff and the Board Affairs Committee to restructure the Corporate Policy Manual, with review by legal counsel as necessary, and with final approval by the Board of Directors.

Seconded and passed: unanimously.

February 24, 2021

Don Weaver moved the Board of Directors approve adding Scott Somers, Chief Executive Officer, as an authorized signer for GVR banking and investment accounts.

Passed unanimously via Unanimous Consent Resolution email. January 28, 2021

March 17, 2021

Randy Howard moved the Board of Directors approve staff to continue with design and cost estimating for replacing the East Center Pool and Spa based on Planning & Evaluation Committee and staff's recommended design, to include an estimate on the availability of a pool with an approximate cost of \$500,000.

Seconded and passed: unanimously.

March 17, 2021

March 31, 2021

Mark Kelley moved the Board of Directors instruct the CEO to conduct a thorough audit of election procedures, processes and vendors by adding this task to his 2021 Work Plan.

Seconded and passed: unanimously.

March 31, 2021

April 7, 2021

Nina Campfield moved the Board of Directors authorize the CEO to enter into an agreement with Zelos, LLC to facilitate the next 5-year strategic plan.

Seconded and passed: 9 yes / 2 no (Crothers, Hillyer).

April 7, 2021

April 14, 2021

Carol Crothers moved the Board of Directors charge the Board Affairs Committee to review the process of Board Committee terms, study the Bylaws and CPM mandates in this regard, meet with and get opinions from members, and return to the Board with their findings.

Seconded and passed: unanimously.

April 14, 2021

Don Weaver moved the Board of Directors approve the appointment of 2021-2022 Committee Chairpersons as nominated by the President.

Seconded and passed: 10 yes / 1 no (Crothers).

April 14, 2021

April 28, 2021

Nina Campfield moved the Board of Directors accept 2020 Audit Report as prepared by HBL.

Seconded and passed: unanimously.

April 28, 2021

Carol Crothers moved the Board of Directors approve staff proceed with demolition and removal of the East Center pool/spa and deck with Penhall Company at a cost not to exceed \$75,000.

Seconded and passed: unanimously.

April 28, 2021

Don Weaver moved the Board of Directors approve assessing late fees on delinquent member accounts in the amount of \$20 per month for the year 2021 beginning in May 2021.

Seconded and passed: 10 yes / 2 no (Bachelor, Crothers).

April 28, 2021

Kathi Bachelor moved the Board of Directors discontinue GVR's current advertising program but direct staff to revisit sponsorship possibilities at a later date when higher-priority, member-requested communications improvements have been established.

Seconded and passed: 10 yes / 2 no (Campfield, Zelenak).

April 28, 2021

Nina Campfield moved the Board of Directors engage Terrie Glass of Zelos, LLC for an additional half-day retreat in order to finish original agenda from previous meetings.

Seconded and passed: 8 yes / 4 no (Bachelor, Coon, Crothers, Hillyer).

April 28, 2021

May 26, 2021

Donna Coon moved the Board of Directors approve Susan Vos' recommendations for calculating the year-end surplus/loss as presented.

Seconded and passed: unanimously.

May 26, 2021

Donna Coon moved the Board of Directors approve the creation of a Major Asset Replacement Reserve Fund.

Seconded and passed: 8 yes / 4 no (Bachelor, Crothers, Gallegos, Hillyer).

May 26, 2021

Kathi Bachelor moved the Board of Directors authorize staff to pursue finalizing construction/bid documents and seek proposals for the construction for Option #1 of the East Center Pool Replacement Project and to seek competing bids from three (3) qualified commercial swimming pool contractors and present submitted proposals to the Board of Directors for consideration and award.

Seconded and passed: 11 yes / 1 no (McIntosh).
May 26, 2021

Nina Campfield moved the Board of Directors to reimburse the GVR Pickleball Club \$17,324.73 for the cost and installation of a shade structure at the GVR Pickleball Center.

Seconded and passed: 7 yes / 5 no (Bachelor, Coon, Crothers, Hillyer, Weaver).
May 26, 2021

Nina Campfield moved the Board of Directors approve guest fees for Square and Round Dance Club from \$4 to \$2 for the remainder of 2021.

Seconded and passed: 11 yes / 1 no (Weaver).
May 26, 2021

Carol Crothers moved the Board of Directors authorize Board President Zelenak and CEO Somers to sign the letter presented, urging the County to add bike lanes on Camino de la Canoa, the busy road to the Pickleball Center and ballpark.

Seconded and passed: unanimously.
May 26, 2021

June 23, 2021

Nina Campfield moved the Board of Directors to direct staff to pursue reducing the African Daisies coverage area at East Center and plant water conservative vegetation and ground cover.

Seconded and passed: 11 yes / 1 no (Gallegos).
June 23, 2021

Nina Campfield moved the Board of Directors approve placing the Amended and Restated Bylaws on the 2022 ballot.

Seconded and passed: 9 yes / 3 no (Bachelor, Crothers, Hillyer).
June 23, 2021

Nina Campfield moved the Board of Directors approve the following change to the Corporate Policy Manual, Section VIII. GVR Programs/Clubs, Subsection 2. GVR Clubs, A. Organization, 9. If the Board approves the request for club status, the Club Liaison will notify the Club President so they will file for a club Employers Identification Number (EIN). ~~File for an Employers Identification Number (EIN) on behalf of the club, if the club has not already filed for an EIN.~~

Seconded and passed: unanimously.
June 23, 2021

July 28, 2021

Ted Boyett moved the Board of Directors approve and adopt the five-year Strategic Plan as prepared by Zelos, LLC.

Seconded and passed: unanimously.
July 28, 2021

Nina Campfield moved the Board of Directors approve a purchase agreement between GVR and GVR Foundation conveying ownership of the Canoa Hills Clubhouse parking lot to GVR, paying \$11,000 annual for ten years for a total payment of \$110,000 AND approve a lease agreement between GVR and the GVR Foundation that provides approximately 169 sq. ft. of office space in the Canoa Ranch Center to the GVR Foundation as drafted.

Seconded and passed: 8 yes / 3 no (Crothers, Gallegos, Hillyer).

July 28, 2021

Donna Coon moved the Board of Directors approve the changes to the Corporate Policy Manual, Section V. Fiscal/Accounting, Subsection 2. Reserve Policy, C. Maintenance of GVR Financial Reserve System, relative to the Reserve Funding and the Annual Operating Surplus/Deficit Calculation.

Seconded and passed: unanimously.

July 28, 2021

Nina Campfield moved the Board of Directors amend the Corporate Policy Manual, Section VI. Board/Board Committees, Subsection 1. Powers, Duties, And Responsibilities of the Board of Directors, by adding J. Director Requests for Records/Data/Information.

Seconded and passed: 8 yes / 3 no (Bachelor, Gallegos, Hillyer).

July 28, 2021

Nina Campfield moved the Board of Directors waive attorney-client privilege as to Wendy Ehrlich's opinion dated 1/11/19 regarding the interpretation of Bylaws Article VI, Section 2.

Seconded and passed: unanimously.

July 28, 2021

August 25, 2021

Donna Coon moved the Board of Directors to authorize staff to transfer the 2020 Operations surplus of \$125,871 to the Initiatives Reserve Account.

Seconded and passed: unanimously.

August 25, 2021

Donna Coon moved the Board of Directors to adopt the recommended formula and to transfer \$500,000 from Operating Cash to the Initiatives Board Designated Reserve.

Seconded and passed: unanimously.

August 25, 2021

Donna Coon moved the Board of Directors to authorize staff to create a separate Major Pool and Spa Replacement account as Part B of the existing MRR Reserve, and to eliminate the recently approved Major Asset Replacement Fund (MAR).

Seconded and passed: unanimously.

August 25, 2021

September 22, 2021

Connie Griffin moved the Board of Directors to update the CPM by changing Section IV.1.L. to read: GVR facilities will not be used by any member for commercial purposes with the following exceptions: (1) with the prior written approval of GVR administration, a GVR member may temporarily display items for sale at a particular facility if they are intended to assist or benefit those using that facility to participate in the associated/related activity; and (2) personal sales resulting from hobby pursuits. It is the responsibility of each individual seller to obtain an Arizona Transaction Privilege Tax License.

Seconded and passed: unanimously.

September 22, 2021

Donna Coon moved the Board of Directors to approve the Operating Cash Policy as written per the attachment and approve including it in the CPM as Section V. Fiscal/Accounting, Subsection 3. Operating Cash Policy. This policy now contains an update to the formula approved at the Board of Directors Meeting on August 25, 2021.

Seconded and passed: unanimously.

September 22, 2021

October 20, 2021

Randy Howard moved the Board of Directors authorize the CEO to proceed with negotiations with one or both of the contractors who submitted bid proposals in order to reach an all-in total contract amount of less than \$1 million through value engineering or reasonable scope of work changes that will not change the character or the usage of the pool as designed within 30 days and ask for value engineering from both bidders and they provide the specific cost for each item and staff would bring back to the Board with its recommendation as to which items should be eliminated and/or kept.

Seconded and passed: 9 yes / 3 no (Bachelor, Crothers, Hillyer).

October 20, 2021

October 27, 2021

Donna Coon moved the Board of Directors approve the FAC Recommended 2022 Operations and Capital Budget, Long-Term Capital Funding Projections, and corresponding Fee Schedule.

Seconded and passed: unanimously.

October 27, 2021

Nina Campfield moved the Board of Directors authorize the CEO to accept the bid from Cimmaron Circle Construction Company to build the East Center Pool with the original design, at a cost not to exceed \$1,130,654.

Seconded and passed: 10 yes / 2 no (Griffin, McIntosh).

October 27, 2021

Donna Coon moved the Board of Directors approve the Corporate Policy Manual (CPM) changes attached to amend Section V. Subsection 2. and to create a new CPM section in Appendix I. Subsection 7. – Reserve Study Policy.
Seconded and passed: unanimously.
October 27, 2021

Mark McIntosh moved the Board of Directors approve Telephone Voting for GVR Members in the Vote-Now contract along with Paper Ballots and Email Voting.
Seconded and passed: unanimously.
October 27, 2021

Mark McIntosh moved the Board of Directors approve to submit a grant request to GVR Foundation (GVRF) in the amount of \$25,000 each year for the next three (3) years for the Member Assistance Program (MAP).
Seconded and passed: unanimously.
October 27, 2021

December 6, 2021

Kathi Bachelor moved the Board of Directors approve the GVR Staff to provide an accounting of all GVR fees, cost and expenses incurred in respect to legal, accounting, and consulting services beginning 2018 til present. This would include, but not be limited to, Attorney Wendy Ehrlich, Jim Jutry, Randall Evans, as well as Regier Carr and Monroe LLP, CPA, and Brown Dog Consulting. Said fees to be separated by requesting persons, i.e.: President, Vice President, CEO and Committee Chairpersons, with combined amounts for each title, by year.
Amended Motion Seconded and passed: unanimously.
December 6, 2021

Carol Crothers moved the Board of Directors approve Director Crothers' statement regarding President Zelenak's announcement of her public censure be added to the appropriate Executive Session Minutes in lieu of the regular meeting minutes of October 27.
Amended Motion Seconded and passed: 9 yes / 3 no (Bachelor, Crothers, Hillyer).
December 6, 2021

December 15, 2021

Donna Coon moved the Board of Directors authorize staff to complete the following fund transfers to the Maintenance, Repair, Replace part B. 1) Transfer \$169,553 from Operating Cash to MRR-B. 2) Transfer \$117,616 from MRR-A to MRR-B. 3) Transfer \$1,013,038 from Initiative Reserves to MRR-B.
Seconded and passed: unanimously.
December 15, 2021

Nina Campfield moved the Board of Directors approve the revision of CPM Section II, Subsections 3 and 4 as per the attached.
Seconded and passed: 8 yes / 3 no (Bachelor, Crothers, Hillyer).
December 15, 2021

Nina Campfield moved the Board of Directors recommend the amended and restated Bylaws, version 3 to the members.
Seconded and passed: 8 yes / 3 no (Bachelor, Crothers, Hillyer).
December 15, 2021

Nina Campfield moved the Board of Directors accept the organization structure for GVR's Corporate Policy Manual:
Part 1: Membership
Part 2: Board of Directors
Part 3: Committees
Part 4: Chief Executive Officer
Part 5: Fiscal/Accounting
Part 6: GVR Programs and Clubs
Part 7: Communications
Part 8: Risk Management
Part 9: Human Resources
Part 10: Miscellaneous
Appendix – Board Policies
Seconded and passed: 9 yes / 2 no (Crothers, Hillyer).
December 15, 2021

Ted Boyett moved the Board of Directors direct staff to pursue the recommendation made by the P&E Committee to pursue the Plan A capital plan, as presented and attached, which includes Phase 1 design services, the costs of which shall not exceed \$50,000, for an Arts Center at West Center and a fitness center expansion at the Desert Hills Center shuffleboard location, with the understanding that staff will present the results of the Phase 1 design to the Board once completed, at which time, the Board will provide direction to staff on how and if to proceed.
Seconded and passed: unanimously.
December 15, 2021

Connie Griffin moved the Board of Directors direct the Board Affairs Committee to research, discuss, and evaluate options for a potential future GVR policy with regards to seeking donations and contributions from GVR members, Green Valley Residents and/or other interested parties or stakeholders when GVR is seeking to fund non-philanthropic capital projects.
Seconded and passed: 10 yes / 1 no (Bachelor).
December 15, 2021

Mike Zelenak moved the Board of Directors establish an Ad Hoc Committee entitled, 'Non-Dues Revenue Production & Community Engagement.' The general purpose of the Committee is to consider advertising and other revenue-producing opportunities to expand non-dues revenue streams that will reduce GVR's reliance on membership dues and will enhance GVR's relationship with area community groups and nonprofit organizations, and make recommendations to the Board.
Seconded and passed: 9 yes / 2 no (Bachelor, Crothers).
December 15, 2021

Ted Boyett moved the Board of Directors authorize the GVR to set the Record Date for 2022 Election as January 28, 2022. Members who are not in good standing as of 4pm (MST) on this date will not be eligible to vote in the 2022 election.
Seconded and passed: 10 yes / 1 no (Bachelor).
December 15, 2021

Ted Boyett moved the Board of Directors rescind telephone voting that was approved at October 27, 2021, Regular Board Meeting for GVR members.
Seconded and passed: unanimously.
December 15, 2021

Connie Griffin moved the Board of Directors approve the proposed Green Valley Recreation, Inc. (GVR) Fraud Risk Policy.
Seconded and passed: unanimously.
December 15, 2021

Mike Zelenak moved the Board of Directors appoint Ted Boyett the N&E Chair.
Seconded and passed: 10 yes / 1 no (Crothers).
December 15, 2021

The Board of Directors approved the corrected Tenant Fees on the Fee Schedule.
Passed: unanimously, via Unanimous Consent Resolution email. October 28, 2021

January 7, 2022

President Zelenak moved the Board of Directors approve in response to the Pima County Board of Supervisors December 21, 2021, Resolution, the GVR Board takes the following action that remains in effect through February 28, 2022:
1) Recommend that GVR members and guests wear a face covering when indoors on GVR property when six feet of physical distance cannot be maintained.
Amended Motion Seconded and passed: unanimously.
January 7, 2022

January 26, 2022

Director Coon moved the Board of Directors approve the recommendation for the creation of a Growth Task Force to study and to project housing, demographics, population needs, and development issues of Green Valley.
Seconded and passed: unanimously.
January 26, 2022

Director Campfield moved the Board of Directors approve the recommendation by the Board of Directors, as approved by the Board Affairs Committee and reviewed by legal counsel, that members vote in favor of the Amended and Restated Bylaws.
Seconded and passed: 8 yes / 3 no (Bachelor, Crothers, Hillyer).
January 26, 2022

Director Campfield moved the Board of Directors table the subject of the Communication Ad Hoc Committee.

Seconded and passed: 11 yes / 1 no (Crothers).
January 26, 2022

Director Crothers moved the Board of Directors postpone discussion to approve the resolution for GVR to support the Foundation Games until the February Regular Board meeting, and at that time bring forth the appropriate background information, including any kind of contractual arrangements being made and a budget of what is the expected cost to GVR.

Seconded and passed: unanimously.
January 26, 2022

The Board of Directors approved to move excess operating cash to the Initiative Reserves.

Passed: unanimously, via Unanimous Consent Resolution email. December 22, 2021

February 7, 2022

Director Campfield moved the Board of Directors approve Part 1 of the revised Corporate Policy Manual as recommended by the Board Affairs Committee with these amendments:

- remove the forms of payment on Part 1 Section 1.1.8
- add tenants on 1.2.2.2 to purchase daily guest cards
- the language defining GVR guest be left in the CPM
- remove 1.3.6 D. last statement "Authorization of GVR Foundation activities are subject to terms of the GVR/GVR Foundation Resource Sharing Agreement (see APPENDIX I – BOARD POLICIES, Subsection 4)."

Amended Motion Seconded and passed: 9 yes / 2 no (Crothers, Hillyer).
February 7, 2022

Director Gallegos moved the Board of Directors postpone Section 2.1.2.b to February 23 Regular Board Meeting and have Directors Bachelor and Lawless, and CEO Somers work on language to be agreed upon and brought before the Board.

Seconded and passed: unanimously.
February 7, 2022

Director Crothers moved the Board of Directors postpone the discussion to approve Part 2 of the revised Corporate Policy Manual as recommended by the Board Affairs Committee to the February 23 Board Meeting.

Seconded and passed: unanimously.
February 7, 2022

February 23, 2022

President Zelenak moved the Board of Directors appoint Kathi Bachelor as the Audit Chair.

Seconded and passed: 9 / 1 abstained (Bachelor).
February 23, 2022

Director Coon moved the Board of Directors direct staff to move forward with developing the scope of work and cost options of the TEP-approved West Center Electric Vehicle Charging Station project design. Bring options and preliminary cost estimates to a future regular meeting of the Board of Directors. Also, include an analysis of employee-owned vehicles versus fleet vehicles, cost benefit analysis of the charging stations including the faster chargers, research for the faster charging stations, the amount it would cost GVR, and understand the TEP incentives for the faster chargers.

Amended Motion Seconded and passed: unanimously.

February 23, 2022

Director Gallegos moved the Board of Directors accept P&E Committee's recommendations to make minimal improvements to the upper level of the Canoa Hills Clubhouse, a usable drop-in space for GVR Members, and to remodel the shuffleboard courts at Desert Hills to a Health/Fitness Facility, and to add monthly progress reports once the scope and cost are identified, and to complete the project this year.

Amended Motion Seconded and passed: 7 yes / 3 no (Bachelor, Coon, Howard).

February 23, 2022

Director Boyett moved the Board of Directors approve that GVR employees, officials, or members that become aware of any language and/or behavior that threatens life, bodily harm, injury and/or property damage, are required to report the threat to GVR officials. If the threat is imminent, GVR employees must call emergency services (911) immediately. If the threat is not imminent, GVR employees shall report it to management as soon as it becomes safe to do so. When notified of a threat, management will report the threat to local authorities. GVR members are to immediately report a threat to GVR employees, and if the threat is imminent, immediately report it to emergency services (911) as well.

In all cases those facing a threat should first take protective and defensive action for themselves and the intended target(s) of the threat.

Additionally, GVR staff is here by authorized to develop a Prevention and Protection Plan to capture these safety steps, as well as other safety measures as deemed necessary. This document shall be included within GVR's Risk Management Plan.

Seconded and passed: 6 yes / 5 no (Bachelor, Campfield, Crothers, Gallegos, Hillyer).

February 23, 2022

Director Boyett moved the Board of Directors postpone approval of rewording CPM Part 2, Section 2.1.2.b to a meeting to be determined.

Seconded and passed: 9 yes / 1 no (Campfield).

February 23, 2022

Director Crothers moved the Board of Directors postpone review and approval of CPM Parts 2, 3, and 4 to a future date.

Seconded and passed: unanimously.

February 23, 2022

March 4, 2022

Director Campfield moved the Board of Directors approve Part 10 of the CPM as recommended by Board Affairs Committee and pending legal review.

Seconded and passed: 7 yes / 4 no (Austin, Bachelor, Crothers, Hillyer).

March 4, 2022

Director Campfield moved the Board of Directors approve Part 9 of the CPM as recommended by Board Affairs Committee and pending legal review.

Seconded and passed: 8 yes / 2 no (Austin, Hillyer).

March 4, 2022

Director Campfield moved the Board of Directors approve Part 8 of the CPM as recommended by Board Affairs Committee and pending legal review, as amended to add the word volunteers on 8.2.5 following the word employees and before agents.

Amended Motion Seconded and passed: unanimously.

March 4, 2022

Director Bachelor moved the Board of Directors postpone Part 7 of the CPM to a later date (within six months) and have staff review it to make a recommendation to the Board.

Seconded and passed: 10 yes / 1 no (Campfield).

March 4, 2022

Director Campfield moved the Board of Directors approve Part 6 of the CPM as recommended by Board Affairs Committee.

Seconded and passed: 7 yes / 4 no (Austin, Bachelor, Crothers, Hillyer).

March 4, 2022

Director Bachelor moved the Board of Directors postpone approval of the whole section of Part 4 for six months for staff and incoming Board to work on to come to an agreement for both parties.

Amended Motion Seconded and passed: 10 yes / 1 no (Campfield).

March 4, 2022

March 23, 2022

Director Bachelor moved the Board of Directors delay voting on Parts 2 and 3 of the CPM until after New Business.

Seconded and passed: 7 yes / 3 no (Campfield, Lawless, McIntosh).

March 23, 2022

Director Gallegos moved the Board of Directors approve the 2022 proposed Work Plan as presented.

Seconded and passed: unanimously.

March 23, 2022

Director Zelenak moved the Board of Directors approve videos of Committee meetings be available to the membership for 60 days and then archived to a secure location, and Board meetings are kept on YouTube for up to one (1) year. Amended Motion Seconded and passed: 9 yes / 1 abstained (Campfield).
March 23, 2022

Director Hillyer moved the Board of Directors postpone a proposed Dog Park to April at the Regular Meeting of the Board so staff are given time to reassess and gather input from the Tennis, Desert Hills Center, HOA and the neighborhoods around the area.
Seconded and passed: 7 yes / 3 no (Boyett, Campfield, Gallegos).
March 23, 2022

Director Austin moved the Board of Directors allow GVR members attending the meeting to speak to the Board of Directors their pros and cons about the proposed dog park.
Seconded and passed: 8 yes / 1 no (Campfield).
March 23, 2022

April 20, 2022

Director Bachelor moved the Board of Directors approve the appointment of 2022-2023 Committee Chairpersons as nominated by the President.

Appointed Chairs:

Audit Committee – Nancy Austin

Board Affairs Committee (BAC) – Donna Coon

Fiscal Affairs Committee (FAC) – Carol Crothers

Investments Committee – Bev Lawless

Nominations and Elections Committee (N&E) – Beth Dingman

Planning and Evaluation Committee (P&E) – Bart Hillyer

Seconded and passed: unanimously.

April 20, 2022

Director Bachelor moved the Board of Directors direct the CEO to continue with updating the CPM into the new outline, and to develop additional recommended improvements to forward to the Board Affairs Committee for discussion and consideration.

Seconded and passed: unanimously.

April 20, 2022

Director Carden moved the Board of Directors to direct the CEO to issue an RFP for general legal services.

Seconded and passed: 11 yes / 1 no (Gilbert).

April 20, 2022

April 27, 2022

Director Gilbert moved the Board of Directors accept the audit.

Seconded and passed: unanimously. April 27, 2022

Director Crothers moved the Board of Directors amend a change to the CPM verbiage located in Section II Subsection 3 which will return the name of the Disclosure Fee to Transfer Fee and amend the definition by defining "Transfer Fee" as follows: Transfer Fees: There shall be a charge for the processing of the documents upon a change in the title of a membership property.

Seconded and passed: unanimously.

April 27, 2022

May 25, 2022

Director Crothers moved the Board of Directors transfer any amount in excess of \$500,000 to the Initiatives Fund or other fund depending on the need of the project at the discretion of staff after working with our consultant to determine the best time to make that transfer.

Seconded and passed: unanimously.

May 25, 2022

Director Dean moved the Board of Directors not hold Board Meetings in June and August unless there is an absolute need and Special Meetings could be called if needed.

Seconded and passed: unanimously.

May 25, 2022

July 13, 2022

Director Austin moved the Board of Directors award the contract to the firm of R&A CPA to be GVR's auditing firm for the next three years.

Seconded and passed: unanimously.

July 13, 2022

Director Bachelor moved the Board of Directors award the contract to Single Focus Web for website design and development, and one year of support for staff training.

Seconded and passed: unanimously.

July 13, 2022

Director Boyett moved the Board of Directors approve the Risk Management Threat Policy described by David Webster.

Seconded and passed: unanimously.

July 13, 2022

Director Bachelor moved the Board of Directors accept the engagement letter from Carpenter Hazlewood to be the General Counsel for GVR.

Seconded and passed: unanimously.

July 13, 2022

August 24, 2022

Director Coon moved the Board of Directors approve the request to grant club status to the GVR Canine Club.

Seconded and passed: unanimously.

August 24, 2022

Director Bachelor moved the Board of Directors to award the construction contract of the GVR Desert Hills Fitness Center Tenant Improvement to Barker Contracting, and to authorize the President to sign the contract after consultation with staff and counsel about any final language concerning the mechanics lien section of the contract.

Seconded and passed: unanimously.

August 24, 2022

September 28, 2022

Director Coon moved the Board of Directors to change CPM Part 3 Committee, Section 6 Nominations & Elections Committee – 3.6.2.A.2 from at least 120 days to at least 90 days prior to the Annual Meeting to submit slate of candidates to the Board of Directors.

Seconded and passed: unanimously.

September 28, 2022

Director Coon moved the Board of Directors approve the additions and amended portions of Part 2 of the CPM, including the two amendments in Code of Conduct 1) keeping 2.4.1.A.6.b and 2) 2.4.1.A.6.d changing “support” to “uphold” to read “Directors are expected to uphold duly-adopted Board decisions despite any personal disagreement therewith.”

Amended motion seconded and passed: unanimously.

September 28, 2022

October 26, 2022

Note: Due to September 28, 2022, approval of CPM Part 2, minutes will now include Director’s name for seconded.

Director Bachelor moved, Director Dingman seconded to accept the FAC recommended approval of 2023 budget including the reduction of the dues increase to \$5 with the decreased amount to the 2023 transfer from operation to MRR reserve as presented.

Passed: 7 yes / 5 no (Austin, Blake, Boyett, Dean, Hillyer)

October 26, 2022

Director Coon moved, Director Blake seconded to approve the recommendations from the BAC for the Guest Policy provided in the clean copy of the CPM Part 1 as follows:

SECTION 2 - USE OF GVR FACILITIES

Guest Policy (effective 1/1/2020)

- A. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, CRCF Resident, or Life Care Member of GVR and who live outside a twenty (20) mile distance from established GVR boundaries.
- B. GVR Members, Assigned Members, Life Care Members and CRCF Residents may purchase one (1) annual guest card which allows for four (4) adults per visit with unlimited visits. Annual guest cards are valid through the end of the calendar year and fees are not prorated. No more than one (1) annual guest card may be purchased by a GVR Member regardless of the number of properties owned and may not be purchased for tenant-occupied properties.
- C. GVR Members, Assigned Members, Life Care Members, CRCF Residents, and Tenants may purchase daily guest cards which allow for four (4) adults on a specific day.
- D. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities.
- E. Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
- F. Replacement of a lost or damaged annual guest card must be obtained at a customer service office for a fee established by the Board. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a customer service office before a replacement card will be issued.
- G. Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
- H. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID card.

Passed: 12 unanimous
October 26, 2022

Director Dean moved, Director Hillyer seconded to postpone CPM Part 3 Committees to the next Regular Board meeting.

Passed. 11 yes / 1 no (Gilbert)
October 26, 2022

November 16, 2022

Director Dean moved, Director Blake seconded to authorize staff to obtain quotes and draft contracts for Board approval to improve safety measures and protocols at all GVR facilities.

Passed: unanimous
November 16, 2022

Director Dean moved, Director Blake seconded to approve the Board Affairs Committee recommendations for the changes in CPM Part 4 Chief Executive Officer and approve the recommendations.

Passed: 9 yes / 1 no (Lawless) / 1 did not vote (Boyett)
November 16, 2022

Director Carden moved, Director Lawless seconded to continue moving forward with a vision of creating a social gathering recreation center. Build out the entire building to include the lower level to accommodate a minimum of 5 billiards and pool tables and other game-type activities, adding restrooms, a lift or elevator, and a stairwell to connect the two levels; and by seeking a solution to provide a wide variety of food and beverage options (such as a vendor).

Passed: 9 yes / 2 no (Austin and Crothers)

November 16, 2022

January 25, 2023

Director Boyett moved, Director Lawless seconded to approve the Consent Agenda including the amendment to the November 16, 2022, Minutes and removing C.1.

A. Minutes:

1) BOD Regular Meeting Minutes: November 16, 2022

2) BOD Work Session Minutes: January 18, 2023

B. Financial Statements:

1) November Financial Report

C. Board Business

1) Pulled from this meeting and Board Affairs will revisit the topic at the February meeting - Amend Corporate Policy Manual (CPM) Part 6, Section 2 Membership/Guests/Monitoring: 6.2.2.K.5.

2) Amend CPM Part 6, Section 3 Hobby Shops & Studio Clubs: 6.3.4.A&B

Passed: unanimous

January 25, 2023

President Bachelor moved, Director Boyett seconded to award the construction contract of the GVR Glass Artists Tenant Improvement to Barker Contracting.

Failed: 6 yes (Bachelor, Boyett, Coon, Dingman, Gilbert, Lawless) / 6 no

January 25, 2023

Director Boyett moved, Director Dingman seconded to award Barker Contracting the contract to construct Option B, estimated at \$300,000 for the Expansion of GVR Ceramics Club at Desert Hills.

Failed: 6 yes (Bachelor, Boyett, Coon, Dingman, Gilbert, Lawless) / 6 no

January 25, 2023

February 22, 2023

Director Lawless moved, Director Boyett seconded to amend the Agenda by removing Action Item 8.F. (Request Administration Prepare Glass Arts Design for 2,500 Square Feet and Send for Competitive Bid)

Failed: 6 yes (Bachelor, Boyett, Coon, Dingman, Gilbert, Lawless) / 6 no

February 22, 2023

Director Hillyer moved, Director Dean seconded to delete the sentence "GVR's Compensation Philosophy includes a strategy to eventually "meet" the labor market

by aligning its pay ranges to the 50th percentile of the respective market ranges, which may require more than one fiscal year to achieve.”

Director Boyett proposed to keep the first part of the sentence by putting a period after “market” and to remove the word “eventually.” The sentence reads “GVR’s Compensation Philosophy includes a strategy to “meet” the labor market.” Director Hillyer and Director Dean agreed to Director Boyett’s proposal.

Passed: unanimous
February 22, 2023

Director Carden moved, Director Lawless seconded to adopt the Compensation Philosophy as amended.

Passed: unanimous
February 22, 2023

Director Bachelor moved, Director Dingman seconded to approve the Board Credo.

Director Boyett moved, Director Lawless seconded to add to the Board Credo’s first set of bullets at the bottom: “We commit to abide by the current GVR governing documents.”

Passed: 8 yes / 3 no (Austin, Crothers, Hillyer) / 1 abstain (Dean)
Amended Motion Passed: 10 yes / 1 no (Hillyer) / 1 abstain (Dean)

Amended Motion: Approve the Board Credo with the addition of the sentence “We commit to abide by the current GVR governing documents,” as last bullet in the “As individually elected board members we commit to our members” section.

February 22, 2023

Director Coon moved, Director Dean seconded to approve the recommendation from the Board Affairs Committee for the “clean’ version, as attached, Part 3 – Committees, Section 1.

Passed: unanimous
February 22, 2023

March 8, 2023

Director Lawless moved, Director Boyett seconded to award a contract for the Glass Artists Improvement Project to Canyon Building & Design, with an amount not to exceed \$734,232.38, and authorize the President to sign the contract, subject to legal counsel final review and approval.

Passed: 11 yes / 1 no (Hillyer)
March 8, 2023

Director Lawless moved, Director Blake seconded to direct staff to work with an architect to develop complete permit and bid-ready construction documents and cost estimates which would expand the current Ceramics Club space from 2,560 sq ft to 3,488 sq ft and bring the entire space up to County Code requirements; with a cost not to exceed \$35,000.

Passed: Unanimous
March 8, 2023

March 22, 2023

Director Boyett moved, Director Blake seconded to approve the Consent Agenda as amended.

A. Minutes

- 1) BOD Regular Meeting Minutes: February 22, 2023
- 2) BOD Special Meeting Minutes: March 8, 2023
- 3) BOD Work Session Meeting Minutes: March 15, 2023

B. Financial Statement

- 1) February Draft Financial Statement

C. Board Business

- 1) Approve Recommended Amendments to CPM Part 7 – Moved to Action Item
- 2) CPM Part 6, Section 2 Membership/Guests/Monitoring 6.2.2.K.1-5
- 3) Placement of Board Credo in CPM – Moved to Action Item

Passed: unanimous

March 22, 2023

Director Boyett moved, Director Dingman seconded to approve the recommended amendments to CPM Part 7.

Passed: 9 yes / 3 no (Hillyer, Austin, Dean)

March 22, 2023

Director Dean moved, Director Hillyer seconded to reject the whole document, except for the first paragraph only to be put in the Corporate Policy Manual.

Passed: 7 yes / no 5 (Bachelor, Boyett, Dingman, Gilbert, Lawless)

March 22, 2023

Director Coon moved, Director Gilbert seconded to approve the Board Affairs Committee decision on the placement of the Board Credo first paragraph in Part 2, Section 1, and renumber the rest of Part 2.

Passed: 11 yes / 1 no (Hillyer)

March 22, 2023

Director Coon moved, Director Crothers seconded to accept the Board Affairs Committee recommendation to approve an application to establish a GVR Italian Club.

Passed: unanimous

March 22, 2023

Director Crothers moved, Director Coon seconded to approve the 2023 proposed Work Plan.

Passed: unanimous

March 22, 2023

Director Gilbert moved, Director Crothers seconded to authorize the transfer of an expense from Initiatives to Operations and authorize an expenditure of \$75,403.57 from Initiatives to pay the balance owed on fitness equipment for the Desert Hills Fitness Center.

Passed: unanimous

March 22, 2023

Director Crothers moved, Director Boyett seconded to approve the Procurement and Spending Authority Policy and put in the Corporate Policy Manual in Part 5 Fiscal/Accounting, as Section 4.

MOTION TO AMEND: Director Dingman moved, Director Gilbert seconded to move the amount to \$25,000 versus the \$5,000 before a bid or quote is needed. Failed: 4 yes (Bachelor, Boyett, Dingman, Gilbert) / 7 no (Nancy Austin was not available to vote)

SECOND MOTION TO AMEND: Director Lawless moved, Director Crothers seconded to decrease the amount to \$10,000 from \$25,000. Passed: 10 yes / 2 no (Bachelor, Dingman)

AMENDED MOTION PASSED: unanimous

***Amended Motion:** Approve the Procurement and Spending Authority Policy with the amended \$10,000 amount for not requiring a bid and put this policy in the Corporate Policy Manual in Part 5 Fiscal/Accounting, as Section 4.*

March 22, 2023

Director Crothers moved, Director Blake seconded to approve the traditional major project approval process is followed until a new policy is defined and approved by the Board. The process is defined in the Board report under Background Justification.

Director Crothers moved that the Board request detailed project plans with all contingencies identified for all major projects. Plans will be updated monthly. The Board will commit to addressing any potential delays caused by the Board or its committees.

MOTION TO AMEND: Director Boyett moved, Director Gilbert seconded to amend that both of these motions be sent back to the appropriate committees for recommendations: Board Affairs, Fiscal Affairs, Planning and Evaluation Committees. Then send to staff for direction. Use Director Crothers' recommendation for the committees to work from.

FAILED: 6 yes / 6 no (Austin, Carden, Coon, Crothers, Dean, Hillyer)

March 22, 2023

Director Boyett moved, Director Lawless seconded to table this discussion until we receive more feedback from staff and committees. Bring this back at the June Work Session and Regular Meeting.

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

March 22, 2023

March 29, 2023

Director Bachelor moved, Director Gilbert seconded to amend the Agenda to include Action Items 3.B. Approval of Audit for 2022.

Failed: 6 yes (Bachelor, Blake, Boyett, Dingman, Gilbert, Lawless) / 6 no

March 29, 2023

April 5, 2023

Director Blake moved, Director Austin seconded to approve Committee Chairs as appointed by the President: Nancy Austin – Chair of Audit Committee, Carol Crothers – Chair of Board Affairs Committee, Jim Carden – Chair of Fiscal Affairs Committee, Bev Lawless – Chair of Investments Committee, Beth Dingman – Chair of Nominations and Elections Committee, and Kathi Bachelor – Chair of Planning and Evaluation Committee.

Passed: 8 yes / 4 no (Bachelor, Boyett, Gilbert, Lawless)

April 5, 2023

MOTION TO AMEND: Director Boyett moved, Director Lawless seconded to separate the slate to vote for each Committee Chair.

Failed: 5 yes (Bachelor, Boyett, Dingman, Gilbert, Lawless) / 7 no

April 5, 2023

Director Crothers moved, Director Blake seconded to accept the Audit.

Passed: unanimous

April 5, 2023

April 26, 2023

Director Carden moved, Director Dean seconded to postpone 9.B. 2022 Surplus Transfer to the May 24 meeting.

Passed: 7 yes / 4 no (Bachelor, Dingman, Gilbert, Lawless) / 1 abstain (Boyett)

April 26, 2023

Director Crothers moved, Director Dean seconded for the Board to see the high-level conceptual drawings of the Del Sol Clubhouse for May from architects and how the building will be used.

Passed: 7 yes / 5 no (Bachelor, Boyett, Dingman, Gilbert, Lawless)

April 26, 2023

Director Carden moved, Director Blake seconded to approve the Annual Meeting Calendar.

Passed: unanimous

April 26, 2023

Director Boyett moved, Director Lawless seconded to award a contract to PrevenTronics for security cameras.

Failed: 5 yes (Bachelor, Boyett, Dingman, Gilbert, Lawless) / 7 no

April 26, 2023

Director Hillyer moved, Director Carden seconded that staff be asked to conduct surveys, through the eBlast or other methods, of the GVR members to seek their input on cameras (how many and where). Director Hillyer will write the survey questions and provide to the Directors by email by May 10. The survey questions will be brought before the Board at the May Regular meeting for approval.

Passed: 7 yes / 3 no (Bachelor, Boyett, Lawless)
April 26, 2023

May 24, 2023

Director Dingman moved, Director Blake seconded to continue moving forward with developing the architectural plans and construction documents for creating a social gathering, recreation center at the Del Sol Clubhouse.

Passed: unanimous
May 24, 2023

Motion to Amend: Director Crothers moved, Director Hillyer seconded to amend the motion to include an analysis of parking requirements based on the expected usage to the facility and if far fewer spaces are needed, options on the best use of additional space.

Failed: 5 yes (Austin, Blake, Carden, Crothers, Hillyer) / 6 no
May 24, 2023

Director Boyett moved, Director Lawless seconded to approve the 2022 Surplus Transfer from Operations to Initiatives Reserve Fund in the amount of \$428,596.

Passed: unanimous
May 24, 2023

Director Hillyer moved, Director Carden seconded that appropriate GVR staff poll the GVR membership using the following questions via at least two weekly eBlasts in June 2023:

Background: In early November 2022, at Las Campanas Recreation Center, a GVR member reported that she was accosted in the shower of the ladies' locker room by a naked young man holding a knife. She screamed, he fled, and he was seen running away from the center, wearing black shorts. This incident was reported immediately to the Pima County Sheriff's Department. Thus far, no suspect has been identified. This was the first such incident in GVR's history, as far as we know.

Later in November 2022, at the regular monthly GVR Board Meeting, the board voted to ask GVR staff to get quotes for possible security enhancements at GVR.

At GVR's Regular Board Meeting in April 2023, GVR staff presented three bids for camera projects at GVR. One was for 123 cameras for about \$153,000, another was for 103 cameras for about \$136,000, and the third was for 84 cameras for about \$185,000. All three systems are unmonitored—they would maintain recordings of camera images on a 30-day loop.

GVR staff recommended accepting the first described bid—123 cameras for about \$153,000. (Of these 123 cameras, one-third—41 cameras—would be in GVR parking lots.) A motion was made and seconded in support of that GVR staff recommendation, which was rejected by the board. Concerns were expressed as to cost, number of cameras, and loss of privacy for GVR members.

Several board members expressed interest in getting input from the GVR membership. A motion in support of that idea was made and seconded, and was passed by the board. This survey is the result.

With that as background, here is the question:

Please choose just ONE of the four options below.

Do you believe that GVR should:

- a. Leave things as they have been so far at GVR, with no surveillance cameras at GVR facilities?
- b. Add 12 surveillance cameras over the entrances to the 12 ladies' locker rooms at GVR facilities? (These cameras would record images of those entering and leaving the locker rooms, but no activity inside the locker rooms.)
- c. Add 37 surveillance cameras—12 over the entrances to the 12 ladies' locker rooms, and 25 at the card-reader entrances to GVR Centers?
- d. Add 123 cameras (about \$153,000), or 103 cameras (about \$136,000), or 84 cameras (about \$185,000), by accepting one of the three bids described above?

Thanks for your answers. They will be considered by the board.
in Staff Report

MOTION TO AMEND: Director Bachelor moved, Director Carden seconded to amend the motion for the staff to reevaluate the current proposed survey and possibly come up with a more informational survey for the members, and bring the survey and background information back to the Board in June for approval.
Passed: 7 yes / 4 no (Austin, Blake, Crothers, Hillyer)

Amended Motion Passed: 7 yes/ 4 no (Austin, Blake, Crothers, Hillyer)
Amended Motion: *Approve the staff reevaluate the current proposed survey and provide the Board with an informational survey for the members, and bring the survey and background information back to the Board in June for approval.*
May 24, 2023

Director Garneau moved, Director Carden seconded to approve the scope of work and timeline to include examination of existing policies, identification of gaps in the policies, collecting information from user group outreach activities, drafting policy recommendations for the Board, and to be fully completed by December 31, 2023.
Passed: 10 yes / 1 no (Hillyer)
May 24, 2023

Director Bachelor moved, Director Dingman seconded to approve the Canyon Building and Design proposal to build out the GVR Photography Club Tenant Improvement at a cost not to exceed \$36,000.
Passed: unanimous
May 24, 2023

June 28, 2023

Director Gilbert moved, Director Bachelor seconded to accept the survey as presented by staff. After further discussion, Director Bachelor removed her second and Director Blake seconded the motion.

Director Hillyer moved, Director Austin seconded to amend the survey with three parts: 1) Add two sentences to bottom of page 9 of the Meeting Book – “The Board rejected the \$153,000, 123-camera plan by a 7-5 vote in April 2023, with several Board Members expressing concerns about both the cost and the scope of the proposal. The Board also voted, 7-4, to ask GVR staff to survey GVR members on this issue.” 2) Move to add one option to the 4 options on page 10 – 5th option to say “cameras only at the entrance to the 12 ladies locker rooms at GVR.” And 3) Deletion of the word security in front of security cameras, as to Question two. Instead Question 2 should read: Do you support the installation of cameras.

Director Boyett asked the three-part amended motion from Bart be voted on separately. Director Hillyer (mover) and Director Austin (seconded) agreed to have it voted on separately.

VOTE Amendment 1 – Passed: 7 yes / 5 no (Bachelor, Boyett, Dingman, Gilbert, Lawless)

VOTE Amendment 2 – Failed: 6 yes / 6 no (Bachelor, Boyett, Dingman, Garneau, Gilbert, Lawless)

VOTE Amendment 3 – Passed: 7 yes / 5 no (Bachelor, Boyett, Dingman, Gilbert, Lawless)

Director Lawless moved, Director Bachelor seconded to remove “one” in Question 3 and remove “only” in the questions.

Passed: 7 yes / 5 no (Austin, Cardin, Crothers, Dean, Hillyer)

Director Crothers moved, Director Blake seconded to approve the last sentence on page 9 to state “Staff recommended the Board award this contract and approve up to \$200,000 for security cameras.”

Passed: 7 yes / 5 no (Bachelor, Boyett, Garneau, Gilbert, Lawless)

AMENDED MOTION PASSED: 7 yes / 5 no (Bachelor, Boyett, Dingman, Garneau, Lawless)

Amended Motion: *Approve the motion as amended to direct the GVR staff to conduct a survey of the membership in July 2023, using the attached background information and questions staff provided included in the background, last paragraph include these two sentences: “the board rejected the \$153,000, 123-camera plan by a 7-5 vote in April 2023, with several Board Members expressing concerns about both the cost and the scope of the proposal. The Board also voted, 7-4, to ask GVR staff to survey GVR members on this issue”; delete the word security from security camera in question 2; remove “one” from Question 3 and “only” from the questions to provide*

more options to choose; and on the background page add "approve up to \$200,000 for security cameras" at the end of the statement "Staff recommended the Board award this contract "up to \$200,000 for security cameras."

June 28, 2023

Director Gilbert moved, Director Lawless seconded to approve and sign the resolution drafted by the GVR attorney, to be added to the Corporate Boundary Document as Exhibit 41.

Passed: 7 yes / 5 no (Austin, Carden, Crothers, Dean, Hillyer)

June 28, 2023

Director Garneau moved, Director Austin seconded to change the work session to the second Wednesday, but not change the CPM since this statement covers the action: "The Work Session shall be held generally on the third Wednesday of the month unless agreed upon otherwise."

Passed unanimous (Director Hillyer stepped away from the meeting)

June 28, 2023

Director Lawless moved, Director Blake seconded to remove the language in the CPM Appendix Section 3: 1.3.5.B.1.e.1) and leaving e. Maintenance Repair/Replace Reserve Fund and the Table.

Passed: unanimous (Director Hillyer stepped away from the meeting)

June 28, 2023

Director Garneau moved, Director Gilbert seconded to direct staff to work with the architect to explore all expansion possibilities at West Center to accommodate the expansion of Lapidary, Woodworking, and Artisans, with the understanding that the concept may include relocating the Billiards room at West Center.

Passed: unanimous

June 28, 2023

August 23, 2023

Director Garneau moved, Director Sutherland seconded to accept the Committee pages and reports as presented to the Board and worked on at the Work Session.

MOTION TO AMEND: Director Austin moved, Director Hillyer seconded to remove "or auditors" in Section 1 General, 3.1.1.E. to read "Committees do not have authority to create policy, contract for services, expend or commit funds, or contact Board-appointed contractors such as, but not limited to, attorneys."

Passed: 9 yes / 3 no (Bachelor, Gilbert, Lawless)

MOTION TO AMEND: Director Carden moved, Director Bachelor seconded to remove Section 3 Fiscal Affairs Committee from the vote for this meeting and present Section 3 at the Regular Meeting in September to allow the Fiscal Affairs Committee extra time to review.

Passed: unanimous

MOTION TO AMEND: Director Crothers moved, Director Blake seconded to change 3.1.1.F to state a minimum of two (2) members from minimum of five (5) members.

Failed: 4 yes (Blake, Crothers, Hillyer, Magliola) / 8 no

Amended Motion Passed: Passed: 11 yes / 1 no (Crothers)

Amended Motion: *To accept the Committee pages and reports as presented to the Board and worked on at the Work Session, with the exception of the Fiscal Affairs Committee which was withdrawn and will be presented at the next regular meeting, and including the amendment to 3.1.1.E. removing "or auditors".*

August 23, 2023

Director Crothers moved, Director Hillyer seconded to approve the recommended wording from the Board Affairs Committee for the Corporate Policy Manual Part 1 Membership and Facilities: 1.1.6.B Membership Change Fee as follows: The Membership Change Fee shall be refunded to the GVR member owner of a sold primary residences who buys another primary residence within a 12-month period after presenting GVR with background material showing this was a change in primary residence and approve staff recommended implementation beginning October 1, 2023, as follows:

A. Upon transfer of title of a GVR membership property, the new owner shall pay a Membership Change Fee.

Exemptions:

1. The Membership Change Fee shall not apply to the transfer of legal ownership of a GVR deeded property from a trust if the resulting legal owners of the property are identical to the trustees of the trust immediately prior to the transfer.
2. A person or legal entity who acquires ownership of a legal or beneficial interest of the GVR property resulting from death, sells it within six (6) months of the date of death will be exempt from the Membership Change Fee (and Transfer Fee) provided they do not elect to utilize the facilities or have Tenants in the property who wish to utilize the facilities.

B. The Membership Change Fee shall be refunded if the following apply:

1. A Member has owned and occupied a GVR property within 365 days of transfer of title, provided that the Member demonstrates that she/he has moved from one owner occupied primary GVR residence to another owner occupied primary GVR residence and has presented GVR with background material showing this was a change in primary residence.
2. The Member(s) has owned and occupied the GVR property being sold for at least one (1) year.
3. A tenant card has not been issued on the property within the twelve (12) months immediately prior to the sale of the owner-occupied property.
4. The Member(s) submit a refund request for the MCF. GVR will review the property transaction details to confirm ownership and eligibility for both properties. Refunds will be processed upon verification.

C. Revenue from the Membership Change Fee may be used as will most effectively further the general purpose of The Corporation to provide for current and future needs. A portion of the revenue from Membership Change Fee is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.

Passed: 7 yes / 5 no (Bachelor, Dingman, Gilbert, Lawless, Sutherland) August 23, 2023

MOTION TO AMEND: Director Bachelor moved, Director Lawless seconded to defer the Membership Change Fee back to staff and the Fiscal Affairs Committee for the budget process.

Failed: 5 yes (Bachelor, Dingman, Gilbert, Lawless, Sutherland) / 7 no
August 23, 2023

Director Hillyer moved, Director Blake seconded to award a contract to Preventronics for security camera provision and installation, with a scope of work to include cameras in locations to be determined by GVR staff, set contract in an amount not to exceed \$50,000 and yearly maintenance, thereafter, not to exceed \$5,000.

Passed: 7 yes / 5 no (Bachelor, Dingman, Gilbert, Lawless, Sutherland)
August 23, 2023

THIS MOTION WAS NOT VOTED ON SINCE THE FIRST MOTION PASSED - Director Bachelor moved, Director Gilbert seconded to award a contract to Preventronics for security camera provision and installation, with a scope of work to include member entrances, lobbies, adjacent walkways, and parking lots in an amount not to exceed \$170,000, but with the understanding this amount will be less since the scope of work has decreased.

August 23, 2023

September 27, 2023

Director Carden moved, Director Blake seconded to accept the Proposed Action #1 as stated: Article VI Powers, Duties, and Responsibilities of the Board of Directors, Section 2 Limits of Authority and Indebtedness - The Board of Directors is not authorized to enter into any contract for new or initiative-type Capital projects that requires an annual payment that exceeds ten twelve percent (~~10~~12%) of the annual budget 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.

Passed: 8 yes / 4 no (Bachelor, Dingman, Gilbert, Lawless)
September 27, 2023

AMENDED MOTION: Director Sutherland moved, Director Bachelor seconded to keep the wording currently in the Bylaws with 10% of the Annual (Capital and Operating) Budget and keep the wording "for new or initiative-type Capital projects."

Failed: 6 yes (Bachelor, Dingman, Garneau, Gilbert, Lawless, Sutherland) / 6 no (Austin, Blake, Carden, Crothers, Hillyer, Magliola)
September 27, 2023

Director Blake moved, Director Sutherland seconded to accept the Proposed Action #2 as stated: Article XII MISCELLANEOUS, Section 2 - AVAILABILITY OF RECORDS - 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 regular ~~GVR Member of The Corporation~~ 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.

Passed: 11 yes / 1 abstain (Bachelor)
September 27, 2023

Director Carden moved, Director Blake seconded to accept the Proposed Action #3 as stated: Article IV BOARD OF DIRECTORS, Section 1 NUMBER OF DIRECTORS, and Article V ELECTION OF DIRECTORS, Section 1 TERM OF OFFICE - 1) Article IV Section 1: The affairs of GVR shall be governed by a Board of Directors consisting of nine (9) ~~twelve (12)~~ voting members who shall be elected from the members of The Corporation who have voting rights as defined in Article II Section 6 ~~residing within the jurisdiction of GVR.~~ And 2) Article V Section 1: 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)~~ three (3) Directors shall expire and ~~four (4)~~ 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.

Passed: 9 yes / 3 no (Dingman, Gilbert, Lawless)
September 27, 2023

AMENDED MOTION: Director Lawless moved, Director Bachelor seconded to add "a Director can serve a maximum of two terms only and reside within the jurisdiction of GVR at least part-time."

Failed: 5 yes (Bachelor, Dingman, Gilbert, Lawless, Sutherland) / 7 no
September 27, 2023

Director Crothers moved, Director Sutherland seconded to accept Proposed Action #4 as stated: Article II MEMBERSHIP PROPERTY AND MEMBERS, Section 6 VOTING RIGHTS - A. and add F - 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~~ only the first vote cast shall be counted and ~~all of the votes for such GVR Property shall be deemed void.~~ And F. A GVR Member in good standing has the right to serve on the Board of Directors provided no other member of their household (whether related by marriage, cohabitation, or otherwise) is on the board during the same time period.

Passed: 11 yes / 1 no (Lawless) September 27, 2023

Director Crothers moved, Director Blake seconded to accept Proposed Action #5 as stated: Article XI MEMBERSHIP VOTING, Section 1 VOTING AT A MEETING and Section 2 Alternative Voting Methods combined in Section 1 Voting and Article II MEMBERSHIP PROPERTY AND MEMBERS Section 6.C VOTING RIGHTS - 1: 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 ~~properly~~ taken by the members of GVR at an Annual or Special meeting of said members, shall be taken by written ballot ~~may be taken by written ballot~~ communicated to and received from 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, including online electronic voting, with the same force and effect as though acted upon at an Annual or Special meeting. *And* Voting Rights 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.

Passed: unanimous
September 27, 2023

Director Garneau moved, Director Sutherland seconded to hold a Special Election in the Fall of 2023 to vote on proposed Bylaw changes and to ask Staff to develop a thorough education and publicity campaign to explain the proposed changes and urge the member's vote.

Failed: 5 yes (Austin, Blake, Carden, Crothers, Garneau), 7 no
September 27, 2023

Director Bachelor moved, Director Gilbert seconded to approve the Capital Improvement Project Policy and Process as written, and to implement such a policy as a year and a half pilot program, after which time, the Board will consider inclusion in the Corporate Policy Manual (CPM).

Passed: unanimous
September 27, 2023

Director Carden moved, Director Dingman seconded to approve Committee Action Plans as presented, with change to the Audit and Fiscal Affairs Committee, for these committees: Board Affairs, Audit, Fiscal Affairs, Investments, Nominations and Elections, and Planning and Evaluation.

Passed: unanimous
September 27, 2023

Director Carden moved, Director Sutherland seconded to approve the changes to the CPM in Part 3 Fiscal Affairs Committee as recommended by the Board Affairs Committee and Fiscal Affairs Committee with the change to C to add wording "such as" before Operational Statement of Financial Position and Statement of Activities and capital purchases, and report to the Board, as appropriate.

Passed: unanimous
September 27, 2023