

Others pertain to provision for tournament expenses, insurance, ads and publication, promotional and industrial expenses, parking fee, and other miscellaneous expenses.

Outside services pertains to retainer fees, legal fees, maintenance crews, and audit fees.

## 22. General and Administrative

	2020	2019	2018
Personnel costs (Note 23)	₱6,855,334	₱8,173,535	₱5,994,242
Taxes and licenses	5,861,950	4,834,349	4,329,956
Outside services	4,451,897	1,957,876	1,274,064
Bank charges	1,160,939	1,193,201	1,108,371
Supplies	925,054	852,531	713,381
Board members' meetings	857,520	1,008,652	843,775
Utilities	604,711	615,092	504,540
Depreciation and amortization (Notes 7, 8, and 10)	292,169	226,795	286,715
Provision for ECL (Note 5)	243,212	4,066	-
Interest	10,575	10,081	49,808
Others	2,718,905	1,001,181	879,803
	<b>₱23,982,266</b>	<b>₱19,877,359</b>	<b>₱15,984,655</b>

Other expenses consist mainly of advertising expenses, prompt payment discounts, insurance and net expenses incurred during tournaments.

## 23. Personnel Costs

	2020	2019	2018
Cost of services (Note 21):			
Salaries and wages	₱17,220,703	₱16,961,111	₱16,476,142
Employee benefits	4,230,384	4,117,500	3,846,188
Retirement benefit expense (Note 26)	1,028,276	1,128,343	1,084,786
	<b>22,479,363</b>	<b>22,206,954</b>	<b>21,407,116</b>
General and administrative (Note 22):			
Salaries and wages	5,196,329	6,386,145	4,497,484
Employee benefits	1,387,281	1,509,801	1,177,461
Retirement benefit expense (Note 26)	271,724	277,589	319,297
	<b>6,855,334</b>	<b>8,173,535</b>	<b>5,994,242</b>
	<b>₱29,334,697</b>	<b>₱30,380,489</b>	<b>₱27,401,358</b>



## 24. Income Taxes

The composition of provision for (benefit from) income taxes is:

	2020	2019	2018
Current	₱55,090	₱1,368,860	₱490,823
Deferred	1,853,545	(104,750)	(11,457)
	₱1,908,635	₱1,264,110	₱479,366

- a. The Club's provision for current income tax pertains to MCIT in 2020, RCIT in 2019 and MCIT in 2018.
- b. The reconciliation of income computed at the statutory tax rates to provision for income tax as shown in the statements of income is as follows:

	2020	2019	2018
Income tax at the statutory rate	(₱4,586,913)	₱2,468,902	₱3,798,527
Income tax effects of:			
Nondeductible expenses	21,243,136	350,208	—
Nontaxable revenues	(19,379,290)	—	—
Movement of unrecognized deferred tax assets	3,006,141	(1,317,259)	(2,279,897)
Derecognition of advance payments of membership dues	1,829,940	—	—
Expired MCIT	—	—	145,758
Expired NOLCO	—	—	368,513
Interest income subject to final tax	(204,379)	(237,741)	(136,031)
Income subject to capital gains tax	—	—	(1,417,504)
	₱1,908,635	₱1,264,110	₱479,366

- c. The components of the recognized net deferred tax assets are as follows:

	2020	2019
Deferred tax assets:		
Allowance for ECL	₱609,034	₱536,070
Advanced payments for membership dues and others	14,975	1,862,321
Re-measurement loss on defined benefit obligation	317,900	—
	941,909	2,398,391
Deferred tax liabilities:		
Re-measurement gain on defined benefit obligation	—	(1,241,032)
Rent receivable	(253,644)	(175,425)
Interest income from accretion	(3,274)	(2,329)
	(256,918)	(1,418,786)
	₱684,991	₱979,605



The reconciliation of the net deferred tax assets is as follows:

	2020	2019
Balances at beginning of year	₱979,605	₱1,160,208
Benefit from (provision for) deferred tax during the year recognized in:		
Profit or loss	(1,055,545)	104,750
OCI	1,558,931	(285,353)
<b>Balances at end of year</b>	<b>₱684,991</b>	<b>₱979,605</b>

No deferred tax assets from the following deductible temporary difference were recognized as it is not probable that sufficient taxable profit will be available to allow the benefit of the deferred tax assets to be utilized:

	2020	2019
NOLCO	₱10,390,337	₱-
Retirement benefit obligation	7,925,686	7,782,353
Unrecognized past service cost	1,995,933	1,633,026
MCIT	55,090	-
Accrued provision for probable claims	-	1,019,740
	<b>₱20,367,046</b>	<b>₱10,435,119</b>

- d. As at June 30, 2020, the Club has available NOLCO that can be claimed as deductions from future taxable income, as follows:

Year Incurred	Year of Expiration	NOLCO
2020	2023	₱10,390,337

- e. As at June 30, 2020, the Club has available MCIT that can be claimed as deductions from future taxable liabilities, as follows:

Year Incurred	Year of Expiration	MCIT
2020	2023	55,090

Movements in excess of MCIT over RCIT follow:

	2020	2019
Beginning balances	₱-	₱1,283,826
Additions	55,090	-
Applications	-	(1,283,826)
<b>Ending balances</b>	<b>₱55,090</b>	<b>₱-</b>



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## 25. Related Party Transactions

Related parties include members of key management personnel including directors and officers of the Club and close members of the family and companies associated with these individuals. In considering each possible related entity relationship, attention is directed to the substance of the relationship and ~~not merely the legal form~~. Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.

A summary of major account balances with related parties follows:

### Key Management Personnel Compensation

Compensation of key management personnel amounted to ₱2.7 million, ₱2.5 million and ₱0.8 million in 2020, 2019 and 2018, respectively, which represent short-term benefits.

### Complimentary Club Coupons and House Guests Privileges

Complimentary green fee coupons are given to the BOD and certain officers for distribution to prospective members and certain guests and friends of the Club. The outstanding green fee coupons for each fiscal year are as follows:

	2020	2019	2018
Beginning balance	365	31	531
Additions during the year	2,000	3,380	2,804
Issuances during the year	(2,319)	(3,046)	(3,304)
Ending balance	46	365	31

The amount of green fees charged to playing guest ranges from ₱921 to ₱1,983. On March 1, 2020 these green fee rates are changed ranging from ₱1,421 to ₱2,221.

The Club also authorizes certain Club officers to entertain houseguests and use the Club's facilities free-of-charge.

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## 26. Retirement Benefit Obligation

The Club has a funded, non-contributory, defined benefit retirement plan covering all its qualified officers and employees. Under the plan, qualified officers and employees are entitled to receive pension benefits on a lump sum basis when they reach the retirement age of 60. With the consent of the Club, an employee may elect to retire early provided he has rendered at least 20 years of credited service or at least 15 years of credited service and at least 50 years old. The projected unit credit cost method was used to determine the retirement benefit costs and obligation. The Club's retirement fund is being held in trust by a trustee bank.

The following tables summarize the components of the retirement benefit cost recognized in the statement of income and the retirement benefit obligation recognized in the statement of financial position for the retirement plan.



Retirement benefits expense recognized in the statements of income:

	2020	2019	2018
Service cost	₱1,131,772	₱1,055,974	₱1,144,582
Net interest cost:			
Interest cost on benefit obligation	1,158,222	1,467,337	1,091,187
Interest income on plan assets	(989,994)	(1,117,379)	(831,686)
<b>Retirement benefit expense</b>	<b>₱1,300,000</b>	<b>₱1,405,932</b>	<b>₱1,404,083</b>

Re-measurement losses (gains) on defined benefit obligation recognized under OCI in the statements of comprehensive income:

	2020	2019	2018
Actuarial losses (gains):			
Changes in financial assumptions	₱3,290,567	₱1,749,818	(₱2,162,468)
Changes in demographic assumptions	1,058,641	(222,669)	(130,737)
Experience adjustments	356,365	(1,992,350)	1,049,691
	4,705,573	(465,201)	(1,243,514)
Return on plan assets excluding the amount included in net interest cost	490,865	(485,974)	1,340,631
<b>Re-measurement losses (gains) on defined benefit obligation</b>	<b>₱5,196,438</b>	<b>(₱951,175)</b>	<b>₱97,117</b>

Cumulative re-measurement effect recognized in OCI included in the accumulated excess of revenues over expenses:

	2020	2019
Balances at beginning of year	(₱4,136,772)	(₱3,185,597)
Actuarial loss (gain)	4,705,573	(465,201)
Return on assets excluding amount included in net interest cost	490,865	(485,974)
	1,059,666	(4,136,772)
Income tax effect	(317,899)	1,241,032
<b>Total amount recognized in OCI</b>	<b>₱741,767</b>	<b>(₱2,895,740)</b>

Movements in retirement benefit obligation in 2020 and 2019 are as follows:

	2020	2019
Balances at beginning of year	₱3,645,579	₱5,189,476
Retirement benefit expense	1,300,000	1,405,932
Contributions paid	(2,165,209)	(1,998,654)
Remeasurement losses (gains) recognized in OCI	5,196,438	(951,175)
<b>Balance at end of year</b>	<b>₱7,976,808</b>	<b>₱3,645,579</b>



Changes in the present value of defined benefit obligation as follows:

	2020	2019
Balances at beginning of year	₱21,528,299	₱21,204,293
Current service cost	1,131,772	1,055,974
Interest cost	1,158,222	1,467,337
Net actuarial loss (gain) due to:		
Changes in financial assumptions	3,290,567	1,749,818
Changes in demographic assumptions	1,058,641	(222,669)
Experience adjustments on plan liabilities	356,365	(1,992,350)
Benefits paid from plan assets	(1,127,890)	(1,734,104)
<b>Balances at end of year</b>	<b>₱27,395,976</b>	<b>₱21,528,299</b>

Changes in the fair value of plan assets are as follows:

	2020	2019
Balances at beginning of year	₱17,882,720	₱16,014,817
Interest income on retirement plan assets	989,994	1,117,379
Actual contributions	2,165,209	1,998,654
Actual return excluding amount included in net interest cost	(490,865)	485,974
Benefits paid	(1,127,890)	(1,734,104)
<b>Balances at end of year</b>	<b>₱19,419,168</b>	<b>₱17,882,720</b>

Retirement obligation as reported in the statement of financial position:

	2020	2019
Present value of benefit obligation	₱27,395,976	₱21,528,299
Fair value of retirement plan assets at end of year	(19,419,168)	(17,882,720)
	<b>₱7,976,808</b>	<b>₱3,645,579</b>

The major categories of plan assets are as follows:

	2020	2019
Deposit in banks	₱4,587,518	₱177,297
Investment in government securities	11,300,632	10,377,162
Other securities and debt instruments	702,137	4,351,000
Investment in shares of stock	2,809,421	2,802,057
Accrued interest receivable	163,030	186,416
Other receivables	2,991	11,464
Accrued trust fees and other payables	(146,561)	(22,676)
<b></b>	<b>₱19,419,168</b>	<b>₱17,882,720</b>

Deposit in banks includes regular savings.

Investments in government securities consist of retail treasury bonds that bear interest ranging from 5.0% to 11.1% and will mature on various dates starting July 2013 to October 2037.

Other securities and debt instruments pertains to 'due from Bangko Sentral ng Pilipinas' and 'time certificate of deposit'.



Miscellaneous receivable pertains to 'dividends receivable' and 'due from brokers'.

The principal actuarial assumptions used in determining retirement benefit obligations for the Club's retirement plan are as follows:

	2020	2019
Discount rate	3.39%	3.38%
Future salary increases	3.00%	3.00%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of the end of the reporting period, assuming all other assumptions were held constant:

	Increase (decrease)	Effect on defined benefit obligation
<b>2020</b>		
Discount rates	+1%	(P1,749,166)
	-1%	1,976,476
Salary increase rate	+1%	P1,964,144
	-1%	(1,771,601)
<b>2019</b>		
Discount rates	+1%	(P1,165,594)
	-1%	1,287,773
Salary increase rate	+1%	P1,305,761
	-1%	(1,202,316)

Shown below is the maturity profile of the undiscounted benefit payments:

	2020	2019
Year 1	P1,074,348	P962,082
Year 2	4,806,787	2,716,133
Year 3	2,627,401	4,412,466
Year 4	5,922,280	2,691,975
Year 5	1,662,198	6,726,755
Year 6 - 10	11,015,720	9,256,275

The average duration of the defined benefit obligation is 6.8 years and 5.7 years as of June 30, 2020 and 2019, respectively.

The Club's latest actuarial valuation report was as of June 30, 2020.



## 27. Financial Instruments

### Financial Risk Management Objectives and Policies

The Club's principal financial liabilities comprise of trade and other payables, members' deposit and others. The main purpose of these financial liabilities is to raise finance for the Club's operations. The Club has various financial assets such as cash and cash equivalents, trade and other receivables, short term investments under "Other current assets", and trust fund, which arise directly from its operations.

The main risks arising from the Club's financial instruments are credit risk and liquidity risk. The BOD reviews and approves the policies for managing each of these risks and they are summarized below.

#### *Credit risk*

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Club manages credit risk by establishing credit limits at the level of the individual borrower, corporate relationship and industry sector. Also, the Club transacts only with recognized third parties.

In addition, receivables balances are monitored on an ongoing basis with the result that the Club's exposure to bad debts is not significant. Provision for ECL/impairment losses on receivables will also be made if the situation so warrants subject to the BOD's review and approval.

The following table represents the Club's maximum exposure to credit risk:

	2020	2019
Cash in banks and cash equivalents	P33,957,111	P46,069,167
Trade and other receivables	16,987,794	14,049,761
Short-term investments under "other current assets"	-	666,224
Trust fund	4,818,615	4,773,793
	<b>P55,763,520</b>	<b>P65,558,945</b>

#### *Credit quality per class of financial asset*

The credit quality of financial assets is being managed by the Club using internal credit ratings. High grade financial assets are those that are current and collectible. Standard grade financial assets need to be consistently followed up but are still collectible.

The tables below show the credit quality by class of financial asset based on the Club's credit rating system:

#### As of June 30, 2020

	<u>Neither past due nor impaired</u>		Past due but not impaired	Past due and individually impaired	Total
	High grade	Standard grade			
<i>Amortized cost:</i>					
Cash in banks and cash equivalents	P33,957,111	P-	P-	P-	P33,957,111
Trade and other receivables:					
Trade receivables	886,071	-	10,514,327	2,030,111	13,430,509
Others	-	5,427,146	160,250	-	5,587,396
Trust fund	4,818,615	-	-	-	4,818,615
	<b>P39,661,797</b>	<b>P5,427,146</b>	<b>P10,674,577</b>	<b>P2,030,111</b>	<b>P57,793,631</b>





As of June 30, 2019

	Neither past due nor impaired		Past due but not impaired	Past due and individually impaired	Total
	High grade	Standard grade			
<i>Amortized cost:</i>					
Cash in banks and cash equivalents	₱46,069,167	₱-	₱-	₱-	₱46,069,167
Trade receivables	2,139,402	-	8,698,659	1,786,899	12,624,960
Others	-	3,211,700	-	-	3,211,700
Short-term investments under "other current assets"	666,224	-	-	-	666,224
Trust fund	4,773,793	-	-	-	4,773,793
	₱53,648,586	₱3,211,700	₱8,698,659	₱1,786,899	₱67,345,844

Cash in banks and cash equivalents, short-term investments under "Other current assets" and trust fund are considered as high grade since these are deposited with reputable financial institutions.

High grade trade receivables pertain to those receivables from customers that consistently pay before the maturity date. Standard grade receivables include other receivables that are collected on their due dates even without an effort from the Club to follow them up.

Past due and individually impaired financial assets are those accounts identified by the Club that needs to be provided with allowance. The level of this allowance is evaluated by management on the basis of factors that affect the collectability of the accounts such as but not limited to the length of the Club's relationship with the member, the member's payment behavior and known market factors.

*Impairment of financial assets*

The Club's financial assets that are subject to the ECL model consists of cash and cash equivalents, trade and other receivables, short-term investments under "other current assets" and trust fund.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due of trade and other receivables. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

With respect to credit risk for these financial assets, the Club's maximum exposure equals to the carrying amount of these instruments. The Club has impaired financial assets amounting to ₱2.0 million and ₱1.8 million as at June 30, 2020 and 2019, respectively (see Note 5).

*Trade and other receivables*

Below is the information about the credit risk exposure on the Club's trade and other receivables using a provision matrix:

2020	Days past due						Total
	Current	< 30 days	30-60 days	61-90 days	91-120 days	>120 days	
Expected credit loss rate	0.3178%	0.5372%	1.1974%	2.4473%	5.4592%	100%	
Estimated total gross carrying amount at default	₱6,310,672	₱2,496,302	₱1,717,156	₱2,095,714	₱4,731,570	₱1,666,491	₱19,017,905
Expected credit loss	₱20,055	₱13,410	₱20,561	₱51,288	₱258,306	₱1,666,491	₱2,030,111



2020	Days past due						Total
	Current	< 30 days	30-60 days	61-90 days	91-120 days	>120 days	
Expected credit loss rate	0.6773%	1.1693%	2.6105%	5.4446%	7.1992%	100%	
Estimated total gross carrying amount at default	P3,536,155	P4,631,696	P2,378,158	P961,631	P2,542,121	P1,411,340	P15,836,660
Expected credit loss	P23,950	P54,158	P62,082	P52,357	P183,012	P1,411,340	P1,786,899

### Liquidity risk

Liquidity risk is defined as the risk that the Club may not be able to settle or meet its obligations as they fall due. The Club monitors and maintains a level of cash deemed adequate by the management to finance the Club's operations and mitigate the effects of fluctuations in cash flows.

The table below summarizes the maturity profile of the Club's financial liabilities as of June 30, 2020 and 2019, based on contractual undiscounted cash flows. The table also analyses the maturity profile of the Club's financial assets in order to provide a complete view of the Club's contractual commitments. The analysis into relevant maturity groupings is based on the remaining period at the end of the reporting period to the contractual maturity dates.

### As of June 30, 2020

	On demand	Less than 30 Days	30 to 60 days	61 to 90 days	More than 91 Days	Total
<i>Financial liabilities</i>						
At amortized cost:						
Trade and other payables:						
Trade payables	P3,658,662	P136,191	P-	P1,075,313	P148,291	P5,018,457
Accrued expenses	2,636,740	387,027	935,105	326,527	1,102,323	5,387,722
Others*	865,776	184,448	72,950	247,879	3,859,369	5,230,422
Members deposits and others	15,484,520	-	-	-	-	15,484,520
	<b>P22,645,698</b>	<b>P707,666</b>	<b>P1,008,055</b>	<b>P1,649,719</b>	<b>P5,109,983</b>	<b>P31,121,121</b>
<i>Financial assets</i>						
At amortized cost:						
Cash in bank and cash equivalents	P33,957,111	P-	P-	P-	P-	P33,957,111
Trade and other receivables:						
Trade receivables	886,071	2,345,640	1,726,116	2,108,575	6,364,107	13,430,509
Others	5,427,146	160,250	-	-	-	5,587,396
Trust fund	4,818,615	-	-	-	-	4,818,615
	<b>P45,088,943</b>	<b>P2,505,890</b>	<b>P1,726,116</b>	<b>P2,108,575</b>	<b>P6,364,107</b>	<b>P57,793,631</b>

\*Excludes statutory liabilities

### As of June 30, 2019

	On demand	Less than 30 Days	30 to 60 days	61 to 90 days	More than 91 Days	Total
<i>Financial liabilities</i>						
At amortized cost:						
Trade and other payables:						
Trade payables	P6,976,632	P2,759,740	P2,728,750	P-	P226,699	P12,691,821
Accrued expenses	2,857,526	613,684	238,065	134,918	479,591	4,323,784
Others*	894,575	30,000	-	159,600	4,598,082	5,682,257
Members deposits and others	13,547,957	-	-	-	-	13,547,957
	<b>P24,276,690</b>	<b>P3,403,424</b>	<b>P2,966,815</b>	<b>P294,518</b>	<b>P5,304,372</b>	<b>P36,245,819</b>
<i>Financial assets</i>						
At amortized cost:						
Cash in banks and cash equivalents	P46,069,167	P-	P-	P-	P-	P46,069,167
Trade and other receivables:						
Trade receivables	2,139,403	3,636,520	2,264,492	908,485	3,676,060	12,624,960
Others	1,396,752	995,176	113,666	53,146	652,960	3,211,700
Short-term investment under "other current assets"	666,224	-	-	-	-	666,224
Trust fund	4,773,793	-	-	-	-	4,773,793
	<b>P55,045,339</b>	<b>P4,631,696</b>	<b>P2,378,158</b>	<b>P961,631</b>	<b>P4,329,020</b>	<b>P67,345,844</b>

\*Excludes statutory liabilities



Fair Value Measurements

The following provides the fair value measurement hierarchy of the Club’s assets and liabilities as at June 30, 2020 and 2019:

	Date of Valuation	Fair Value Measurement			
		Total	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets for which fair values are disclosed</b>					
<i>Investment Properties</i>					
(Note 8)	2020	₱76,955,400	–	–	₱76,955,400
	2019	₱77,779,100	–	–	₱77,779,100

Significant unobservable inputs for fair value measurement of the Club’s investment properties include sales listing of currently executed transactions involving similar items within the immediate vicinity of the property. The fair value of the investment properties is adjusted considering the location, size and physical attributes of the property.

Description of significant unobservable inputs to valuation:

Assets	Valuation Technique	Significant Unobservable Input	Range of Input	Sensitivity of the Input to Fair Value
Investment properties	Market approach and cost approach	Price per area	Various	Increase (decrease) in price per area would increase (decrease) the fair value

There are no changes in the valuation techniques used for assets classified under Level 3 category. During the years ended June 30, 2020 and 2019, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

*Cash and cash equivalents, trade and other receivables, short-term deposits under “Other current assets”, trust fund, trade and other payables, and members’ deposit and others*

The carrying values of cash and cash equivalents, trade and other receivables, short-term deposits under “other current assets” trust fund, trade and other payables, and members’ deposit and others and payable to a contractor, approximate their fair values due to the relatively short-term maturity of these financial instruments.

As of June 30, 2020, and 2019, the Club does not have any financial instruments to be presented under the fair value hierarchy required by PFRS 7.

Capital Management

The primary objective of the Club’s capital management policy is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize members’ value. The club manages its capital structure and makes adjustments to it, in light of changes in economic conditions. The Club is not subject to externally imposed capital requirements. The Club considers total member’s equity as capital.



	2020	2019
Capital stock	₱14,346,000	₱14,346,000
Contributions in excess of par value	201,627,772	201,627,772
Accumulated excess of revenues over costs and expenses	26,739,048	47,574,899
	<u>₱242,712,820</u>	<u>₱263,548,671</u>

No changes were made in the objectives, policies or processes for the years ended June 30, 2020 and 2019.

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## 28. Notes to Statements of Cash Flows

The non-cash investing activity of the Club pertains to the purchase of 15 electric golf carts by trading in five (5) used golf carts amounting to ₱200,000 in 2018.

The non-cash financing activity of the Club pertains to the issuance of one (1) share in exchange for the services rendered amounting to ₱240,000 and ₱60,000 of transfer fee in 2018.

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## 29. Impact of Coronavirus Outbreak (COVID-19)

In a move to contain the coronavirus disease (COVID-19) outbreak, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum directive to impose stringent social distancing measures in the National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring State of Calamity throughout the Philippines for a period of six months and imposed an enhance community quarantine (ECQ) throughout the island of Luzon until April 12, 2020, which was subsequently extended to April 30, 2020. On April 24, 2020, another two-week extension was announced extending the ECQ to May 15, 2020, particularly for Metro Manila and other high-risk COVID-19 areas in Luzon.

The Inter-Agency Task Force (IATF), through Resolution No. 36, approved the guidelines on the implementation of the modified enhanced community quarantine (MECQ) that is in effect in NCR, starting May 16, 2020. This was subsequently lifted and placed the said areas in general community quarantine (GCQ) starting June 1, 2020. On August 4, 2020, NCR was reverted to MECQ status as a move to curb the growing impact of the pandemic. Starting August 19, 2020, NCR was back into GCQ.

These events resulted in travel and mobility restrictions causing forced temporary closure of leisure, recreation and hospitality operations. In addition, the Club has temporarily closed its operations from March 17, 2020 to May 26, 2020 and issued a stricter health protocols for members that will utilized the Club's facilities and declared that the Club are open for members only. As a result, these have caused a disruption to the Club's operations and activities, including the reduction of green fee income, golf cart rental, concessionaires' fee and other related income. The allowance for ECL has increased to ₱2.0 million.



### 30. Supplementary Information under Revenue Regulations (RR) 15-2010

On November 25, 2010, the BIR issued RR 15-2010 prescribing the manner of compliance in connection with the preparation and submission of financial statements accompanying the tax returns. It includes provisions for additional disclosure requirements in the notes to the financial statements, particularly on taxes, duties and licenses paid or accrued during the year. The Club reported and/or paid the following types of taxes in 2020:

a. VAT

The Club's sales are subject to output VAT while its purchases from other VAT-registered individuals or corporations are subject to input VAT. The VAT rate is 12.0%.

The NIRC of 1997 provides for the imposition of VAT on sales of goods and services. Accordingly, the Club's sales are subject to output VAT while its purchases from other VAT-registered individuals or corporations are subject to input VAT. R.A. No. 9337 increased the VAT rate from 10.0% to 12.0%, effective February 1, 2006.

Details of the Club's net sales/receipts, output VAT and input VAT accounts are as follows:

i. Net Sales/Receipts and Output VAT declared in the Club's VAT returns

	Net Sales/ Receipts	Output VAT
<b>Taxable sales:</b>		
Sales of services	P88,642,891	P10,637,147
Membership dues collected in advance	547,800	65,736
Exempt sales	20,287,196	-
Exempt membership dues collected in advance	112,400	-
	<b>P109,590,287</b>	<b>P10,702,883</b>

ii. Input VAT

Balance at July 1, 2019	P-
<b>Current year's domestic purchases/payments for:</b>	
Goods other than for resale or manufacture	3,046,676
Capital goods exceeding P1,000,000	445,381
Domestic purchases of services	6,176,308
	9,668,365
Applied against output tax	(9,668,365)
<b>Balance at June 30, 2020</b>	<b>P-</b>

b. Withholding Taxes

Expanded withholding taxes	P2,067,239
Withholding taxes on compensation and benefits	157,380
	<b>P2,224,619</b>



c. Other Taxes and Licenses

Real estate taxes	₱3,832,467
Business taxes (local business tax)	2,029,348
<u>Documentary tax</u>	<u>135</u>
	<u>₱5,861,950</u>

d. Tax Assessments

The Club did not receive any final tax assessments in 2020, nor did it have tax cases under preliminary investigation, litigation and/or prosecution in courts or bodies outside the administration of BIR.





SyCip Gorres Velayo & Co.  
6760 Ayala Avenue  
1226 Makati City  
Philippines

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ay.com/ph

BOA/PRC Reg. No. 0001,  
October 4, 2018, valid until August 24, 2021  
SEC Accreditation No. 0012-FR-5 (Group A),  
November 6, 2018, valid until November 5, 2021

## INDEPENDENT AUDITOR'S REPORT

The Members and the Board of Directors  
Valley Golf & Country Club, Inc.  
Don Celso S. Tuason Ave.  
Antipolo City

We have audited the accompanying financial statements of Valley Golf & Country Club, Inc. (a nonprofit organization) (the Club) as at June 30, 2020 and for the year then ended, on which we have rendered the attached report dated August 29, 2020.

In compliance with Revised Securities Regulation Code Rule 68, we are stating that the said Club has no members owning more than one hundred (100) shares each.

SYCIP GORRES VELAYO & CO.

*Peter John R. Ventura*  
Peter John R. Ventura  
Partner

CPA Certificate No. 0113172

SEC Accreditation No. 1735-A (Group A),

January 15, 2019, valid until January 14, 2022

Tax Identification No. 301-106-741

BIR Accreditation No. 08-001998-140-2018,

December 17, 2018, valid until December 16, 2021

PTR No. 8125315, January 7, 2020, Makati City

August 29, 2020





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BOA/PRC Reg. No. 0001,  
October 4, 2018, valid until August 24, 2021  
SEC Accreditation No. 0012-FR-5 (Group A),  
November 6, 2018, valid until November 5, 2021

## INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Members and the Board of Directors  
Valley Golf & Country Club, Inc.  
Don Celso S. Tuason Ave.  
Antipolo City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Valley Golf & Country Club, Inc. (a nonprofit organization) (the Club) as at June 30, 2020 and 2019, and for each of the three years in the period ended June 30, 2020, and have issued our report thereon dated August 29, 2020. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Financial Statements and Supplementary Schedules are the responsibility of the Club's management. These schedules are presented for the purpose of complying with Revised Securities Regulation Code Rule 68, and are not part of the basic financial statements. These schedules has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

*Peter John R. Ventura*

Peter John R. Ventura  
Partner

CPA Certificate No. 0113172

SEC Accreditation No. 1735-A (Group A),  
January 15, 2019, valid until January 14, 2022

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BIR Accreditation No. 08-001998-140-2018,  
December 17, 2018, valid until December 16, 2021

PTR No. 8125315, January 7, 2020, Makati City

August 29, 2020





**VALLEY GOLF & COUNTRY CLUB, INC.**  
**INDEX TO FINANCIAL STATEMENTS AND**  
**SUPPLEMENTARY SCHEDULES**  
**UNDER REVISED SRC RULE 68**  
**June 30, 2020**

<b>Schedule</b>	<b>Title</b>	<b>Page</b>
	Financial Statements	
A	Financial Assets	S-1
B	Amounts Receivable from Directors, Officers, Employees, and Principal Stockholders (Other than Related Parties)	Not Applicable
C	Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements	Not Applicable
D	Long Term Debt	Not Applicable
E	Indebtedness to Related Parties (Long-Term Loans from Related Companies)	Not Applicable
F	Guarantee Securities of Other Issuers	Not Applicable
G	Capital Stock	S-7

**VALLEY GOLF & COUNTRY CLUB, INC.****SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J****PURSUANT TO REVISED SRC RULE 68****June 30, 2020****Schedule A. Financial Assets**

<u>Name of Issuing Entity and Association of Each Issue</u>	<u>Number of Share or Principal Amount of Bonds and Notes</u>	<u>Amount in the Statement of Financial Position</u>	<u>Income Received and Accrued</u>
<b>Loans and Receivables</b>			
<b>A. Cash in banks</b>			
Metropolitan Bank & Trust Company (MBTC)	₱-	₱2,416,954	₱17,543
Rizal Commercial Banking Corporation		2,598,342	6,837
BDO Unibank Inc.	-	3,833,299	11,103
Security Bank & Trust Company (SBTC)	-	1,435,879	10,036
Citystate Savings Bank (CSB)	-	20,000	3,200
<b>B. Cash equivalents</b>			
MBTC	-	9,953,678	206,246
SBTC	-	11,682,258	324,466
CSB	-	2,016,701	16,728
<b>C. Trade and other receivables</b>			
Receivables from members – net	-	11,418,508	-
Receivables from concessionaires	-	921,889	-
Advances to employees	-	72,900	-
Others - net	-	4,574,497	-
<b>D. Trust fund</b>			
	-	4,818,615	128,164
	₱-	₱57,793,631	₱724,323

**VALLEY GOLF & COUNTRY CLUB, INC.**

**SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J  
PURSUANT TO REVISED SRC RULE 68**

**June 30, 2020**

**Schedule B. Amounts Receivable from Directors, Officers, Employees, and Principal Stockholders (Other than Related Parties)**

Name and designation of debtor	Beginning balance	Additions	Amounts collected	Amounts written off	Current	Noncurrent	Ending balance
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- Not applicable -

**VALLEY GOLF & COUNTRY CLUB, INC.**  
**SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J**  
**PURSUANT TO REVISED SRC RULE 68**  
**JUNE 30, 2020**

**Schedule C. Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements**

Name and designation of debtor	Beginning balances	Additions	Amounts collected	Amounts written off	Current	Noncurrent	Ending balances
--------------------------------	-----------------------	-----------	----------------------	------------------------	---------	------------	-----------------

- Not applicable -

VALLEY GOLF & COUNTRY CLUB, INC.  
 SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J  
 PURSUANT TO REVISED SRC RULE 68  
 JUNE 30, 2020

Schedule D. Long Term Debt

Title of issue and type of obligation	Amount authorized by indenture	Amounts shown under caption 'Current portion' in related statements of financial position	Amount shown under caption 'Non-current portion' in related statements of financial position
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- Not applicable -

**VALLEY GOLF & COUNTRY CLUB, INC.**

**SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J**

**PURSUANT TO REVISED SRC RULE 68**

**JUNE 30, 2020**

**Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)**

<u>Name of related party</u>	<u>Balance at beginning of period</u>	<u>Balance at end of period</u>
- Not applicable -		

**VALLEY GOLF & COUNTRY CLUB, INC.**

**SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J**

**PURSUANT TO REVISED SRC RULE 68**

**JUNE 30, 2020**

**Schedule F. Guarantees of Securities of Other Issuers**

Name of issuing entity of securities guaranteed by the Group for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by a person for which statement is filed	Nature of guarantee
- Not applicable -				

**VALLEY GOLF & COUNTRY CLUB, INC.**  
**SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J**  
**PURSUANT TO REVISED SRC RULE 68**  
**JUNE 30, 2020**

**Schedule G. Capital Stock**

Title of issue	No. of shares held by					
	Number of shares authorized	Number of shares issued and outstanding as shown under related statements of financial position caption	Number of shares reserved for options, warrants, conversion and other rights	Related parties	Directors, Officers, and employees	Others
Common shares	1,800	1,594	-	-	9	1,585



Schedule A. Marketable Securities ( Current Marketable Equity Securities & Other Short-term Cash Investments )

Name of Issuing entity and association of each issue ( 1 )	Number of shares or principal amount of bonds and notes	Amount in the Statement of Financial Position ( 2 )	Income received and accrued
1. Metro Bank & Trust Co.	9,953,677.75	9,953,677.75	197,359.64
2. Security Bank & Trust Co.	11,682,257.59	11,682,257.59	268,436.03
3. CITYSTATE	2,016,701.38	2,016,701.38	16,701.38
	<u>23,652,636.72</u>	<u>23,652,636.72</u>	<u>482,497.05</u>

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Pricipal Stockholders  
 ( Other than Related parties ).

	Name and Designation of Debtor ( 1 )	Beginning Balance	Additions	Amounts collected ( 2 )	Amounts written off ( 3 )	Current	Non Current	Ending Balance
<b>Other Receivables:</b>								
1	Employees	21,422.99	174,465.29	163,488.18		32,400.10		32,400.10
2	Locators	.00	415,369.02	255,118.72		160,250.30		160,250.30
3	Pasport Phils.	201,558.75	941,035.45	1,032,645.51		109,948.69		109,948.69
4	SSS- sickness benefits	93,170.00	16,200.00			109,370.00		109,370.00
5	Suppliers	148,700.00	3,736,844.99	3,001,165.70		884,379.29		884,379.29
6	Various Sponsors	190,000.00	3,335,000.00	2,334,285.71		1,190,714.29		1,190,714.29
7	Various Banks	84,337.54	625,857.11	667,136.11		43,058.54		43,058.54
8	Employees Canteen	3,533.48	131,724.49	84,714.18		50,543.79		50,543.79
9	ANIX Restaurant	646,423.34	3,673,370.90	4,177,500.97		142,293.27		142,293.27
10	Others -employees	212,729.90	595,919.84	500,030.26		308,619.48		308,619.48
11	BALI SPA/Barber Shop	5,125.70	66,488.29	69,451.83		2,162.16		2,162.16
12	FREEPORT/PRIME SPORTS	142,885.02	920,369.94	848,959.59		214,295.37		214,295.37
13	SMART	194,805.77	706,644.63	697,950.78		203,499.62		203,499.62
14	Goldcross Security	40,577.30	498,932.96	150,702.62		388,807.64		388,807.64
15	JAY J'S Restaurant	329,716.54	3,031,529.81	2,691,599.20		669,647.15		669,647.15
16	Celestial Security	10,439.76				10,439.76		10,439.76
17	Caddie Association	2,516.86				2,516.86		2,516.86
18	VMJ Evergreen	115,638.21	2,969,235.07	3,001,401.71		83,471.57		83,471.57
19	Other supplier	50.00		50.00		0.00		0.00
20	VGEC Coop		186,000.00	186,000.00		0.00		0.00
21	GAUDAN	183,320.78	63,320.78	151,641.56		95,000.00		95,000.00
22	Advances to Employees		80,500.00	40,000.00		40,500.00		40,500.00
23	SMART/FREEPORT-rent	584,748.22	260,730.00			845,478.22		845,478.22
		<u>3,211,700.16</u>	<u>22,429,538.57</u>	<u>20,053,842.63</u>	<u>.00</u>	<u>5,587,396.10</u>	<u>.00</u>	<u>5,587,396.10</u>



Schedule D. Long Term Debt

Title of issue and type of obligation ( 1 )	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet (2)	Amount shown under caption "Long term debt in related balance sheet (3)
N.A.	N.A.	N.A.	N.A.

Schedule E. Indebtedness to Related Parties ( Long-Term Loans from Related Companies )

Name of Related Party ( 1 )	Balance at beginning of period	Balance at end of period ( 2 )
N.A.	N.A.	N.A.

Schedule F. Guarantees of Securities of Other Issuers ( 1 )

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding ( 2 )	Amount owned by person for which statement is filed	Nature of guarantee ( 3 )
N.A.	N.A.	N.A.	N.A.	N.A.

Schedule G. Capital Stock ( 1 )

Title of issue ( 2 )	Number of Shares authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Related Parties	Directors, officers and employees	Others
Common share	1,800	1,594	0	0	9	1,585

**(B) INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS**

1. External Audit Fees and Services

a. Audit and Audit-Related Fees

1. The audit of Valley Golf's annual financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for those fiscal years.

Fiscal Year 2020 - Sycip Gorres Velayo & Co.

Fiscal Year 2019 - Sycip Gorres Velayo & Co.

2. Other assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the registrant's financial statements. Valley Golf hereby describes the nature of the services comprising the fees disclosed under this category:

Income Tax Preparation - Sycip Gorres Velayo & Co.

Professional Fees-

Special Audit P135,000.00

Out of Pocket

Expenses 10,000.00

Vat 17,400.00

Total P162,400.00

Nature of services:

1. Computation of Income Tax Due and other supporting computations
  2. Preparation of Annual Income Tax Return
  3. Give advice on specific taxes, which may indicate areas of risk and possible exposure and the means by which such risk may be mitigated.
- b. Under the caption "Tax Fees", the aggregate fees billed in each of the last two (2) fiscal years for professional services rendered by the external auditor for tax accounting, compliance, advice, planning and any other form of services. Valley Golf hereby describes the nature of the services comprising the fees disclosed under this category.

FY 2020-Sycip Gorres Velayo & Co.

Professional Fees-

Regular Audit -P400,000.00

Out of Pocket

Expenses	56,964.96
Vat	54,835.79
Total	P511,800.75

Nature of services:

1. Conducted audit of the financial statements of the Company in accordance with Philippines Standards on Auditing and to express an opinion whether the financial statements present fairly, in all material aspects, the financial position, financial performance and cash flows of the Company in accordance with PFRSs.
  2. Reviewed the processes and procedures, the internal control over financial reporting.
  3. Evaluated the overall presentation, structure and content of the financial statements, including disclosures.
- c. Under the caption "All other Fees", the aggregate fees billed in each of the last two (2) fiscal years for products and services provided by the external auditor, other than the services reported under items (a) & (b) above. Registrants shall describe the nature of the services comprising the fees disclosed under this category.

There are no other services provided by the external auditor other than the services mentioned under items (a) & (b) above.

- d. The Audit Committee's approval policies and procedures for the above services.

Selection of external auditor shall comprise of the following procedure:

1. Advertisement or invitation will be sent to the public.
2. A letter of intent shall be submitted to Internal Auditor by all the prospective external audit firms
3. The Internal Auditor will determine the eligibility of the prospective external audit firms thru their company background, familiarity of operations, and prestige.
4. The audit committee will hold an interview with the prospective audit firms.
5. Sealed audit fee proposals will be submitted to Internal Auditor on such date, time, and place specified in the invitation. Proposals received after the deadline will be invalid.
6. The Audit Committee will publicly open all the proposals at the same time, date, and place as specified in the invitation.
7. A review on all proposals and result of the interview shall be evaluated by the Audit Committee. The recommendation shall have a majority vote of the Audit Committee.

8. The Board of Directors may approve or reject the recommendation of the Audit Committee. Once approved by the BOD, it will then be included in the annual stockholders meeting for final approval.
9. This process will be repeated every 5 years or as need arises.
  - A meeting is held with the Audit and Finance Committees to discuss, evaluate and review the work, observations and recommendations of the External Auditors.
  - If necessary, revision and/or creation of internal control policies and procedures including the target timeline of implementation are then made and submitted to the Board of Directors for its approval.

#### **ITEM 8. CHANGES IN AND DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

For the Fiscal years ended June 30, 1998 up to June 30, 2003, the Club's external auditor was Joaquin Cunanan & Co.. The handling partner was Miss Irene Valletero. The engagement of Joaquin Cunanan & Co. was terminated in May 2004 upon approval by the Board on April 29, 2004 of the hiring of Punongbayan & Araullo.

For the years ended June 30, 2004 up to 2007, the financial statements of Valley Golf & Country Club were audited by Punongbayan & Araullo. The handling partner is Ms. Mailene Sigue-Bisnar. Punongbayan & Araullo was hired to audit the 2004 books of account by the Board of Directors, in compliance with the resolution approved during the Stockholders' Meeting of September 28, 2003 to leave the decision on the hiring of the new external auditors to the sound discretion of the Board subject to the observance of SEC Regulations on Good Corporate Governance. The election of Punongbayan and Araullo as the Club's External Auditors was approved during the September 26, 2004 Stockholders' Meeting.

For the years ended June 30, 2008 up to 2012, the financial statements of Valley Golf & Country Club, Inc. were audited by Uy Singson Abella & Co. The handling partner is Ms. Milagros F. Padernal. The change in external auditor was approved by the Board of Directors on their regular meeting last June 14, 2008.

For the years ended June 30, 2013 up to 2020, the financial statements of Valley Golf & Country Club, Inc. were audited by Sycip Gorres Velayo & Co. The handling partner was Mr. Jose Pepito E. Zabat III from 2013 to 2016. For fiscal year 2017 and 2018 the handling partner was Mr. Alexis Benjamin C. Zaragoza III. For the current Fiscal Year 2020 and Fiscal Year 2019 the handling partner is Mr. Peter John R. Ventura. The change in external auditor was approved by the Board of Directors in their regular meeting held on May 19, 2012 and the appointment was approved during Regular Stockholders' Meeting on September 22, 2013 and every year thereafter.

The regular changes of external auditor as well as the handling partners is in compliance with Revised Securities Regulation Code Rule 68, No. 3, B, (ix), (2019) on



Rotation of external Auditors and partners at least every five (5) years, and has been reflected in a current report submitted to the SEC

There are no disagreements with Joaquin Cunanan & Co, Punongbayan & Araullo, Uy Singson Abella and Sycip Gorres Velayo & Co on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

### PART III - CONTROL AND COMPENSATION INFORMATION

#### ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS OF THE ISSUER

##### *Incumbent Board of Directors, Executive Officers and Significant Employees of Valley Golf & Country Club, Inc.*

Name	Age	Citizenship	Position	Term of Office as Director/ Period Served
Wilfredo G. Manahan	55	Filipino	President	3 yrs. 2017 - Present
Albert DG. San Gabriel	49	Filipino	Vice-President	3 yrs. 2017 - Present
Leopoldo M. Garcia	71	Filipino	Treasurer	3 yrs. 2018 - Present
Pablito M. Gregore	57	Filipino	Asst. Treasurer	3 yrs. 2019 - Present
Jeremy Z. Parulan	62	Filipino	Director	3 yrs. 2017 - Present
Albert G. Que *	62	Filipino	Director	3 yrs. 2018 - Present
Ronald O. Solis	60	Filipino	Director	3 yrs. 2018 - Present
Carlo J. Carpio *	52	Filipino	Director	3 yrs. 2019 - Present
Reginald Benjamin V. San Pedro *	39	Filipino	Director	3 yrs. 2019 - Present
Marcus Antonius T. Andaya	54	Filipino	Corporate Secretary	N.A.
* Independent Director				

**Mr. Wilfredo G. Manahan** is a CPA by profession. He has been a member of the Club since January 2005 as Playing guest and became a Proprietary Member in January 2010. He is the Owner/Manager of Lubetech Car Care Center. He was a Former Director of PNB Employees and Savings & Loan Association, Past President of Rotary Club of Metro West 3780 from 2008 to 2009 and Assistant Governor of the R.I. District 3780. He is also affiliated with the Freemasonry under the Jurisdiction of the Grand Lodge of the Philippines.

**Mr. Albert DG. San Gabriel** has been a member of the Club since June 22, 2012. He is currently a Board Director and General Manager of Olongapo

Maintenance Services, Inc. He is also an Officer and Director of Acasa Properties Corp, Eagle89 Construction and Trading Corp and Tipid Busog Meals, Inc. He is actively serving the Club as Chairman of the House Committee and the Bids & Awards Committee.

**Engr. Leopoldo M. Garcia** is a Club Member since June 2015. He is the President & CEO of Polzon Enterprises and President and CEO of Symanpro Manpower Service Contractor Corporation. He was a member of the Grounds Committee in 2017-2018 and is currently the Chairman of the Finance and Administration Committees.

**Mr. Pablito M. Gregore** is a Club Member since Sept. 11, 2006. He is the Managing Director of Colorsteel System Corp. He is currently the Chairman of the Security Committee.

**Atty. Jeremy Z. Parulan** is an Attorney by profession. He has been a member of the Club since August 1997 as Playing Guest and become a Proprietary Member in August 2006. He is the Managing Partner – Parulan Soncuya & Trinidad Law Offices and President – Magistech Business Solutions Inc. He is currently the Chairman of the Real Estate Committee

**Mr. Albert G. Que** is a Club Member since July 2003 as Playing Guest and became Proprietary Member in November 2007. He is the President and CEO of Integrated Pipe Specialist. He is currently the Chairman of the Grounds and Engineering/Construction Committees

**Atty. Ronald O. Solis** is a Club Member since June 2003. He is the Senior Partner in Solis Medina Limpingo & Fajardo Law Offices, President of UP Sigma Rho Council, Lecturer in UP Diliman and the College of Law, Lyceum of the Philippines and First Vice-President and Director of the Philippine Electronics & Telecommunications Federation Inc.

**Mr. Carlo J. Carpio** is a member of the Club since Nov. 1998. He is the Vice President on Sales & Marketing of Texicon Agri Ventures. He is currently the Chairman of the Sports & Games Committee.

**Mr. Reginald Benjamin V. San Pedro** is a member of the Club since March 2012. He is the Chief Operating Officer of B-Mirk Group of Companies. He is currently the Chairman of the Membership and Audit Committees.

**Atty. Marcus Antonius T. Andaya** is a Club Member as Proprietary Member since August 10, 2017. Atty. Andaya is a Senior Managing Partner at Bantog & Andaya Law Offices. He is a graduate of Bachelor of Laws in San Beda College.

The directors are independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with their exercise of independent judgment in carrying out their responsibilities as directors. There are no other directors other than the above mentioned names.

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers or persons nominated or chosen by the registrant to become directors or executive officers.

During the past five (5) years there was no bankruptcy petition filed by or against any business of which the directors, any nominee for election as director and executive officers is a general partner or executive officer either at the time of bankruptcy or within two years prior to that time.

There is no conviction by final judgment, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses against the directors, any nominee for election as director and executive officers.

None of the directors, any nominee for election as director and executive officers is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities.

None of the directors, any nominee for election as director and executive officers was found by a domestic or foreign court of competent jurisdiction, the Commission of comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended or vacated.

#### SIGNIFICANT EMPLOYEES

**Mr. Cliff M. Friedman** was born on Oct. 24, 1958 in USA and is now 61 years old. Mr. Friedman started his employment with Valley Golf last June 11, 2019 with a 2-year contract up to June 12, 2021. He is a graduate of Associate of Arts, Secondary Education in Northern Marianas College, Saipan, Northern Marianas Islands. His last previous employment is with Bana Hills Golf Club in Danang Vietnam.

**Ms. Rosanna R. Arguelles** was born on October 9, 1963 in Antipolo City and is now 56 years old; She is a CPA and a graduate of BSC major in Accounting at University of Santo Tomas. She was previously Chief Accountant of the Municipality of Antipolo. She started her employment at Valley Golf in 1988 and is now the Division Manager of the Controller's Division.

**Ms. Elda C. Jugo** was born on September 9, 1962 in Binangonan, Rizal and is now 57 years old. She graduated from Far Eastern University with a degree of Bachelor of Science in Accounting. She was initially hired as typist-filing clerk in 1986 and is now the Finance and Accounting Manager of the Club.

**Mr. Sigfried Arguelles** was born on January 5, 1962 and is now 58 years old. He started working at Valley Golf in 1990 and now the Clubhouse and External Affairs Manager of the Club.

These are the General Manager, Division Manager and Department Managers and are considered the key personnel of the Club. The division and department managers as well as supervisors were previously given a yearly increase in salaries at a maximum of 3%. But in 2010, instead of giving annual increases, managers and supervisors were given performance bonuses - percentage from the audited net income. They also receive Christmas bonuses. All duties and responsibilities are ensured to be rotated to other supervisors within the department so there will be no monopoly of knowledge. The friendly atmosphere between management and supervisors and the benefits that the employees receive are factors that contribute to the sense of loyalty of the employees.

**ITEM 10. EXECUTIVE COMPENSATION**

Executive Compensation

General

The President, Vice-President, Treasurer, Asst. Treasurer and all members of the Board are not paid any compensation of whatever kind since election to the Board up to the present.

**SUMMARY COMPENSATION TABLE**

Name	Position	Fiscal Year	Salary/month	13 <sup>th</sup> month	Bonus
Cliff M. Friedman	General Manager	2020	133,333.33	66,666.66	55,890.41
Rosanna R. Arguelles	Division Manager Controller	2012	71,890.00	71,890.00	23,385.90
		2013	76,390.00	76,390.00	24,780.90
		2014	80,890.00	80,890.00	26,175.90
		2015	80,890.00	80,890.00	26,175.90
		2016	83,317.00	83,317.00	30,298.27
		2017	83,317.00	83,317.00	30,298.27
		2018	85,817.00	85,817.00	32,523.27
		2019	85,817.00	85,817.00	32,573.27
		2020	89,517.00	89,517.00	44,758.50
Elda C. Jugo	F & A Mngr.	2012	38,840.00	38,840.00	13,140.40
		2013	43,340.00	43,340.00	14,535.40
		2014	47,840.00	47,840.00	15,930.40
		2015	47,840.00	47,840.00	15,930.40
		2016	49,275.00	49,275.00	19,745.25
		2017	49,275.00	49,275.00	19,745.25
		2018	50,753.00	50,753.00	21,753.42

		2019	50,753.00	50,753.00	21,803.42
		2020	52,585.00	52,585.00	26,292.50
Sigfried C. Arguelles	Clubhouse and External Aff. Manager	2014	30,000.00	30,000.00	10,400.00
		2015	30,000.00	30,000.00	10,400.00
		2016	30,900.00	30,900.00	14,049.00
		2017	30,900.00	30,900.00	14,049.00
		2018	32,500.00	32,500.00	15,895.00
		2019	32,500.00	32,500.00	15,945.00
		2020	33,550.00	33,550.00	16,775.00

### **Compensation of Directors**

Valley Golf & Country Club's directors have not been and still are not compensated, directly or indirectly for any services provided as such pursuant to Article IV, Section 2 of the By-laws.

### **Employment contracts and termination of employment and change-in-control arrangements**

The Board of Directors is composed of nine (9) members. Every year at the annual stockholders' meeting, three (3) directors are elected for a term of three (3) years. No director can serve consecutively for more than three (3) years.

The Club has no compensatory plan or arrangement with its directors and General Manager resulting from resignation, retirement or any other termination of their relationship with the company, or from a change in control of the company or a change of responsibilities following a change in control.

### **Warrants and Options Outstanding: Repricing**

There are no warrants or options held by the company's CEO, the executive officers, and all officers and directors as a group.

### **Family Relationships**

As of the filing of this report, management is not aware of any relationship (up to the fourth civil degree), either by consanguinity or affinity among the directors, executive officers or members nominated to be directors.

**ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

1. There is no person or any group of persons who is the owner on record or the beneficial owner, directly or indirectly of more than five percent (5%) of the Club's voting securities.
2. All members of the Board are the owners on record of one share each which qualifies them for directorship. There is no director who is the beneficial owner of other shares of stocks.

Title of Class	Name of Beneficial Owner	Amount/Nature of Beneficial Ownership	Citizenship	Percent of Class
Ordinary	Wilfredo G. Manahan	1 share	Filipino	Negligible
Ordinary	Albert DG. San Gabriel	1 share	Filipino	Negligible
Ordinary	Leopoldo M. Garcia	1 share	Filipino	Negligible
Ordinary	Pablito M. Gregore	1 share	Filipino	Negligible
Ordinary	Jeremy Z. Parulan	1 share	Filipino	Negligible
Ordinary	Albert G. Que	1 share	Filipino	Negligible
Ordinary	Ronald O. Solis	1 share	Filipino	Negligible
Ordinary	Carlo J. Carpio	1 share	Filipino	Negligible
Ordinary	Reginald Benjamin V. San Pedro	1 share	Filipino	Negligible
Ordinary	Marcus Antonius T. Andaya	1 share	Filipino	Negligible

2. The Club is not aware of the existence of any voting trust holders of any proportion of the existing authorized capital stock.
3. There is no arrangement, which may result in a change in management control of registrant since the beginning of the last fiscal year.

**ITEM 12 - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

In line with the policy of Valley Golf of transparency and avoidance of conflict of interest situations by its directors/officers as provided in the By-Laws it is hereby disclosed that Yukon General Manpower Services, a corporation wherein the General Manager is Ms. Sylvia Carpio, the wife of Dir. Carlo Carpio has been doing business with Valley Golf since 2008. Dir. Carpio have no management control or participation over said business and was not involved in the decision of Valley Golf management to enter into business with said company.

Other than the disclosures stated above, Valley Golf does not have any transactions with or involving a company or any of its subsidiaries in which a director, executive officer, or stockholder owns ten percent (10%) or more of the total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest.

Valley Golf did not have transactions with promoters.

Valley Golf does not have a parent company or a subsidiary company.

## **PART IV – CORPORATE GOVERNANCE**

### **ITEM 13 – CORPORATE GOVERNANCE**

(a.) The evaluation system established by the company to measure or determine the level of compliance of the Board of Directors and top-level management with its Manual of Corporate Governance.

1. Initially, the Club adopted the Corporate Governance Self-Rating System Form.
2. Valley Golf has a Business Plan and Annual Budget. Management conducts a monthly review of compliance with the action plan. Every month a Management Report is submitted during the Board Meeting which contains the status report of the business plan and the comparative financial statement against the budget to reflect the variances. Included also is a monthly highlight of the financial report with detailed explanations on the variances of the actual figures as compared to the budget.

(b.) Measures being undertaken by the company to fully comply with the adopted leading practices on good corporate governance.

1. The Audit Committee and the Finance Committee meet with the External Auditors regarding the annual examination of the financial statements of the Club and the operations of the Club.
2. The Club has a Membership Handbook and a Personnel Manual that contain policies, procedures and implementing guidelines on dealing with members and employees.
3. The President submits a monthly Management Report to the Board of Directors.
4. The Board of Directors had appointed the members of the Nomination Committee, Compensation and Remuneration Committee and Audit Committee to comply with their respective duties and responsibilities as provided for in the Manual of Good Corporate Governance.
5. The Board of Directors had appointed an External Auditor and hired an Internal Auditor in compliance with the Manual of Good Corporate Governance.
6. The Club's annual report is disseminated to all members to inform them of the results of the operations of the Club and the activities of the Board for the fiscal year.
7. The Board of Directors has created several committees to ensure compliance with the Club's Code of Corporate Governance. Among the committees created are the Management Committee, House Committee, Membership Committee, Finance Committee, Sports and Games Committee, Nomination Committee, Grounds & Engineering Committee,

Administration Committee, Legal Committee, Real Estate Committee, Security Committee and Election Committee.

8. During the Fiscal year 2020, the following Members of the Board of Directors and Compliance Officer attended the Seminar on Corporate Governance:

The following Members of the Board of Directors and General Manager/Compliance Officer attended the Seminar on Corporate Governance Orientation Program on November 19, 2019 at the Institute of Corporate Directors, Makati Diamond Residences, Makati City, Metro Manila

1. Dir. Carlo J. Carpio
2. Dir. Reginald Benjamin V. San Pedro
3. GM Cliff M. Friedman

The following Members of the Board of Directors attended the Seminar on Corporate Governance Orientation Program on August 28, 2019 at the Institute of Corporate Directors, Tower Club, Philam Tower, Makati City, Metro Manila.

1. Dir. Leopoldo M. Garcia
2. Dir. Albert G. Que

(c.) Any deviation from the company's Manual of Corporate Governance. It shall include a disclosure of the name and position of the person/s involved, and the sanction/s imposed on said individual

There is no deviation from the Manual of Corporate Governance of Valley Golf & Country Club, Inc.

(d) Any plan to improve corporate governance of the company

In compliance with SEC Memorandum Circular No. 24 Series of 2019, requiring the submission of the Revised Manual on Corporate Governance, the Board of Directors approved on July 22, 2020 the new Manual of Corporate Governance of Valley Golf and was submitted electronically on July 25, 2020.

**PLEASE REFER TO ATTACHED ANNUAL CORPORATE GOVERNANCE REPORT (ACGR)**

## **PART V - EXHIBITS AND SCHEDULES**

### **ITEM 14. EXHIBITS AND REPORTS ON SEC FORM 17-C**

#### **1. Exhibits**

- A. Amended Articles of Incorporation – 15 pages



- B. Amended By-Laws – 15 pages
- C. Annual Report to Security Holders – 68 pages
- D. Minutes of the September 22, 2019 Stockholders' Meeting
- E. Annual Corporate Governance Report (ACGR)

Valley Golf does not have Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession, Instruments defining rights of security holders, voting trust agreement, subsidiaries, power of attorney or other reports mentioned.

## **2. Reports on SEC Form 17 – C and Form 17 - Q**

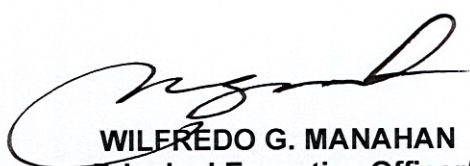
- a. On Sept. 19, 2019, Valley Golf submitted the Current Report 17-C on the attendance of Dir. Leopoldo M. Garcia and Dir. Albert Que in the Seminar on Corporate Governance Orientation Program on August 28, 2019 at the Institute of Corporate Directors.
- b. On Sept. 26, 2019, Valley Golf submitted the Current Report 17-C on the election of the Board of Directors, Board Members who ceased to hold their positions and new officers elected by the Board of Directors in the organizational meeting on Sept. 22, 2019.
- c. On Sept. 26, 2019, Valley Golf submitted the Current Report 17-C on the appointment of Sycip Gorres Velayo & Co. as Valley Golf's External Auditors or Independent Accountants during the Sept. 22, 2019 Stockholders' meeting.
- d. On Oct. 24, 2019, Valley Golf submitted the Current Report 17-C on the appointment of the Chairman and Members of the Audit Committee, Chairman and Members of the Remuneration and Compensation Committee, the appointment of the Asst. Treasurer and the appointment of the Corporate Secretary.
- e. On Nov. 7, 2019, Valley Golf submitted 17-Q for the quarterly report for the first quarter.
- f. On Nov. 27, 2019, Valley Golf submitted the Current Report 17-C on the attendance of Dir. Carlo Carpio, Dir. Reginald Benjamin San Pedro and General Manager Cliff M. Friedman in the Seminar on Corporate Governance Orientation Program on Nov. 19, 2019 at the Institute of Corporate Directors.
- g. On Jan. 14, 2020, Valley Golf submitted the current report 17-C on compliance with the Manual of Corporate Governance for the year ended December 31, 2019.
- h. On Feb 11, 2020, Valley Golf submitted 17-Q for the quarterly report for the second quarter.
- i. On June 18, 2020, Valley Golf submitted 17-Q for the quarterly report for the third quarter.
- j. On July 1, 2020, Valley Golf submitted the Current Report 17-C on the members of the Committee on Elections and Nominating Committee.

**SIGNATURES**

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Antipolo on September 25, 2020

**VALLEY GOLF & COUNTRY CLUB, INC.**


By:



**WILFREDO G. MANAHAN**  
Principal Executive Officer/  
President



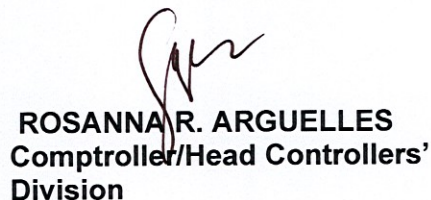
**LEOPOLDO M. GARCIA**  
Principal Financial Officer/  
Treasurer



**MARCUS ANTONIUS T. ANDAYA**  
Corporate Secretary



**CLIFF M. FRIEDMAN**  
General Manager/Compliance  
Officer



**ROSANNA R. ARGUELLES**  
Comptroller/Head Controllers'  
Division



**ELDA C. JUGO**  
Principal Accounting Officer/  
Finance & Accounting Manager

**OCT 07 2020**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2020  
affiants exhibiting to me their valid ID's, as follows:

Name

Wilfredo G. Manahan  
Leopoldo M. Garcia  
Marcus Antonius T. Andaya  
Cliff M. Friedman  
Rosanna R. Arguelles  
Elda C. Jugo

TIN No. 109-940-874  
TIN No. 103-090-050  
TIN No. 117-688-980  
TIN No. 205-657-276  
PRC ID No. 069065  
TIN No. 102-778-591

DDC NO 281  
PAGE NO. 57  
BOOK NO. X  
SERIES OF 2020

**ANDREW V. FERRER**  
NOTARY PUBLIC UNTIL DEC. 31, 2021  
PTR NO. 13760078A; 01/02/20  
IBP OR NO. 089176; 01/02/20  
Rizal Chapter / MCLE Compliance  
No. VI-0028918, October 4, 2019  
Roll No. 39811 / Appointment No. 20-25  
No. 9 A. Bonifacio Ave., Cainta Rizal

**NOTARY PUBLIC**

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of 2020

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**ANDREW V. FERRER**  
NOTARY PUBLIC UNTIL DEC. 31, 2021  
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No. 9 A. Bonifacio Ave., Cainta Rizal



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

Company Reg. No. 13951

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

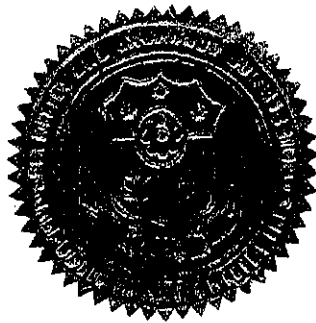
**VALLEY GOLF & COUNTRY CLUB, INC.**

[Amending Article IV by extending the term of its existence thereof.]

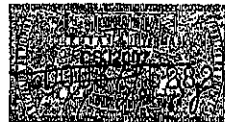
copy annexed, adopted on July 29, 2006 by a majority vote of the Board of Directors and on November 18, 2007 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 29<sup>th</sup> day of April, Two Thousand Eight.



  
BENITO A. CATARAN  
Director  
Company Registration and Monitoring Department



# COVER SHEET

1 3 9 5 1

S.E.C. Registration Number

VALLEY GOLF & COUNTRY  
 CLUB INC

(Company's Full Name)

DON CELSO S TUASON AVENUE  
 VICTORIA VALLEY ANTIPOLO CITY

(Business Address: No. Street City / Town / Province)

TESS GAN

Contact Person

634-5692/93

Company Telephone Number

0 6    3 0  
 Month    Day  
 Fiscal Year

Amended Articles of  
 Incorporation  
 FORM TYPE

0 9    4th Sun  
 Month    Day  
 Annual Meeting

Second License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Total Amount of Borrowings

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU *J 4-17-06*

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

AMENDED  
ARTICLES OF INCORPORATION  
OF  
VALLEY GOLF & COUNTRY CLUB,  
INC.  
(Amended as of September 10, 1989)  
(Formerly Valley Golf Club, Inc.)

**KNOW ALL MEN BY THESE PRESENTS:**

That we, all of whom are of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

**AND WE HEREBY CERTIFY:**

**FIRST.** That the name of said corporation shall be "**VALLEY GOLF & COUNTRY CLUB, INC.**" (As amended on September 10, 1989).

**SECOND.** That the purposes for which the said corporation is formed are:

**PRIMARY PURPOSE**

To foster and promote the game of golf and operate and maintain a golf course and country club.

**SECONDARY PURPOSE**

To buy, lease or otherwise acquire, own, hold and dispose of, such real and personal property as may be necessary, advantageous or convenient in the conduct of its business; to develop, improve, and subdivide any properties owned by the corporation; and, generally, to do and perform all such acts and things, and to

exercise such powers as are ordinarily done, performed and exercised by social and athletic clubs and associations.

**THIRD.** That the place where the principal office of the corporation is to be established or located is Antipolo, Rizal, Philippines.

**FOURTH.** That the term for which said corporation is to exist for another **FIFTY (50) YEARS** from May 15, 2008. (as amended on November 18, 2007).

**FIFTH.** That the names, residence and nationality of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Celso Tuason	Filipino	Wilson St., San Juan, Rizal
Aurelio Montinola, Sr.	Filipino	Mahogany Rd., Forbes Park Makati, Rizal
Ernest Kahn	Filipino	Russell Ave., Pasay City
Henry Belden	American	13 <sup>th</sup> St., New Manila, Q. C.
J. Antonio Araneta	Filipino	Mckinley Rd., Forbes Park Makati, Rizal

**SIXTH.** That the number of Directors of said corporation shall be nine (9) and the names and residences of the Directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Celso Tuason	Filipino	Wilson St., San Juan, Rizal
Aurelio Montinola, Sr.	Filipino	Mahogany Rd. Forbes Park, Makati, Rizal
Ernest Kahn	Filipino	Russell Ave., Pasay City
Henry Belden	American	13 <sup>th</sup> St., New Manila, Q. C.

J. Antonio Araneta	Filipino	Mckinley Rd., Forbes Park, Makati, Rizal
Francisco Ortigas, Jr.	Filipino	R. Alunan St., Manila
Jaime Velasquez	Filipino	Easy St., San Juan, Rizal

**SEVENTH.** That the capital stock of said corporation is Sixteen Million Two Hundred Thousand Pesos (PhP16,200,000.00) divided into One Thousand Eight Hundred (1,800) shares of the par value of Nine Thousand Pesos (PhP9,000) each. (as amended on September 13, 1981).

Said shares of stock shall be owned by and the interest thereof accrue only to the registered owner thereof, who, aside from his rights as shareholder, may in addition, and subject to such rules and regulations as may be promulgated by, and to screening and approval of the Board of Directors, be issued a regular membership card that would entitle him to all the rights and privileges that are extended to all holders of regular membership cards for the use and enjoyment of the facilities and premises of the Club.

Any person who owns or buys a share in the company must apply for membership within thirty (30) days from date of registration of sale. This condition shall appear in the stock certificates.

**EIGHTH.** That the amount of said capital stock which has been actually subscribed is ONE MILLION PESOS (PhP1,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names.



<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
Aguinaldo, Francisco R.	Quezon City	1	P10,000.00
Aguirre, Tomas B.	Pasay City	1	10,000.00
Alafris, Arturo A.	Pasay City	1	10,000.00
Araneta, J. Antonio	Makati, Rizal	1	10,000.00
Araneta, Luis M.	Manila	1	10,000.00
Babat, Chester	Quezon City	1	10,000.00
Balcoff, Charles I.	Manila	1	10,000.00
Barredo, Manuel	Manila	1	10,000.00
Bautista, Constantino	Quezon City	1	10,000.00
Belden, Henry	Quezon City	1	10,000.00
Bennett, Henry E.	San Juan, Rizal	1	10,000.00
Brias, Enrique	Makati, Rizal	1	10,000.00
Brias, Jaime	Manila	1	10,000.00
Cacho, Francisco	Mandaluyong, Rizal	1	10,000.00
Cacho, Jose A.	Manila	1	10,000.00
Chua, Antonio Roxas	Manila	1	10,000.00
Cojuangco, Pedro	Manila	1	10,000.00
Consunji, Ricardo	Mandaluyong, Rizal	1	10,000.00
Cortes, Jose Ma.	Quezon City	1	10,000.00
Cortes, Felix	Quezon City	1	10,000.00
Cruz, Bienvenido	Pasay City	1	10,000.00
Cu Unjieng, Benito	Manila	1	10,000.00
Damperre, Alfonso R. de	Manila	1	10,000.00
Diaz, Pompeyo	Manila	1	10,000.00
Feria, Jose	Manila	1	10,000.00
Fernandez, Jose	Manila	1	10,000.00
Frieder, Robert	Quezon City	1	10,000.00
Gabalton, Isauro	Manila	1	10,000.00
Gamboa, Regino D.	Manila	1	10,000.00
Gonzales, Antonio	Quezon City	1	10,000.00
Gonzales, Rafael	Quezon City	1	10,000.00
Guerrero, Oscar E.	S. Juan, Rizal	1	10,000.00
Halling, F. R.	Makati, Rizal	1	10,000.00
Huang, Frank	S. Juan, Rizal	1	10,000.00
Jaibuena, L. P.	Pasay City	1	10,000.00
Kahn, Ernest	Pasay City	1	10,000.00
Klar, Jose	Quezon City	1	10,000.00
Liboro, Andres	Quezon City	1	10,000.00
Licaros, Gregorio, Sr.	Manila	1	10,000.00
Licaros, Gregorio, B. Jr.	Manila	1	10,000.00
Lim, P. L.	S. Juan, Rizal	1	10,000.00
Lim, Peter	Makati, Rizal	1	10,000.00
Locsin, Jose	Manila	1	10,000.00
Lopa, Manuel	Pasay City	1	10,000.00
Lopez, Honrado C.	Manila	1	10,000.00
Lovell, G. H.	Pasig, Rizal	1	10,000.00
Luz, Alfredo J.	Manila	1	10,000.00
Madrigal, Antonio P.	Quezon City	1	10,000.00
Madrigal, Jose P.	Quezon City	1	10,000.00
Manahan, Constantino P.	Quezon City	1	10,000.00
Manglapus, Raul	San Juan, Rizal	1	10,000.00
Manotoc, Ricardo S.	Quezon City	1	10,000.00

Matilla, Faustino	Quezon City	1	10,000.00
Miranda, Antonio	Pasay City	1	10,000.00
Montinola, Aurelio Sr.	Makati, Rizal	1	10,000.00
Montinola, Aurelio Jr.	Makati, Rizal	1	10,000.00
Montinola, Sergio	Bacolod City	1	10,000.00
Nathan, Karl	Quezon City	1	10,000.00
Norton, J. E.	Quezon City	1	10,000.00
Olives, Sebastian	Quezon City	1	10,000.00
Ortigas, Eduardo	Quezon City	1	10,000.00
Ortigas, Francisco	Manila	1	10,000.00
Ortigas, Rafael	Manila	1	10,000.00
Perez Rubio, Miguel	Makati, Rizal	1	10,000.00
Picazo, Evaristo	Makati, Rizal	1	10,000.00
Picomell, Santiago	Manila	1	10,000.00
Preysler, J. B.	Makati, Rizal	1	10,000.00
Quirino, Carlos	Manila	1	10,000.00
Recto, Alfonso	Makati, Rizal	1	10,000.00
Reyes, Narciso Jr.	Manila	1	10,000.00
Reyes, Victor	Manila	1	10,000.00
Roco, Fernando S.	Quezon City	1	10,000.00
Roxas, Antonio	Pasay City	1	10,000.00
Roxas, Eduardo	Makati, Rizal	1	10,000.00
Rufino, Ernesto D.	Pasay City	1	10,000.00
Santayana, Luis S.	Makati, Rizal	1	10,000.00
Soriano, Andres	Pasay City	1	10,000.00
Soriano, Andres Jr.	Makati, Rizal	1	10,000.00
Soriano, Jose Maria	Pasay City	1	10,000.00
Sycip, Washington	Makati, Rizal	1	10,000.00
Tuason, Celso A.	San Juan, Rizal	1	10,000.00
Tuason, Juan E.	Manila	1	10,000.00
Tuason, Severo A.	Manila	1	10,000.00
Unson, Miguel R.	Pasay City	1	10,000.00
Uy, James	Makati, Rizal	1	10,000.00
Velasquez, Jaime	San Juan, Rizal	1	10,000.00
Velayo, Alfredo	Makati, Rizal	1	10,000.00
Vellguth, Alfred C.	Parañaque, Rizal	1	10,000.00
Villa-Abrille, Alfredo	Makati, Rizal	1	10,000.00
Villareal, Fernando Sr.	Quezon City	1	10,000.00
Wilkinson, Gerald	Quezon City	1	10,000.00
Wilson, Calude M., Jr.	Mandaluyong City	1	10,000.00
Young, Walter Au	San Juan, Rizal	1	10,000.00
Ysmael, Carlos	Quezon City	1	10,000.00
Ysmael, Felipe	Quezon City	1	10,000.00
Yu Kho Siong	Manila	1	10,000.00
Yu Kho Thai	Pasay City	1	10,000.00
Yujuico, Alejandro S.	Quezon City	1	10,000.00
Yujuico, Jesus S.	Quezon City	1	10,000.00
Zulueta, Cesar de	Makati City	1	10,000.00
		<u>100</u>	<u>P1,000,000</u>

**NINTH.** That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names.

<u>Name</u>	<u>Residence</u>	<u>Amount Subscribed</u>
Aguinaldo, Francisco R.	Quezon City	P 3,500.00
Aguirre, Tomas B.	Pasay City	3,500.00
Alafris, Arturo A.	Pasay City	3,500.00
Araneta, J. Antonio	Makati, Rizal	3,500.00
Araneta, Luis Ma.	Manila	3,500.00
Balcoff, Chester	Quezon City	3,500.00
Blacoff, Charles T.	Manila	3,500.00
Barredo, Manuel	Manila	3,500.00
Bautista, Constantino	Quezon City	3,500.00
Belden, Henry	Quezon City	3,500.00
Bennett, Henry E.	San Juan, Rizal	3,500.00
Brias, Enrique	Makati, Rizal	3,500.00
Brias, Jaime	Manila	3,500.00
Cacho, Francisco	Mandaluyong, Rizal	3,500.00
Cacho, Jose A.	Manila	3,500.00
Chua, Antonio Roxas	Manila	3,500.00
Cojuangco, Pedro	Manila	3,500.00
Consunji, Ricardo	Mandaluyong, Rizal	3,500.00
Cortes, Jose Ma.	Quezon City	3,500.00
Cortes, Felix	Quezon City	3,500.00
Cruz, Bienvenido	Pasay City	3,500.00
Cu Unjieng, Benito	Manila	3,500.00
Damperre, Alfonso R.de	Manila	3,500.00
Diaz, Pompeyo	Manila	3,500.00
Feria, Jose	Manila	3,500.00
Fernandez, Jose	Manila	3,500.00
Frieder, Robert	Quezon City	3,500.00
Gabaldon, Isauro	Manila	3,500.00
Gamboa, Regino D.	Manila	3,500.00
Gonzales, Rafael	Quezon City	3,500.00
Guerrero, Oscar E.	S. Juan, Rizal	3,500.00
Halling, F. R.	Makati, Rizal	3,500.00
Huang, Frank	S. Juan, Rizal	3,500.00
Jalbuena, L.P.	Pasay City	3,500.00
Kahn, Ernest	Pasay City	3,500.00
Klar, Jose	Quezon City	3,500.00
Liboro, Andres	Quezon City	3,500.00
Licaros, Gregorio, Sr.	Manila	3,500.00
Licaros, Gregorio, B. Jr.	Manila	3,500.00
Lim, P. L.	S. Juan, Rizal	3,500.00
Lim, Peter	Makati, Rizal	3,500.00
Locsin, Jose	Manila	3,500.00
Lopa, Manuel	Pasay City	3,500.00
Lopez, Honrado G.	Manila	3,500.00
Lovell, G. H.	Pasig, Rizal	3,500.00
Luz, Alfredo J.	Manila	3,500.00
Madrigal, Antonio P.	Quezon City	3,500.00

Madrigal, Jose P.	Quezon City	3,500.00
Manahan, Constantino P.	Quezon City	3,500.00
Manglapus, Raul	San Juan, Rizal	3,500.00
Manotoc, Ricardo S.	Quezon City	3,500.00
Matilla, Faustino	Quezon City	3,500.00
Miranda, Antonio	Pasay City	3,500.00
Montinola, Aurelio Sr.	Makati, Rizal	3,500.00
Montinola, Aurelio Jr.	Makati, Rizal	3,500.00
Montinola, Sergio	Bacolod City	3,500.00
Nathan, Karl	Quezon City	3,500.00
Norton, J. E.	Quezon City	3,500.00
Olives, Sebastian	Quezon City	3,500.00
Ortigas, Eduardo	Quezon City	3,500.00
Ortigas, Francisco	Manila	3,500.00
Ortigas, Rafael	Manila	3,500.00
Perez Rubio, Miguel	Makati, Rizal	3,500.00
Picazo, Evaristo	Makati, Rizal	3,500.00
Pirconell, Santiago	Manila	3,500.00
Preysler, J. B.	Makati, Rizal	3,500.00
Quirino, Carlos	Manila	3,500.00
Alfonso, Recto	Makati, Rizal	3,500.00
Reyes, Narciso Jr.	Manila	3,500.00
Reyes, Victor	Manila	3,500.00
Roco, Fernando S.	Quezon City	3,500.00
Roxas, Antonio	Pasay City	3,500.00
Roxas, Eduardo	Makati, Rizal	3,500.00
Rufino, Ernesto D.	Pasay City	3,500.00
Santayana, Luis S.	Makati, Rizal	3,500.00
Soriano, Andres	Pasay City	3,500.00
Soriano, Andres Jr.	Makati, Rizal	3,500.00
Soriano, Jose Maria	Pasay City	3,500.00
Sycip, Washington	Makati, Rizal	3,500.00
Tuason, Celso A.	San Juan, Rizal	3,500.00
Tuason, Juan E.	Manila	3,500.00
Tuason, Severo A.	Manila	3,500.00
Unson, Miguel R.	Pasay City	3,500.00
Uy, James	Makati, Rizal	3,500.00
Velasquez, Jaime	San Juan, Rizal	3,500.00
Velayo, Alfredo	Makati, Rizal	3,500.00
Vellcuth, Alfred C.	Parañaque, Rizal	3,500.00
Villa-Abrille, Alfredo	Makati, Rizal	3,500.00
Villareal, Fernando Sr.	Quezon City	3,500.00
Wilkinson, Gerald	Quezon City	3,500.00
Wilson, Calude M., Jr.	Mandaluyong City	3,500.00
Young, Walter Au	San Juan, Rizal	3,500.00
Ysmael, Carlos	Quezon City	3,500.00
Ysmael, Felipe	Quezon City	3,500.00
Siong, Yu Khe	Manila	3,500.00
Tai, Yu Khe	Pasay City	3,500.00
Yujuico, Alejandro S.	Quezon City	3,500.00
Yujuico, Jesus S.	Quezon City	3,500.00
Zulueta, Cesar de	Makati City	3,500.00

P 350,000

TENTH. That ERNEST KAHN has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By Laws, and that no such Treasurer he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila, Philippines, this 14<sup>th</sup> day of May, 1958.

(Sgd.) Celso Tuason  
CELSON TUASON

(Sgd.) Aurelio Montinola  
AURELIO MONTINOLA

(Sgd.) Ernest Kahn  
ERNEST KAHN

(Sgd.) Henry T. Belden  
HENRY T. BELDEN

(Sgd.) J. Antonio Araneta  
J. ANTONIO ARANETA

Signed in the presence of:

(Sgd.) Illegible

(Sgd.) Illegible

REPUBLIC OF THE PHILIPPINES)  
CITY OF MANILA ) S. S.

Before me, a Notary Public in and for the City of Manila, Philippines, this 14<sup>th</sup> day of May, 1958, personally appeared the following persons with their respective residence certificates, to wit:

<u>Name</u>	<u>Residence Cert. No.</u>	<u>Date and Place of Issue</u>
Celson Tuason	A-0204962	Jan. 22, 1958 - Manila
Aurelio Montinola, Sr.	A-0023051	Jan. 6, 1958 - Manila
Ernest Kahn	A-0006403	Jan. 2, 1958 - Manila
Henry Belden	A-0067620	Jan. 13, 1958 - Manila
J. Antonio Araneta	A-0120887	Jan. 17, 1958 - Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of Valley Golf Club, Inc., and acknowledged to me that the same is of their free and voluntary act and deed.

**WITNESS** my hand and seal at the place and on the date first above written.

(Sgd.) Mariano B. Pineda, Jr.  
**MARIANO B. PINEDA, JR.**  
Notary Public  
Until December 31, 1958

Doc. No. 186  
Page No. 52  
Book No. II  
Series of 1958.

**DIRECTOR'S CERTIFICATE**

WE, the Chairman, Secretary and majority of the elected and qualified members of the Board of Directors of VALLEY GOLF CLUB, INC., a stock corporation organized and existing under the laws of the Philippines do hereby certify:

That as an Annual Meeting of the Stockholders and members of the Board of Directors held on September 10, 1989 at 4:20 p.m. at the principal office of the corporation and following resolution was duly approved, adopted and recorded in the minutes:

"RESOLVED, as it is hereby received that Article I of the Articles of Incorporation of VALLEY GOLF CLUB, INC. be amended by changing the corporate name to VALLEY GOLF AND COUNTRY CLUB, INC."

That the above resolution was confirmed, approved and ratified by the vote of the stockholders owning/representing at least two-thirds (2/3) of the entire outstanding capital stock at a special stockholders and directors meeting held on the same date and place;

That the attached articles of Incorporation is a true and correct copy of the present Articles of Incorporation, as amended, reflecting its new corporate name.

**IN WITNESS WHEREOF**, we have hereunto subscribed our names this 25<sup>th</sup> day of September 1989 at Makati, Metro Manila.

**PEDRO H. YAP**  
Director  
Res. Cert. No. 764301-A  
Issued at: Manila  
on: Feb. 2, 1989

(Sgd.)  
**ROMEO M. LIAMZON**  
Director  
Res. Cert. No.  
Issued at: Antipolo  
on: March 4, 1989

(Sgd.)  
**MARCELINO L. GO**  
Director  
Res. Cert. No. 000006435  
Issued at: Manila  
on: 1-31-1989

(Sgd.)  
**EMMANUEL CASTAÑEDA**  
Director  
Res. Cert. No. 025367  
Issued at: Antipolo  
on: 1-18-89

(Sgd.)  
**LUIS SICAT**  
Director  
Res. Cert. No. 214630-E  
Issued at: Q. C.  
on: 3-21-1989

(Sgd.)  
**JOHNNY SARMENTA**  
Director  
Res. Cert. No. 09538658J  
Issued at: Q. C.  
on: 3-20-89

(Sgd.)  
**JOSE VILCHEZ, JR.**  
Director  
Res. Cert. No. 1158001G  
Issued at: Antipolo  
on: 4-1-1989

**FEDERICO GARANDANG**  
Director  
Res. Cert. No.  
Issued at:  
on:

(Sgd.)  
**CRISMEL VERANO**  
Director  
Res. Cert. No. 4925502  
Issued at: Q. C.  
on: 2-23-1989

ATTESTED:

(Sgd.)  
**PEDRO H. YAP**  
President

(Sgd.)  
**ORLANDO C. PARAY**  
Secretary

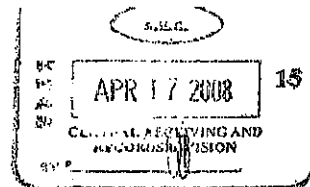
**SUBSCRIBED AND SWORN** to before me this 25<sup>th</sup> day of September 1989,  
affiants exhibiting to me their Res. Cert. No. printed below their respective name.

Sgd.  
**EDGAR A. PACIS**  
NOTARY PUBLIC  
Until December 31, 1990  
PTR No. 566199, Makati  
Jan. 3, 1989

Doc. No. 439;  
Page No. 89;  
Book No. II;  
Series of 1989.

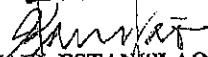


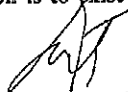
DIRECTORS' CERTIFICATE





We, the undersigned majority of the Directors and Corporate Secretary of **VALLEY GOLF & COUNTRY CLUB, INC.**, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors on July 29, 2006 and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on November 18, 2007 at the principal office of the corporation.


The amended provisions of the attached Amended Articles of Incorporation refer to **Article 4 "That, the Term for which said corporation is to exist for another Fifty (50) years from May 15, 2008."**


  
**RAFAEL ESTANISLAO**  
President/Director  
TIN No. 100-143-433  
Res. Cert. No. 12450200  
Issued at Antipolo City  
on January 4, 2008


  
**LINO TOPACIO**  
Vice President/Director  
TIN No. 110-062-048  
Res. Cert. No. 07594500  
Issued at Quezon City  
on January 3, 2008


  
**BONIFACIO SUMBILLA**  
Treasurer/Director  
TIN No. 150-146-618  
Res. Cert. No. 14723842  
Issued at Cainta, Rizal  
on January 3, 2008

  
**TEODORO PAPA**  
Asst. Treasurer/Director  
TIN No. 111-924-493  
Res. Cert. No. 24199012  
Issued at Quezon City  
on April 4, 2008

  
**JAI ME LARDIZABAL**  
Director  
TIN No. 103-405-178  
Res. Cert. No. 23742105  
Issued at Pasig City  
on February 23, 2008

  
**FRANCISCO BEN REYES**  
Director  
TIN No. 115-808-073  
Res. Cert. No. 07649077  
Issued at Quezon City  
on January 10, 2008

  
**BERNARDO P. CRUZ**  
Director  
TIN No. 128-282-687  
Res. Cert. No. 11562615  
Issued at Marikina City  
on January 3, 2008

  
**ROBERTO ROXAS**  
Director  
TIN No. 106-207-376  
Res. Cert. No. 19475836  
Issued at Makati City  
on January 11, 2008





REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

Company Reg. No. 13951

CERTIFICATE OF FILING  
OF  
AMENDED BY-LAWS


KNOW ALL PERSONS BY THESE PRESENTS:

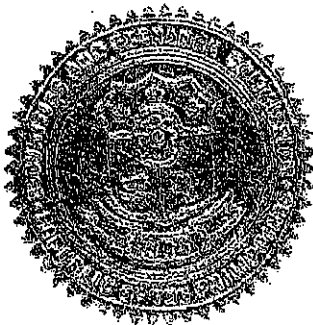
THIS IS TO CERTIFY that the Amended By-Laws of

**VALLEY GOLF & COUNTRY CLUB, INC.**

copy annexed, adopted on August 21, 2010 by a majority vote of the Board of Directors and on September 26, 2010 by the vote of the stockholders owning or representing at least majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 5<sup>th</sup> day of November, Twenty Ten.

  
BENITO A. CATARAN  
Director  
Company Registration and Monitoring Department



COVER SHEET

1 3 9 5 1  
S.E.C. Registration Number

V A L L E Y G O L F & C O U N T R Y  
C L U B I N C.

(Company's Full Name)

D O N C E L S O S T U A S O N A V E N U E  
V I C T O R I A V A L L E Y A N T I P O L O C I T Y

(Business Address: No. Street City / Town / Province)

TESS GAN

Contact Person

638-04-00

Company Telephone Number

0 6 3 0

Month Day  
Fiscal Year

Amended By-Laws

FORM TYPE

0 9 4th Sun

Month Day  
Annual Meeting

Second License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

RECORDS  
10-24-08

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

**AMENDED BY-LAWS OF  
VALLEY GOLF & COUNTRY CLUB**

**ARTICLE I - OFFICE**

The Principal office of the Club shall be located at Antipolo City, Rizal Philippines.

**ARTICLE II - SEAL**

The Board of Directors is authorized to design and to adopt a seal for the Club.

**ARTICLE III - MEETING**

**Section 1. Annual Meetings** – The annual meetings of stockholders shall be held at the Clubhouse on the Fourth Sunday of September of each year at 4:00 o'clock in the afternoon.

**Section 2. Special Meetings** – Special meetings of stockholders may be called at anytime by resolution of the Board of directors or by order of the President, or upon written request of ten percent (10%) of stockholders. No action will be taken at such special meeting except for the purpose(s) specified in the call.

**Section 3. Notice of Meetings** – Written notice of meetings for every regular or special meeting of stockholders shall be given to stockholders at least (10) days prior to the date of the meeting. Any failure or irregularity of notice of any meeting shall be deemed cured where the complaining stockholders appear at the meeting.

**Section 4. Quorum** – A quorum at any meeting shall consist of a majority of the stockholders, represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, except in cases where a different number of votes is required by law.

**Section 5. Proxies** – Every stockholder is entitled to vote at any meeting of stockholders and may so vote by proxy, provided that the proxy shall have been appointed by the stockholder himself or by his duly authorized attorney-in-fact in an official numbered proxy form issued by the Club. No other proxy form shall be recognized by the Club.

**Section 6. Election of Directors** – The election of Directors shall be held at the annual meeting of stockholders and shall be conducted in the manner provided for in the Corporation Law, and with such formalities as the officer presiding at the meeting shall then and there determine and provided.

The external auditor or auditors shall likewise be elected by the stockholders either in the annual stockholder's meeting or in a special stockholders' meeting called for the purpose.

**Section 7. Order of Business** – The order of the business of the annual meeting and, as far as possible, at all other meeting of stockholders, shall be as follows:

- a) Calling the roll.
- b) Secretary's proof of due notice of the meeting.
- c) Reading and disposal of the unapproved minutes.
- d) Report of officers, annual and otherwise.
- e) Unfinished business.
- f) New business.
- g) Election of Directors.
- h) Adjournment.

**Section 8. Eligibility to vote and be voted**

a) Only stockholders in good standing shall have the right to vote and be voted upon at any meeting of the stockholders.

b) Qualifications of Nominees for the Election of Directors:

- i. Has one (1) share recorded in his/her name for at least three (3) years at the time of nomination and shall continue to own a share during his/her term of office. If the nominee has been a member of a standing committee for at least one (1) year, or a playing guest or corporate representative for at least two (2) years, the three-year requirement will be reduced to one (1) year;
- ii. Is an active proprietary member who has not assigned the playing right of his/her share of stock upon his/her nomination, has committed in writing not to assign said playing right during his/her incumbency if elected, and is in good standing, with no delinquent account/s;
- iii. Shall have sufficient time and willing to share his/her professional and executive expertise; and,
- iv. Has no official record of grave and serious misconduct that merited Club membership suspension and has not been convicted in any criminal case. (As amended by the stockholders on September 26, 2010 and by the Board of Directors on August 21, 2010).

**Section 9.** Stockholder's Consent – The consent of 2/3 of the outstanding capital stock shall be required in the following instances:

- a) A substantial change in the present layout in the 36 holes golf course.
- b) Any expenditure of the funds of the Club for alteration covered by the preceding paragraph.
- c) Any capital expenditure for new projects other than any those approved at previous stockholders' meeting which requires special assessment against the stockholders, or an increase in the number of authorized shares of Club.

For the purpose of this section, the consent of stockholders may be obtained by referendum.

**Section 10.** Committee on Election – Members of the Committee on Election shall be appointed by the Board of Directors, composed of three (3) proprietary members in good standing. Such proprietary members shall be of unquestionable integrity and occupy the highest esteem of his peers. For purposes of the Comelec, a playing representative of a corporate proprietary member may be appointed as member of the Comelec provided that said designated playing representative shall be the incumbent President or Chairman of the Corporation and should own equity in the said Corporation and subject to such other requirements and/or limitations that the Board may impose."

The Club General Manager, Comptroller and Internal Auditor shall form part of the Comelec Secretariat.

#### ARTICLE IV - DIRECTORS

**Section 1.** Board of Directors – The business and property of the Club shall be managed by a Board of nine (9) Directors. At the next annual stockholders' meeting, nine (9) Directors shall be elected, the first three (3) Directors receiving the highest number of votes shall serve for a term of three (3) years; the three (3) other Directors receiving the next highest number of votes shall serve for a term of two (2) years; and the remaining three (3) Directors shall serve for a term of one (1) year. Every year thereafter, at the annual stockholders' meeting, there shall be three (3) elected Directors who shall serve for a term of three (3) years. No Directors can serve consecutively for more than three (3) years.

No more than sixty (60) days prior to the annual meeting of stockholders, the President with the approval of the Board of Directors, shall appoint a nominating Committee of five (5) stockholders, three (3) of whom are not Directors. The said nominating committee shall prepare, sign and post at least fifteen (15) days before the annual meeting, a list of not less than four (4) nor more than six (6) candidates for the Board of Directors for the ensuing year. Any five (5) stockholders may nominate additional candidates for the Board by posting a signed list not later than ten (10) days before the Annual Meeting.

The nominating Committee shall evaluate all candidates to ensure compliance with the required qualifications. A list of the qualified candidates nominated shall be included in the notice of the annual meeting that is sent out to each stockholder. (As amended by the stockholders on September 26, 2010 and by the Board of Directors on August 21, 2010)

**Section 2. Directors to act as of Board** – The Board of Directors shall act only as a board and no power is vested in the individual director as such. A majority of the Board shall constitute a quorum for the transaction of business, except for the filing of vacancies in the Board, in which case majority of the remaining Directors shall constitute a quorum. Directors shall receive no salaries or fees as such.

**Section 3. Board Meeting** – The regular meeting of the Board of Directors shall be held once a month at such time and place as shall be determined by the Board. Special meetings of the Board may be called by the President, or upon written petition of three (3) members. Notice of Board Meetings shall be served on each director at least three (3) days before the meeting, unless notice is waived by all the Directors present.

**Section 4. Order of Business** – The order of business at any regular or special meeting of the Board of Directors shall be:

- a) Calling the roll.
- b) Secretary's proof of due notice of the meeting.
- c) Reading and disposal of unapproved minutes in the case of regular meetings of the Board.
- d) Report of officers.
- e) Unfinished business.
- f) New business.
- g) Adjournment.

**Section 5.** A director must have at least one (1) share registered in his name during his term of office otherwise, he shall be automatically disqualified from the position. The stockholders holding 2/3 of the outstanding capital stock in the books of the corporation may remove a director who has absented himself for three (3) consecutive regular meetings of the Board unless such absences be excused by reason of sickness, physical disability or other justifiable reason(s) acceptable to the Board of Directors.

**Section 6.** The immediately preceding five (5) past President of the Club shall become ex-officio members of the Board without the right to vote.

## ARTICLE V - OFFICERS

**Section 1. Designation** – Majority of all the Board of Directors at its first meeting shall elect as Executive Officers of the Club a President, Vice-President, a Treasurer, a Secretary and such other administrative officers as it may deem proper.



**Section 2. Qualification** -- All Executive Officers of the Club must be incumbent directors, with the exception on the Secretary who must, however, be a resident and citizen of the Philippines.

**Section 3.** Every executive officers shall be elected by the Board for a term of one (1) year, unless sooner removed by the Board of Directors, and all vacancies occurring among such officers however arising shall be filled by the Board.

**Section 4. Compensation** -- The compensation and working conditions of officers of the Club who are not directors shall be fixed by the Board, Directors acting as such, or as officers of the Club including members of standing or special committees, shall receive no salaries or fees, whatsoever for their services.

**Section 5. Duties and Responsibilities** -- The duties and responsibilities of the different officers of the Club are as follows:

a) **The President** -- The President shall preside at all meetings and shall sign the membership certificate of the Club. He shall be the chief executive officer of the Club and have general supervision of the business affairs and property of the Club and over its several agents and employees, with authority to hire said employee, and dispenses with their services subject to confirmation by the Board of Directors. He shall sign contracts on behalf of the Club and shall see that all orders and resolutions of the Board are carried into effect. In addition to the above duties expressly vested in him by these By-Laws, he shall do and perform such acts and duties as from the time to time may be assigned to him by the Board of Directors.

b) **The Vice-President** -- In the absence or disability of the President, the Vice-President shall exercise all the powers and discharge all the duties of the President. The Vice-President shall, in addition, have such powers and duties as may, from time to time be conferred on him by the Board.

c) **The Treasurer** -- The Treasurer, except as otherwise provided by the Board of Directors, shall have the custody of all moneys, securities and values of the Club that come into his possession, and shall keep regular books of accounts. He shall deposit said moneys, securities and values in such banking institutions as may be designated, from time to time by the Board of Directors, subject to withdrawal therefrom on the signature of such officers of the Club as the Board may, by resolution, designate. He shall perform all other duties incident to his office and all that are properly required on him by the Board of Directors. He shall furnish a bond conditioned upon the faithful performance of his duties, if and when required so to do by the Board of Directors; the amount of said bond to be determined and fixed by the said Board.

d) **The Secretary** -- The Secretary shall issue notices of all meetings, shall keep their minutes, shall have charge of the seal and corporate books;

shall countersign the certificate of stock and sign such other instruments as required such signature, and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

#### ARTICLE VI - COMMITTEES

**Section 1. Standing Committee** – The President with the approval of the Board of Directors, shall appoint the chairman and members (**who must all be non-delinquent members**) of the different standing committees of the Club and prescribed their respective duties and responsibilities, as well as, create new committees as may be necessary for the different handling of club affairs. The standing committees are as follows:

- |                     |                   |
|---------------------|-------------------|
| a) <u>House</u>     | e) Finance        |
| b) Grounds          | f) Administration |
| c) Sports and Games | g) Engineering    |
| d) Membership       |                   |

**Section 2. Trust Fund Committee** – The Trust Fund Committee, consisting of five (5) members, created pursuant to the resolutions passed by the stockholders last September 12, 1982, and empowered only to invest the "THE VALLEY GOLF TRUST FUND" in accordance with law shall meet at least once a year or anytime upon request of the Board of Directors. Three (3) members shall constitute a quorum and the unanimous consent of three (3) members shall be necessary to constitute a decision of the Committees. Any vacancy in the Committee for any reason whatsoever shall be filed by the Board of Directors.

The Board of Directors shall also determine the amount of the fund to be administered by the Trust Committee which shall not be less than the original amount of P3.5 Million.

#### ARTICLE VII - MEMBERSHIP

**Section 1. Classification** – Membership in the Club shall be classified into (a) Proprietary (b) Playing Guest (c) Honorary and (d) Social

a) A proprietary Member is any person who is the registered stockholder of at least one (1) share of stock of the Club whose membership had been previously approved as hereinafter provided. In case the proprietary member is a juridical person it shall be entitled to designate its representative who shall exercise all the rights and privileges of membership including the right to vote.

b) An Honorary Member is any person who has been conferred playing rights by the Board of Directors under terms and conditions specified for such membership.

c) A playing Guest is any person who is the assignee of the playing rights of a share of stock registered in the name of another person.

d) A Social Member is a natural person who has been granted the privilege of using the facilities of the Club, except the golf course.

**Section 2.** Membership in the Club shall be subject for approval by the Board of Directors upon the favorable recommendation of the Membership Committee. All members shall pay the stipulated monthly dues and other assessments of the Club.

**Section 3.** A stockholder, whether a member or not shall nevertheless be obligated to pay the regular monthly dues and special assessments effective from the date of issuance of their respective certificate of stock.

**Section 4.** Stockholders who subscribed to the additional increase in capital stock of P8.1 Million last August 1981 shall be excluded from paying the regular monthly dues and special assessments corresponding to such additional shares until they decide to sell the same, or to assign the playing rights corresponding thereto.

#### ARTICLE VIII - CLUB ACCOUNTS

**Section 1.** Lien - The Club has the first lien on the share of the stockholder who has, in his/her/its name, or in the name of an assignee, outstanding accounts and liabilities in favor of the Club to secure the payment thereof.

**Section 2.** No sale, or transfer of a share of stock, shall be registered in the books of the Club until and unless the lien established under Section 1 and the requirements of Article VII, Section 2, shall have been first fully satisfied.

**Section 3.** The account of any member shall be presented to such member every month. If any statement of accounts remained unpaid for a period of forty-five (45) days after cut-off date, said member may be posted as delinquent. No delinquent member shall be entitled to *enjoy the privileges* of such membership for the duration of the delinquency. After the member shall have been posted as delinquent, the Board may order his/her/its share sold to satisfy the claims of the Club; pursuant to such rules and procedures which the Board of Directors may promulgate to govern the conduct of sale/auction of shares of delinquent members; after which the member *loses his/her/its* rights and privileges permanently. No Member can be indebted to the Club at any time any amount in excess of the credit limit set by the Board of Directors from time to time. The unpaid account referred to here includes non-payment of dues, charges and other assessments and non-payment for subscriptions.

ARTICLE IX - FISCAL YEAR

The Fiscal Year of the Club shall commence on the first day of July of each year and shall close on the 30<sup>th</sup> day of June of the following year.

ARTICLE X - AMENDMENT

Section 1. *These By-Laws may be altered, amended or repealed at any meeting of stockholders by a majority of the subscribed capital stock. The Board of Directors, by resolution, may likewise amend these By-Laws, as however, shall be circularized to all stockholders.*

ARTICLE XI - TRANSITORY PROVISIONS

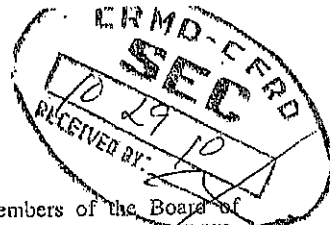
These By-Laws shall be deemed to be complete and shall repeal the By-Laws, including amendments adopted prior to this date.  
Adopted June 6, 1958, at Manila, Philippines.

(Sgd.) Francisco R. Aguinaldo	(Sgd.) Tomas B. Aguirre
(Sgd.) Arturo A. Alafriz	(Sgd.) J. Antonio Araneta
(Sgd.) Luis Ma. Araneta	(Sgd.) Chest Babst
(Sgd.) Charles T. Blacoff	(Sgd.) Manuel Barredo
(Sgd.) Constantino Bautista	(Sgd.) Henry Belden
(Sgd.) Henry E. Bennett	(Sgd.) Enrique Brias
(Sgd.) Jaime Brias	(Sgd.) Francisco Cacho
(Sgd.) Jose A. Cacho	(Sgd.) Antonio Roxas Chua
(Sgd.) Pedro Cojuangco	(Sgd.) Ricardo Consunji
(Sgd.) Jose Ma. Cortes	(Sgd.) Felix Cortes
(Sgd.) Bienvenido Cruz	(Sgd.) Benito Cu Unjieng
(Sgd.) Alfonso R. de Dampere	(Sgd.) Pompeyo Diaz
(Sgd.) Jose Feria	(Sgd.) Jose Fernandez
(Sgd.) Robert Fieder	(Sgd.) Isaura Cabaldon
(Sgd.) Regino D. Gamboa	(Sgd.) Antonio Gonzales
(Sgd.) Rafael Gonzales	(Sgd.) Oscar E. Guerrero
(Sgd.) F.R. Halling	(Sgd.) Frank Huang
(Sgd.) B.R. Jalbuena	(Sgd.) Ernest Kahn
(Sgd.) Jose Klar	(Sgd.) Andres Liboro
(Sgd.) P.L. Lim	(Sgd.) Peter Lim
(Sgd.) Jose Locsin	(Sgd.) Manuel Lopa
(Sgd.) Honrado G. Lopez	(Sgd.) G.H. Lovell
(Sgd.) Alfredo Luz	(Sgd.) Antonio P. Madrigal
(Sgd.) Jose P. Madrigal	(Sgd.) Constantino P. Manahan
(Sgd.) Raul Manglapus	(Sgd.) Ricardo S. Manotoc
(Sgd.) Faustino Matilla	(Sgd.) Antonio Miranda
(Sgd.) Sergio Montinola, Sr.	(Sgd.) Aurelio Montinola, Jr.
(Sgd.) Sergio Montinola	(Sgd.) Kari Nathan
(Sgd.) J.E. Norton	(Sgd.) Sebastian Oliveros
(Sgd.) Eduardo Ortigas	(Sgd.) Francisco Ortigas
(Sgd.) Rafael Ortigas	(Sgd.) Miguel Perez
(Sgd.) Evaristo Picazo	(Sgd.) Santiago Pironell
(Sgd.) J.B. Preysler	(Sgd.) Carlos Quinino
(Sgd.) Alfonso Recto	(Sgd.) Narciso Reyes, Jr.
(Sgd.) Victor Reyes	(Sgd.) Fernando S. Roco

(Sgd.) Antonio Roxas  
(Sgd.) Ernesto D. Rufino  
(Sgd.) Andres Soriano  
(Sgd.) Jose Maria Soriano  
(Sgd.) Celso A. Tuason  
(Sgd.) James Uy  
(Sgd.) Alfredo Velayo  
(Sgd.) Alfredo Vilia Abrille  
(Sgd.) Gerakd Wilkinson  
(Sgd.) Felipe Ysmael  
(Sgd.) Walter Euyang  
(Sgd.) Yu Khe Tai  
(Sgd.) Jesus S. Yujuico

(Sgd.) *Eduardo Roxas*  
(Sgd.) Luis S. Santayana  
(Sgd.) *Andres Soriano, Jr.*  
(Sgd.) Washington Sycip  
(Sgd.) *Juan E. Tuason*  
(Sgd.) Miguel R. Unson  
(Sgd.) *Jaime Velasquez*  
(Sgd.) Alfred C. Vellicuth  
(Sgd.) *Fernando Villareal, Sr.*  
(Sgd.) Claude M. Wilson, Jr.  
(Sgd.) *Yu Khe Siong*  
(Sgd.) Alejandro S. Yujuico  
(Sgd.) *Cesar de Zulueta*

DIRECTORS' CERTIFICATE



We, the undersigned representing the majority members of the Board of Directors and the Corporate Secretary of VALLEY GOLF & COUNTRY CLUB, INC. do hereby certify that the attached By-Laws of said corporation was amended by the vote of the stockholders representing at least a majority of the outstanding capital stock at a meeting held on September 26, 2010, at the principal office of the corporation.

The amendment was likewise approved by majority of the directors at a meeting held at the principal office of the corporation, on August 21, 2010.

The amended provisions of the attached Amended By-laws refer to Article III, Section 8 and Article IV of the By-Laws, to wit:

Article III, Section 8. Eligibility to vote and be voted -


- a) Only stockholders in good standing shall have the right to vote and be voted upon at any meeting of the stockholders.
- b) Qualifications of Nominees for the Election of Directors:
  - i. Has one (1) share recorded in his/her name for at least three (3) years at the time of nomination and shall continue to own a share during his/her term of office. If the nominee has been a member of a standing committee for at least one (1) year, or a playing guest or corporate representative for at least two (2) years, the three-year requirement will be reduced to one (1) year.
  - ii. Is an active proprietary member who has not assigned the playing right of his/her share of stock upon his/her nomination, has committed in writing not to assign said playing right during his/her incumbency if elected, and is in good standing, with no delinquent account/s;
  - iii. Shall have sufficient time and willing to share his/her professional and executive expertise; and,
  - iv. Has no official record of grave and serious misconduct that merited Club membership suspension and has not been convicted in any criminal case. (As amended by the stockholders on September 26, 2010 and by the Board of Directors on August 21, 2010).

Article IV – Directors

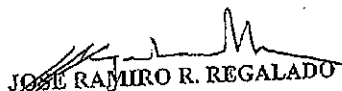
Section 1. Board of Directors – The business and property of the Club shall be managed by a Board of nine (9) Directors. At the next annual stockholders' meeting, nine (9) Directors shall be elected, the first three (3) Directors receiving the highest number of votes shall serve for a term of three (3) years; the three (3) other Directors receiving the next highest number of votes shall serve for a term of two (2) years; and the remaining three (3) Directors shall serve for a term of one (1) year. Every year thereafter, at the annual stockholders' meeting, there shall be three (3) elected Directors who shall serve for a term of three (3) years. No Directors can serve consecutively for more than three (3) years.

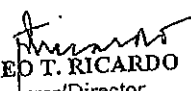
No more than sixty (60) days prior to the annual meeting of stockholders, the President with the approval of the Board of Directors, shall appoint a nominating Committee of five (5) stockholders, three (3) of whom are not Directors. The said nominating Committee shall prepare, sign and post at least fifteen (15) days before the annual meeting, a list of not less than four (4) nor more than six (6) candidates for the Board of Directors for the ensuing year. Any five (5) stockholders may nominate additional candidates for the Board by posting a signed list not later than ten (10) days before the Annual Meeting. The nominating Committee shall evaluate all candidates to ensure compliance with the required qualifications A list of the qualified candidates nominated shall be included in the notice of the annual meeting that is sent out to each stockholder. *(As amended by the stockholders on September 26, 2010 and by the Board of Directors on August 21, 2010)*

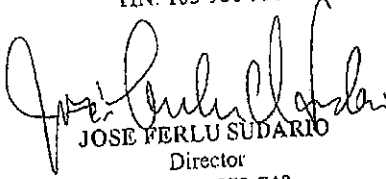
IN WITNESS WHEREOF, we hereby set our hands this 7<sup>th</sup> <sup>OCT 2010</sup> day of \_\_\_\_\_ 2010, at Malabon City, Philippines.

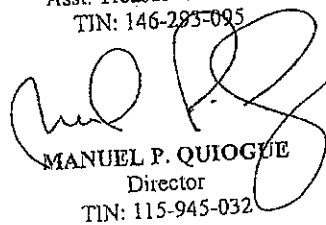
  
BERNARDO P. CRUZ  
President/Director  
TIN: 128-282-687


ROBERTO ROXAS  
Vice President/Director  
TIN No. 106-207-376

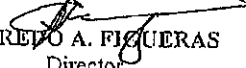
  
JOSE RAMIRO R. REGALADO  
Treasurer/Director  
TIN: 103-950-996

  
GEN. ROMEO T. RICARDO  
Asst. Treasurer/Director  
TIN: 146-293-095

  
JOSE FERLU SUDARIO  
Director  
TIN: 125-972-748

  
MANUEL P. QUIOGUE  
Director  
TIN: 115-945-032

  
LUIS C. GONZALEZ  
Director  
TIN: 113-024-410

  
ALFREDO A. FIGUERAS  
Director  
TIN: 106-169-744

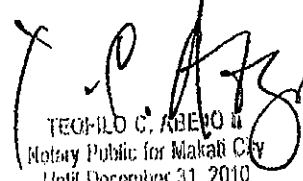
VISAURO SAN PEDRO, JR.  
Director  
TIN: 115-968-382

Certified Correct by:

  
PEDRO H. MANIEGO, JR  
Corporate Secretary  
TIN: 130-488-850

SUBSCRIBED AND SWORN to before me this 28 OCT 2010 day of  
2010, at Makati City, by the above-named persons who  
exhibited to me their Competent Identification.

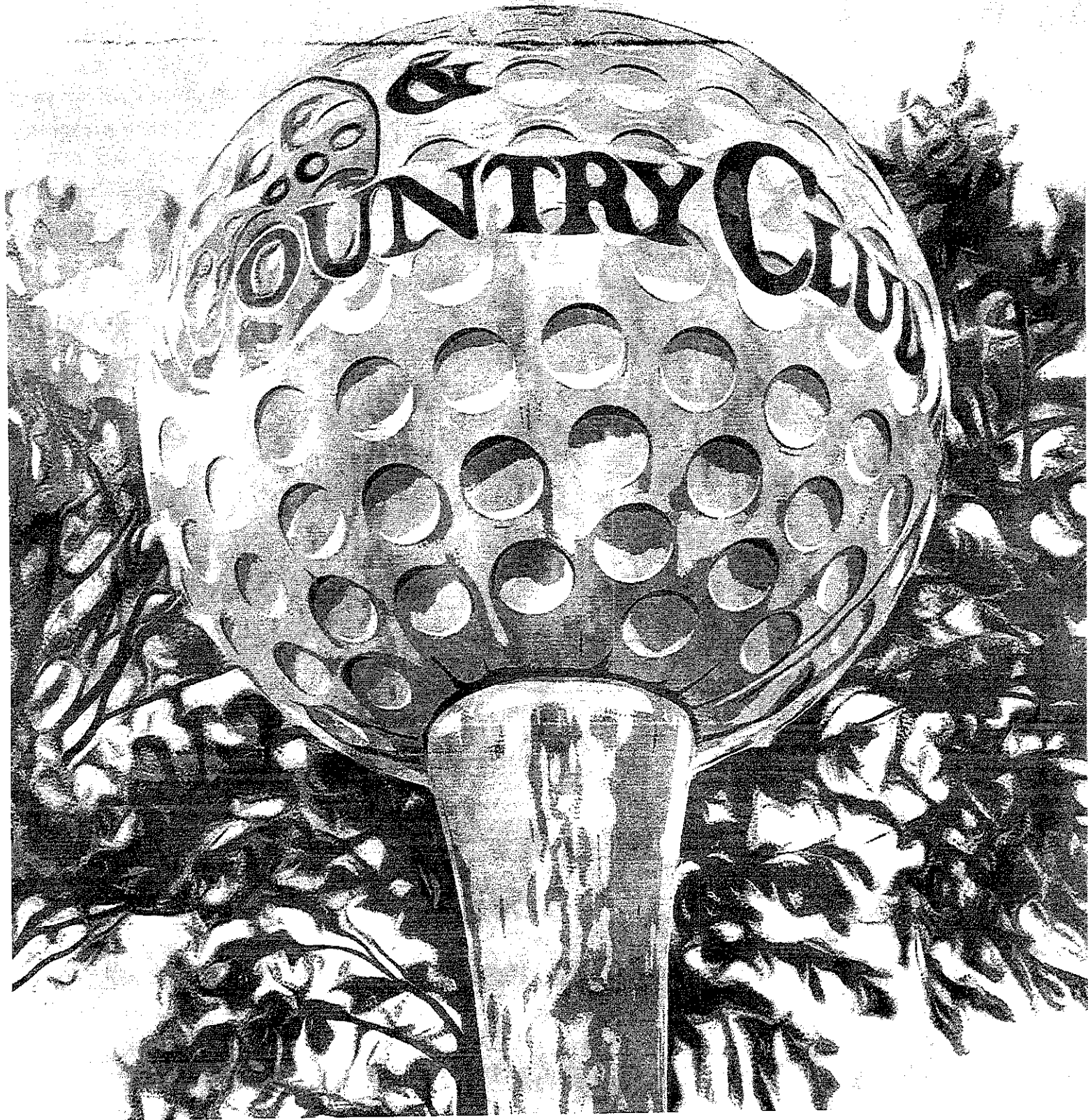
Doc. No. 96;  
Page No. 2;  
Book No. III;  
Series of 2010.

  
TEODORO C. ABENO II  
Notary Public for Makati City  
Until December 31, 2010  
PTR No. 5447349 01/06/09; Rizal  
GP No. 769080; 01/06/09; Makati City  
Roll No. 30031



# ANNUAL REPORT

FY 2019-2020



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## OUR MISSION

To provide world-class golf and recreational facilities and efficient high quality services to its members, families and guests; friendly atmosphere, affordable cost and the employment of dedicated and service-oriented personnel. It is the overriding goal of the Club to promote the game of golf, enhance harmony and fellowship and instill courtesy, discipline, honesty, fair play and integrity among all its members.

## OUR VISION

Valley Golf, the premiere golf and country club providing unparalleled recreational experience to our members, their families and guests.

## PRESIDENT'S REPORT

In my three years in the Board, I have discovered that there were differences in opinions, but there is always a common ground or objective – that is, for the good of the Club. Putting the interest of the club a priority is something everyone can agree on. If each party agrees on that intended goal, getting everyone to work harmoniously on behalf of Valley golf is key to its further growth and success.

At the outset of my term, we had envisioned Valley to have state of the art facilities to cater the needs of members and guests. Among the projects that we had lined up were, the purchase of new South Course pumps and installing the related gabion filter system, the expansion of zoysia in South Course fairways, completion of bunker improvement for South Course green side bunkers, enlargement of the South Course practice pitching area, the building of a new golf cart storage facility that would allow for more than 550 carts to be stored while also increasing the necessary member/s and guest/s car park; building a new starter house at the North Course, the renovation of the swimming pool, the purchase of 10 additional electric golf carts, the extension of the North Clubhouse Function Room and Conversion of the existing Poker Room to a Pacsports Pro Shop, and lastly, the replacement of lock sets with digital locker keys in the Main Club House locker rooms to reinforce security.

Despite the many setbacks that we have encountered this year because of the global pandemic (Covid 19), we still managed to accomplish most of those that we have envisioned. The Management, together with the Board of Directors, have already purchased the new pumps and 10 golf carts. Work has already been started on the gabion filter and expansion of zoysia in fairways. The bunker improvement project, pitting green expansion and North course starter house have already been completed. In addition, The renovation of the swimming pool has already commenced. We already have a pro shop, ready for operations, in place at the North Clubhouse. Finally, for added security, we started replacing the locker locks with modernized electronic locks and installed roll up aluminum doors at the tea houses.

Moreover, even prior to my term, we were already buying zoysia sods for P100,000 per month, but by preserving the conditions of our nursery, we are able to take nearly P 500,000 worth of sods for free. We continue to use the nursery to make repairs throughout our golf courses. And in coordination with DPWH, there is vast improvement in our waterways system by rip rapping from the bridge to just across from #10 fairway.

It is common knowledge that this year 2020 had been a difficult year for many including Valley Golf. All other projects were put on hold indefinitely. It has caused us to shut down for almost 3 months during the quarantine period. As to abide with the IATF rules and for the safety of our members and employees, we were forced to limit the number of people coming in by disallowing guests to play. We were not able to host private tournaments. All these, have brought a significant decrease in our revenue streams.

Our Gross Revenue decreased - from an average of P12.39 Million per month before the pandemic to P8 Million per month for the period March to June 2020. Our average monthly Operating Expenses and Depreciation is P12.61 Million under normal operations, whereas during the community quarantine period the average is P11.33 Million. Our Cash Flow was likewise severely affected with the decrease of P12.66 Million for this fiscal year.

The true measure of any Club is how it fares in a crisis. Does it falter or break under pressure? Or does it come stronger in this tough time? Rest assured, that this club has remained stable, able and ready to weather any storm.

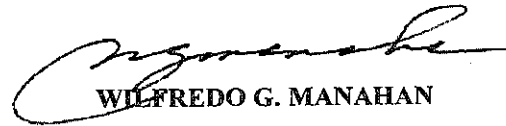
While the club was closed during the lockdown, maintenance of the golf course has been the utmost priority. We have also ensured the safety and welfare of our employees by maintaining a skeletal workforce during the ECQ. To assist our members, we suspended interest and surcharges on members' accounts until 1 month after the lifting of the ECQ. We took care of our caddies through the mandatory assessment and the voluntary contributions of our dear members.

The Board and the management ensured that when the club reopened, we had the proper set of protocols and guidelines in place. We have implemented tee-time reservations, which can now be accessed online. In order to work out a digital tee time reservations system, we were offered by many suppliers ranging from 300 thousand to 500 thousand pesos. Fortunately, Valley was able to develop its own system at NO additional cost. We may still experience a few glitches, but we are constantly upgrading and improving the system. We have also implemented cost cutting measures of more than P11 million for the 2021 fiscal budget to cope with the financial distress brought about by this pandemic.

The growth and stature of a golf club lie not only on the value of its share or the price of land where it stands, but more importantly, on the people who are behind it. It is through the collective efforts of the Management and Board of Directors and the members that Valley golf will continue to excel and prosper. At this note, let me thank our board of directors for

their wise direction, our management and staff for their professionalism and dedication, and our members for their unwavering support.

Thank you.



WILFREDO G. MANAHAN

## TREASURER'S REPORT

The Fiscal Year under review was a year of unprecedented events and adverse financial impact in our operations. Our Club has surpassed the Asian Crisis of 1997 and the Global Financial Crisis of 2007, even the devastation of typhoon Ondoy in 2009, so we are confident that we will survive this pandemic. The closure of our golf courses for almost three months had affected both the results of our operations and our cash flow.

In the audited Financial Reports, Gross Revenue for the Year is Php139.70 Million or a decrease of Php12.15 Million or 8% from last year's figure of Php151.86 Million. Our Expenses however increased from Php143.63 Million in FY 2019 to Php154.99 Million in FY 2020 or an increase of Php11.37 Million or 7.91%. Last fiscal year we have a non-recurring Other Revenue sources from Gain on Sale/Settlement of Properties in the amount of Php7.44 Million that further contributed to the unfavorable variance for this year. Deficiency of revenue over expenses for the year amount to Php15.29 Million or a decrease of Php23.52 Million from last year's excess of Php8.23 Million.

Our revenue sources that declined significantly are our Green Fee Revenue by Php4.2 Million, Assessment for Road Maintenance by Php1.82 Million, Concessionaires Fee from our F & B outlets and Proshop rental by Php1.6 Million and Transfer Fee by Php1 Million. Our Operating Expenses however increased due to increases in Utilities by Php1.18 Million, Outside Services by Php6 Million while Supplies decreased by Php1.4 Million and Personnel Expenses by Php 0.78 Million. Our Cash and Cash Equivalents likewise decreased by Php12.66 Million, from Php46.75 Million in FY 2019 to Php34.08 Million in FY 2020.

Our primary concern during this pandemic is to find means to keep our liquidity amidst our limited revenue sources and the forthcoming financial recession by the fourth quarter this year. The key is to keep our operating expenses at its lowest possible level with minimal effects to our services to the members and to be prudent in the implementation of projects essential to our operations. We need to compromise with the other Committees to temporarily shelve projects that lack urgency and necessity. In our proposed Financial and Budget Plan for Fiscal Year 2021 our initial cost saving measures amount to Php11.23 Million.

During the year the Treasury was able to finance various projects such as the Rehabilitation of the Greens in the South Course, Repair of Bunkers in the South Course, Improvement of the Motorpool roofing, Renovation of Swimming pool, Installation of Electronic Locks for the Men's Lockers, Purchase of 10 units Electric Golf Carts and 1 unit Ice Maker.

We would also like to disclose to our Members the Supreme Court decision last August 13, 2019 that declared that Membership Dues, Assessments and fees of similar nature collected by Clubs which are organized and operated exclusively for pleasure, recreation, and other nonprofit purposes do not constitute as: a) "the income of recreational clubs from whatever source" that are subject to income tax; and b) part of the "gross receipts of recreational clubs" that are subject to VAT. As such, Valley Golf duly complied with the Supreme Court decision.

I wish to express my thanks and appreciation to President Willy and the Board of Directors for their trust and whole-hearted support of the policies laid down by the Treasury. While we continue striving to do better for the Club, I would like to acknowledge the Finance Committee for their unselfish dedication of their time and expertise and the Almighty for His guidance.

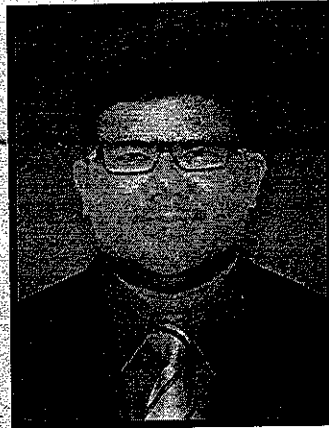


LEOPOLDO M. GARCIA

# BOARD OF DIRECTORS 2019-2020



**WILFREDO G. MANAHAN**  
PRESIDENT



**ALBERT DG. SAN GABRIEL**  
VICE-PRESIDENT



**LEOPOLDO M. GARCIA**  
TREASURER



**PABLITO M. GREGORE**  
ASSISTANT TREASURER



**CARLO J. CARPIO**  
DIRECTOR



**JEREMY Z. PARULAN**  
DIRECTOR



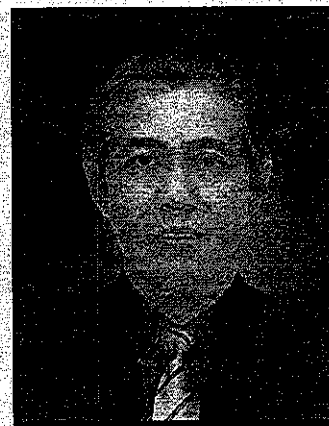
**ALBERT G. QUE**  
DIRECTOR



**REGINALD BENJAMIN  
V. SAN PEDRO**  
DIRECTOR



**RONALD O. SOLIS**  
DIRECTOR



**MARCUS ANTONIUS T. ANDAYA**  
CORPORATE SECRETARY

## COMMITTEE MEMBERS 2019-2020

### Administration Committee

Chairman LEOPOLDO M. GARCIA  
 Vice-Chairman LEOPOLDO T. SANCHEZ  
 Member RUSTICO DG. NERO  
 Member MARCELINO M. DE GUZMAN  
 Member LESLIE C. AGONCILLO  
 Member HILARIO O. ABALOS  
 Member ARMANDO P. PEREZ  
 Member FELIPE T. CUISON

### Finance Committee

Chairman LEOPOLDO M. GARCIA  
 Vice-Chairman MICHAEL RAYMUND R. LIAMZON  
 Member ERIC R. ILESAS  
 Member JOSELITO C. GUTIERREZ  
 Member ROMEO M. AVILA  
 Member MARCELINO L. CORPUZ JR.  
 Member GERARD A. CEBALLOS  
 Adviser JOSE LUIS A. ACHACOSO  
 Adviser DONALD JOSEPH C. MACOMB

### Grounds Committee

Chairman ALBERT G. QUE  
 Vice-Chairman PABLITO M. GREGORE  
 Member RAYMUND B. PUYAT  
 Member DANILO A. NUESCA  
 Member JAN ERWIN B. MENGUITO  
 Adviser ARNOLD P. DUAY  
 Member DAMASUS C. WONG  
 Member BENJAMIN R. SUMULONG

### Engineering & Construction Committee

Chairman ALBERT G. QUE  
 Vice-Chairman PABLITO M. GREGORE  
 Vice-Chairman REYNALDO M. REGINO  
 Member DOMINGO R. BRION, JR.  
 Member RAYMUNDO G. ESTRADA  
 Member RAFAEL P. ESTANISLAO  
 Member ARNOLD P. DUAY  
 Adviser ADRIAN C. MAURICIO  
 Adviser RAMON C. BERNABE

### Membership Committee

Chairman REGINALD BENJAMIN V. SAN PEDRO  
 Vice-Chairman ERNESTO O. SEVERINO  
 Member MARCUS ANTONIUS T. ANDAYA  
 Member NICANOR JORGE  
 Member JOHN VINCENT S. SICAT  
 Member BARTOLO H. MONFORTE  
 Member JULIUS C. VILLARUZ  
 Adviser JOSE ANTONIO S. BORROMELO

### Sports & Games Committee

Chairman CARLO J. CARPIO  
 Vice-Chairman JOAQUIN P. TOLENTINO, JR.  
 Member ELMER S. ESPINO  
 Member ALEJANDRO D. HIRANG  
 Member VICTOR PAOLO T. TANJUATCO  
 Member JOSE ARSENIO ISIDRO BORROMELO III  
 Member RAFAEL S. RAYMUNDO  
 Member RAYMUNDO G. ESTRADA  
 Member RAVIN A. SEHWANI  
 Member ROBERT KEVIN C. LACHICA

### House Committee

Chairman ALBERT DG. SAN GABRIEL  
 Member JOSE ANTONIO S. BORROMELO  
 Member BUENAVENTURA V. FULGENCIO, JR.  
 Member RODEGELIO M. PANAGUITON  
 Member ANIL A. SEHWANI  
 Member EDGAR ALLAN D. DY  
 Member DANTEL JOSEPH A. DUMLAO  
 Adviser CECILE N. ESGUERRA  
 Adviser RONALDO R. LIAMZON

### Security Committee

Chairman PABLITO M. GREGORE  
 Vice-Chairman IGOR I. ADAMOVITCH  
 Member ALBERT G. QUE  
 Member AUGUSTO A. CRUZ  
 Member VIRGILIO C. BUCAT  
 Member TEDDY Z. TAN  
 Member JOSEPH T. RAMOSO  
 Member JOSE NOEL D. MERCADO

### Audit Committee

Chairman REGINALD BENJAMIN V. SAN PEDRO  
 Member CARLO J. CARPIO  
 Member PABLITO M. GREGORE  
 Member ERIC BERNARD C. TAN  
 Member JOSE B. CRUZ  
 Member ISAURO THOMAS EDISON V. SAN PEDRO  
 Member VAL CONSTANTINE L. CO  
 Adviser JAIME VICTOR J. SANTOS

### Trust Fund Committee

Chairman LUIS G. QUIOGUE  
 Member RICARDO N. FERNANDEZ  
 Member SANTIAGO S. LIM  
 Member MARCOS C. HERMOSO

### Real Estate Committee

Chairman JEREMY Z. PARULAN  
 Adviser ALEXANDER S. MARQUEZ  
 Member SERGIO R. CALIZO  
 Member RON WINSTON A. REYES  
 Member ALLAN JOCSON  
 Member MICHAEL T. ECHAVEZ  
 Member JOEL B. FERRER  
 Member SANTIAGO S. LIM  
 Member PLARIDEL J. BOHOL II

### Legal Committee

Chairman RIO SESINANDO E. VENTURANZA  
 Vice-Chairman NELSON S. VICTORINO  
 Member MIGUEL U. SILOS  
 Member LAMBERTO T. TAGAYUNA  
 Member MARLON DG. FAJARDO  
 Adviser ERMIN ERNEST LOUIE MIGUEL  
 Adviser BYRON G. SAN PEDRO

### Marketing & Reciprocity Committee

Chairman ROBERTO MARIA S. GUERRERO  
 Member JAIME VICTOR J. SANTOS  
 Member IRA GABRIEL VALTE  
 Member ISAURO THOMAS EDISON V. SAN PEDRO  
 Member REMIGIO M. REINTAR  
 Adviser MARY JANE O. LLANES  
 Adviser CARLO ANTHONY O. DOBLES

### Bids & Awards Committee

Chairman ALBERT DG. SAN GABRIEL  
 Member LEOPOLDO M. GARCIA  
 Member REGINALD BENJAMIN V. SAN PEDRO  
 Member CLIFF M. FRIEDMAN  
 Member RIO SESINANDO E. VENTURANZA  
 Member ERNESTO O. SEVERINO  
 Adviser RAFAEL P. ESTANISLAO  
 Member LUIS MANUEL S. POLINTAN

### Grievance Committee

Member JOSE B. CRUZ  
 Member NICANOR JORGE  
 Member ERNESTO O. SEVERINO  
 Member MARCUS ANTONIUS T. ANDAYA  
 Member FIDEL Z. HENARES

# COMMITTEE REPORTS

## ADMIN COMMITTEE

The goal of the Admin Committee is to directly control and standardize the organization's support services to facilitate its success. The Admin Committee continues to strengthen the effectiveness and efficiency of employees including employees of Concessionaires/Contractors.

Last March 16, 2020 to May 26, 2020 the Club was closed due to the Pandemic Covid-19. The financial status of the Club was affected and it resulted in the decision of management to reduce the number of personnel under Yukon agency from 37 to 3 only the skilled personnel remained. During the initial lockdown, from March 17 until May 27, management was able to maintain the livelihood of all Valley Golf employees, however, during the second lockdown from August 4-18, due to strict austerity measures, management implemented skeletal work force on a "no work-no pay" basis.

## AUDIT COMMITTEE

The Committee is responsible in providing independent assurance that the company's risk management, governance, and internal control processes are operating effectively and efficiently.

Throughout the year the Committee conducted reports and assistance on the following:

- ? Audit on 13<sup>th</sup> Month Pay of Employees
- ? Audit and Assistance of the 2019 Annual Stockholder's Meeting and Election
- ? Marketing Expense Budget of Ladies and Seniors Association
- ? Audit of President's Cup
- ? Audit on Hiring of Additional Two (2) Marshals
- ? Assistance on the Distribution of Caddie Assistance during the Lockdown period
- ? Initial Audit on VMJ's Contract
- ? Reimbursement of Expenses using Personal Credit Cards
- ? Assistance on the 21<sup>st</sup> Don Celso Tuason Cup Raffle

Monthly audit on the income on Road User Fee which generated a total of P8.3 Million from June 2019 to June 2020.

## FINANCE COMMITTEE

The Fiscal Year 2020 was very challenging to the Finance Committee being the principal committee tasked to formulate financial strategies to the Board of Directors. Our Gross Revenue decreased from an average of P12.39 Million per month before the pandemic to P8 Million per month for the period March to June 2020. Our average monthly Operating Expenses and Depreciation is P12.61 Million under normal operations, whereas during the community quarantine period the average is P11.33 Million. Our Cash Flow was likewise severely affected with the decrease of P12.5 Million for this fiscal year. With these predicaments in our finances, the Finance Committee thoroughly studied all the pros and cons while balancing the financial

## COMMITTEE REPORTS

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sustainability of our Club. Primary concern of the Committee is the cost cutting measures and eventually the recommendation for an assessment was submitted the Board.

The major project of the Committee for this year is the In-house Development of the Systems for Membership, Registration, Club POS, Accounts Receivable (Statement of Accounts) and POS for our F & B Concessionaires with a total budget of P2.06 Million for the development period of 2 years. The need to change the existing program to real time transactions, to be adaptable to RF I.D. system or facial recognition, to make the SOA accessible thru on-line or cell phone, to develop a program solely owned by Valley Golf for our specific needs are some justifications for the project. The program development is now 25% completed and is currently on hold to give way to the programming of the on-line tee time reservation.

We had a very successful auction of delinquent shares of stock last Dec. 14, 2019, out of the 6 shares published for auction, 5 members paid their accounts and 1 share was sold for P1.3 Million. This paved the way on the upward trend of the market value of our shares. During the year, the committee recommended the purchase of additional electric golf carts for the rental needs of our members and guests.

The Finance Committee also monitors the investment strategy of the Retirement Fund of Valley Golf thru our administrator, the RCBC Trust Division. The fund level as of June 30, 2020 is Php19.56 Million.

The Finance Committee ensures that our financial statements were prepared in accordance with Philippine Financial Reporting Standards and the SEC. Our external auditors Sycip Gorres Velayo & Co. rendered an unqualified opinion on the fair presentation of our financial statements.

### ENGINEERING COMMITTEE

The ff. are the projects that have been done and on-going from the Month of July 2019 – June 2020:

#### July 2019

- Rotonda @ North Hole 16
- Repair of Clogged Drainage / Additional Drainage
  - o South Hole #18 Going to Green
  - o South Hole #18 Near Lagoon 18
  - o Hole #1 Near Tee-Off

#### August 2019

- Perimeter Wall Improvement @ North Hole 16
- Lay-by Extension @ South Hole 13
- Repair of Clogged Drainage / Additional Drainage



# COMMITTEE REPORTS

- o North Hole #17 Bridge Approach Construct Manhole
- o North Hole #11
- o North Hole #11 Cart Path 100 from Tee-Off
- o South Hole #11 Lay-by Area
- o South Hole #11 Near Newly Rehab Drainage (Fairway)
- o South Hole #13 Open Canal Re-Shaping
- o South Tee-House #5 Drainage Rehab
- o South Tee-house #1\*

## September 2019

- Pumping Station @ North Lagoon 6
- Paving Blocks Installation @ North Hole 15
- Filter Screen @ South Siltation Pond 12
- Rewiring for Grounded Sprinkler

## October 2019

- South Course Lagoon #18 Hauling of Silt
- South Course Hole #12 Removal of Plants to Expose Riprap
- North Course Hole #13 Riprap Repair
- North Course Hole #16 Riprap Repair
- North Course Hole #14 Installation of Paving Block
- North Course Lagoon #8 Removal of Water Hyacinth
- North Course Pump House Cleaning of Cistern and Pump's Filter Screen
- South Course Repainting of Graphical Stand

## November 2019

- North Course Pump Cleaning & Repair
- North Course Hole #15 Tee-Box Concreting of Bridge Flooring
- South Course Tee-Off #16 Planting of Caballero Tree
- South Course Siltation Pond #12 Installation of Garbage Trap
- South Course Siltation Pond #12 Construction of Stairway for Lagoon Cleaners

## December 2019

- North Course Hole #14 Tee-House Clearing of Bamboo Trees and Debris
- South Course Hole #13 Small Siltation Box/Pocket Garden Cleaning and Deepening of Bed
- South Course Lagoon #17 Cleaning and Repair of Riprap
- South Course Widening of Cart Path at Hole #2
- South Course Construction of Cart Path at Hole #4
- Repainting of Humps Near North Course Hole #1 Tee-Box

## January 2020

- South Course Construction of Gutter and Relocation of Paving Blocks Lay-by at Hole #16

## COMMITTEE REPORTS

- North Course Installation of Riprap at Tee-House #14
- North Course Pump House Control Panel Repair
- South Course Pump #2 Repair
- South Course Lagoon #16 Removal of Visible Silt Build-up
- South Course Bunker Improvement on Hole #9 & 18
- South & North Course Fabrication of Tee-Marker

### February 2020

- South Course Bunker Improvement on Hole #10, 4, 1, 2, 3
- South Course Lagoon #6 Removal of Hyacinth
- North & South Course Repainting of Manhole Covers
- South Course Widening of Cart Path at Hole #17
- North Course Tee House #14 Clearing of Trimmed Branches
- Bag Drop Fabrication of Frame for Sponsors' Banners

### March 2020 (Start of Covid)

- North Course Hole #14 Widening of Cart Path
- South Course Hole #2 Widening of Cart Path
- North Course Hole #8 Dredging of Silt
- North Course Hole #14 Tee-House Ravine Clearing of Trash and Branches

### April 2020 (Lockdown)

- South Course Hole #1 Construction of Gutter
- South Course Hole #2 Widening of Cart Path
- North Course Hole #9 Dredging Works
- North Course Hole #14 Beside Tee-House Cleaning of Ravine

### May 2020 (Lockdown)

- South Course Hole #3 & 4 Perimeter Wall Repair and Construction
- North Course Hole #12 Construction of Lay-By
- South Course Hole #5 Relocation of Paving Blocks
- North Course Hole #6 Construction of Rotonda

### June 2020

- North Course Construction of Starter House (On-Going)
- South Course Gabion Filter Construction (On-Going)
- South Course Expansion of Pitching Green
- Bridge Gate Cleaning of Sluice Gate
- South Course Pump House Roofing Repair
- South Course Pump House Fabrication of Cistern Cover
- South Course Purchase and Installation of Turbine Pumps (On-Going)
- North Course Repair of Control for 75hp Turbine Pump

# COMMITTEE REPORTS

## GROUNDS COMMITTEE

(By VMJ EGMCC)

Last year, we have introduced the use of Zoysia Matrella to our greens. This year, we are doing our best to maintain it by fertilizing, aerating, and topdressing.

Same as last year - aggressive maintenance program; coring and solid tine aeration twice a year. Light to heavy top-dressing of sand, to foliar and granular fertilization with fungicide, insecticide, and growth retardant to maintain the quality of the turf.

Herbicide Program, manual weeding, sodding of large carabao grass contaminated area had been continuous to prevent the rapid contamination of goose grass and carabao grass from the turf.

The bunker we have renovated which was completed by August 2018 is in good condition and we foresee no issues in the coming years.

Tree trimming had been continuous for both courses hole 1 – 18.

### **PROPOSED PROJECTS:**

1. North Course Tee Tops Renovation – Carabao Grass to Zoysia Grass.
2. South Course Tee Tops Renovation.
3. Installation of Satellite Controllers at North Course.
4. Additional drainage installation on fairways for both courses.

## HOUSE COMMITTEE

From last year's report of 4 targeted projects for implementation, the redevelopment of the swimming pool area was the priority. Construction of a new main and one kiddie pool is underway and has a completion target of October 2020. The old swimming pool which was built in 1963 was torn down. A brand new multi lane 25-meter lapping pool will rise in its place.

There are other notable projects that had been approved but put on hold due to the economic impact of the pandemic on the club's financial position. Among these is the construction of a dining pavilion/ cabana at the swimming pool area which was aimed to bring in more families and their guests to Valley. With a design parameter to seat around 100 people, this pavilion can provide another venue for functions/ events that will be an additional source of income for the club.

Another is the construction of a 2-level golf cart parking structure. The parking structure is badly needed to protect Valley's investment in golf carts. Valley owned carts are mostly stored in the open, exposed to the elements in good or bad weather. The members' golf cart parking areas are also filled beyond capacity thus necessitating a new and bigger facility.

To comply with environmental laws, the committee was also involved in studying the need to put up a sewage treatment plant or other devices. This has also been delayed due to Covid-19.

Despite these setbacks, routine maintenance of the club facilities was kept in check. The following is a list of some of the improvements and maintenance services performed:

## COMMITTEE REPORTS

- Repainting of Pumping Station @ North Lagoon 6
- Men's Locker Repainting of Hallway Wall
- North Clubhouse's Installation of Sub-Meter at Jhay-J's
- North Clubhouse's Men's Locker Installation of Cover
- Main Lobby Varnishing of Toilet Door
- ~~Main Lobby~~ Varnishing of Cabinet Vault Area
- Main Lobby Retiling Works of Damaged Tiles
- Electrical Room Renovation to make Space for Ice Maker
- Annix's Ground Floor Kitchen Drainage Improvement
- Men's Locker Varnishing of Cabinets Near Toilet
- Men's Locker Varnishing of Registration Counter
- Men's Locker Repainting of Toilet Ceiling
- North Clubhouse's Installation of Bidet at Ladies' Comfort Room
- Main Clubhouse Board of Directors' Wall Repainting
- Swimming Pool Installation of Paving Blocks at the Entrance Pathway
- Swimming Pool Female CR Door Repair
- Various Clubhouse Repair Works
- Lower Veranda Re-Tiling Works
- Ice Storage Room Renovation Works
- Ortigas Gate Humps Construction
- Male Locker Toilet Shower Repair
- Main Clubhouse Various Repainting Works
- Replacement of Aircon Units at Board & Conference Room
- Bridge Gate Repainting Works
- Guard Houses at Ortigas, Sumulong & Bridge Gate Repainting Works
- Humps at Ortigas, Sumulong & Bridge Gate Repainting Works
- Male Locker Toilet Repainting Works
- Annix's Satellite Kitchen Renovation
- Satellite Parking for DCT Preparation
- North Clubhouse Relocation of Glass Panel for proshop
- Main Clubhouse Various Repainting Works
- Repainting of Road Curbs and Gutters
- Main Clubhouse Registration and Counters Installation of Protective Plastic Shield
- Golf Cart Parking Area Painting of Purlins
- Repair of Roof Steel Plate at South Pump House
- Installation of Roll-Up Doors at Tee-Houses
- Swimming Pool Construction (Resumption of Work)
- Installation of Electronic Locks at Male Locker (On-Going)
- Relocation of Glass Panel at North Clubhouse (On-Standby)
- Golf Cart Parking Building (On-Standby)

# COMMITTEE REPORTS

## MEMBERSHIP COMMITTEE

The Membership Committee was able to evaluate, interview, and recommend a total of thirty nine (39) proprietary members, thirty one (31) corporate representatives, forty one (41) playing guests, and four (4) associate members for the fiscal year 2019-2020. As a result, has generated a total of ~~Php 5.450 million~~ in funds for the club from the resulting transfer fees.

As of June 30, 2020, there were a total of 1,594 shareholders of the club.

## REAL ESTATE COMMITTEE REPORT

The Real Estate Committee is the committee assigned to study and review matters referred to it by the Board of Directors involving the real estate owned by VGCCI, particularly regarding its use and/or disposition thereof. The following are the matters referred to the Committee and the recommendations it submitted to the VGCCI Board:

### Ø On the matter of Lot 12 Block 1 with an area of 330 sq. meters

It appeared during the due diligence conducted on the properties of the Club that the Owner's Duplicate copy of TCT 140578 covering the property is missing. It was also discovered that the real property taxes of the said property have not been paid for several years now. There are also informal settlers occupying the property. The Committee recommended the following actions to the Board:

1. Pay the real property taxes for the last five (5) years with an estimated amount of P19,000.00.
2. Refer to the Legal Counsel the filing of a petition for the issuance of new owner's duplicate certificate for the said property.

### Ø On the matter of Lot 29 Block 7 with an area of 1,815 sq. meters covered by TCT 143111 is located inside Victoria Valley.

This lot is located inside Victoria Valley. However, the property has no access to the main road because it is surrounded by a creek and other lots which are already owned and titled to different individuals. There are informal settlers in about 15 to 20 houses found in the property. The Committee recommended the following to the Board:

1. To offer the sale of the property to any of the owners of the adjacent lots on an "as is where is" basis who might want to expand their lot area.

### Ø On the matter of the Locator's fee charged to companies with delivery trucks passing through Don Celso Tuazon Avenue

## COMMITTEE REPORTS

For some time now, companies with delivery trucks passing through Doon Celso Tuazon Avenue have been paying locator's fee. In 2013, the locators' fee was increased. Recently, the management conducted a survey they noticed an increase of delivery trucks going to the companies located DCT Avenue, which is being maintained by Valley Golf and Country Club Inc. It would appear that the locator's fee being collected from said companies could no longer cover the cost of maintenance and repairs on DCT Avenue. Accordingly, the locator's fee was increased to correspond to the number of delivery trucks going in and out of the said companies. However, when the increase was implemented, the management appealed to VGCCI to return to the old rate of locator's fee.

The matter was referred to the committee for further study. Upon the request of the Committee, management conducted another survey on the number delivery trucks entering DCT Avenue and to which companies they were making the delivery. The result of the survey showed that the number of delivery trucks going to the companies varied. The Committee concluded that it would be more beneficial for both VGCCI and the companies if delivery trucks are just charged road user's fee as it enters DCT Avenue instead of charging the companies locators' fee. By charging the road user's fee per entry of a delivery truck, the cost will vary depending on the number of trucks entering DCT Avenue unlike in the case of locator's fee where the amount is fixed regardless of the number of trucks making deliveries to the concerned companies. Accordingly, the Committee recommended to the Board that it is better to charge delivery trucks road user's fee as it enters along DCT Avenue instead of charging locator's fee to companies along DCT Avenue to be able to recover the cost of maintenance and repairs on DCT Avenue.

### Ø Regarding the Deed of Donation to Mulawin

The Committee in coordination with the Legal Committee and VGCCI's Legal Counsel reviewed and submitted the Deed of Donation to Mulawin Homes Neighborhood Association, Inc. to the Board for approval. The Deed of Donation was already signed by the General Manager and is awaiting the acceptance by the Donee.

### Ø The location of the Phoenix Gasoline Station

The location for the Phoenix Gasoline Station has already been identified and specified in the Contract of Lease between VGCCI and Phoenix Petroleum.

## SECURITY COMMITTEE

The Committee held their regular meetings during the year with the members of the committee constituting a quorum, along with the representatives of Gold Cross Security Agency and Mr. Tojo Arguelles and Ms. Rose Victor of VGCCI.

### REVENUE GENERATED BY THE SECURITY COMMITTEE

This year the Committee is happy to inform the increase in revenue thru our collection system with the help of our security agency GOLD CROSS SECURITY AGENCY.

# COMMITTEE REPORTS

## REVENUE SOURCE JULY 2019-JUNE 2020

Car stickers	6,544,153.65
Locators' Fees	363,392.79
Toll fee	4,090,654.58
Passing Thru	4,237,885.60
Event Parking fee	164,241.13
Prepaid Voucher	50,089.29
Tire Clamping	29,017.82
<b>Total</b>	<b>15,419,434.86</b>

The Gold Cross Security Agency installed 10 watch man clock chip "Tour Guard" for roving guard at the courses and Clubhouses. And also 3 units of Bodycam for Ortigas, Secondary and Sumulong gates

The Committee implemented the following:

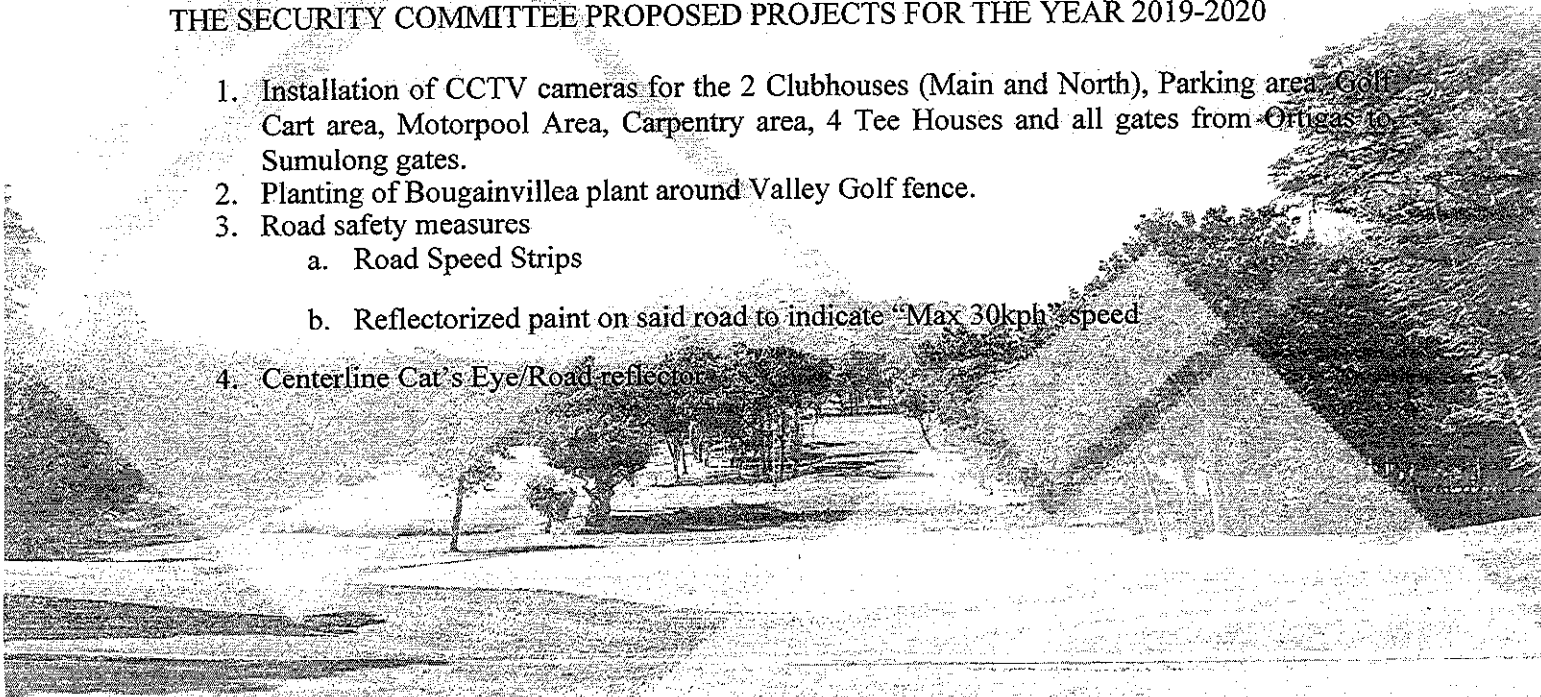
1. Color coding of Car pass for Ortigas, Secondary and Sumulong gates.
  - a. Fine for lost Car pass Php500.00
  - b. In case the car pass was brought outside Valley Golf Complex, there will be a penalty of 100.00

2. New Rate for Delivery Truck and Closed Van Sticker

Ø 4 wheels (ELF/ Closed Van)	Php 3,100.00
Ø 6 wheels	Php 4,000.00
Ø 8-10 wheels	Php 5,000.00
Ø 12 wheels	Php 6,000.00

## THE SECURITY COMMITTEE PROPOSED PROJECTS FOR THE YEAR 2019-2020

1. Installation of CCTV cameras for the 2 Clubhouses (Main and North), Parking area, Golf Cart area, Motorpool Area, Carpentry area, 4 Tee Houses and all gates from Ortigas to Sumulong gates.
2. Planting of Bougainvillea plant around Valley Golf fence.
3. Road safety measures
  - a. Road Speed Strips
  - b. Reflectorized paint on said road to indicate "Max 30kph" speed
4. Centerline Cat's Eye/Road reflector



# COMMITTEE REPORTS

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## SPORTS & GAMES COMMITTEE

As bleak as the situation may seem, the Covid 19 pandemic has created a truly unprecedented situation which affects us all. With restrictions in place, at least we continue to be able to play the game we love and to employ the people who have worked with us for decades.

Due to the pandemic, Sports and Games committee decided to postpone all remaining tournaments for the rest of 2020. To ensure the health and safety of our members and employees, Management and the S&G committee have taken the recommendations of the IATF and NGAP to implement the necessary guidelines to maintain the club's operations.

As a highlight of this difficult period, S&G, hand in hand with management was able to implement for the first time, a Valley Golf tee times reservations system. June and July, we manually operated the reservations department, and by August we were able to avail of our own online system. By creating our own system, we were able to implement exactly the parameters we believed to be most important, and to do so at a savings of anywhere from P300,000 to P1 million pesos vs buying a system.

The S&G committee wishes to extend its gratitude to the Board of Directors and to the staff of Valley Golf for supporting the success of the Don Celso Tournament. Moving from the original date of May to February was a challenge to everyone but with perseverance and dedication it resulted to having 396 teams contributing to the success of the DCT. We were fortunate in moving to February for several reasons: 1) with the eruption of Taal volcano on January 12, 2020 most of golf south of Metro Manila was shut down, 2) additionally we had great weather and finally, 3) we were able to have a great event which concluded only weeks before golf shut down for more than 2 months due to the health crisis.

## TRUST FUND COMMITTEE

The Trust Fund balance as of June 30, 2020 was Php4,818,614.93. Interest earned amounting to Php44,821.76 represented the additions to the fund this past year.

In compliance with the provisions of the Club's By-laws, the Trust Fund is placed in a short-term investment in a universal bank, currently with an interest rate of 0.672% (net) p.a.

