

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLLO CITY
18 JUNE 2022**

MEMBERS PRESENT:

| | |
|-------------------------------------|-------------------|
| Carlo J. Carpio | - President |
| Reginald Benjamin V. San Pedro | - Vice-President |
| Rio Sesinando E. Venturanza | - Treasurer |
| Rafael S. Raymundo | - Asst. Treasurer |
| Renato C. Balibag | - Director |
| Jose Arsenio Isidro D. Borromeo III | - Director |
| Pablito M. Gregore | - Director |
| Constantine L. Kohchet-Chua | - Director |
| Jose G. Razon | - Director |

ALSO PRESENT:

| | |
|----------------------|------------------------------|
| Allan Jocson | - Corporate Secretary |
| Dan L. Salvador III | - General Manager |
| Rosanna R. Arguelles | - Controllers' Division Head |
| Gino Bunyi | - Golf Director |
| Reyea Briones | - Engineering Head |
| Lani G. Layco | - IT Manager |
| Zarina D. Manzano | - Executive Secretary |

I. CALL TO ORDER

The President, Mr. Carlo J. Carpio, called the meeting to order and presided over the same.

II. INVOCATION

Ms. Zarina Manzano led the invocation.

III. CERTIFICATION OF QUORUM

The Corporate Secretary, Atty. Allan Jocson, confirmed that sufficient notice of the meeting has been given to members of the Board of Directors. Likewise, copies of the meeting materials were sent to all members in advance. He further certified that a quorum is present to transact business.

IV. ADOPTION OF THE AGENDA

Upon motion made and duly seconded, the Board approved the agenda for the 18th June 2022 Regular Board Meeting.

V. READING AND APPROVAL OF THE MINUTES OF PREVIOUS MEETING

The Board, upon motion made and seconded, agreed to dispense the reading of the Minutes of previous meeting. The Board likewise approved the Minutes of the Regular Board meeting on 28 May 2022.

VI. MATTERS ARISING FROM THE MINUTES OF PREVIOUS MEETING

A. AUDIT CHARTER

The President once again express appreciation to the Audit Committee for developing the Audit Charter. He likewise encouraged all other Committees to come up with their own charter. A template had been provided which can be secured from Ms. Manzano which can be used as a guide in creating their own charter. All Committees are encouraged to present their charter in the next Board meeting.

B. AUDIT TWO-STOREY GOLF CART

The Audit Chairman reiterated the need to present the infractions committed by parties involved in the two-story golf cart construction to the Ethics Committee in order for them to be able to decide on the proper remedies or sanction to the erring party. The President assured that the Ethics Committee will be meeting via Zoom this coming Thursday to discuss the matter. Whatever the result of the meeting will be updated to the concerned parties.

In case of new infractions committed which were not anticipated in the past, these will be taken note of and added in the manual.

VII. MAIN AGENDA ISSUES

A. FINANCIAL AND BUDGET PLAN FY 2022-2023

Ms. Arguelles presented the Financial and Budget Plan for the fiscal year 2022-2023. The Board noted the negative estimates on revenue sources. The Board agreed to defer the discussion of the budget plan to next meeting. They requested Finance Committee and GM to further study and give a recommendation how to address this and present in the next Board meeting.

B. APPOINTMENT OF CORPORATE GOVERNANCE COMMITTEE MEMBERS

The Board approved the appointment of the following as members of the Corporate Governance Committee:

| | | |
|-------------------------------|---|----------|
| Dir. Rio Seginando Venturanza | - | Chairman |
| Dir. Pablito Gregore | - | Member |
| Dir. Jose Razon | - | Member |
| Atty. Pedro Maniego | - | Member |

Another member to be appointed by Dir. Venturanza.

C. APPOINTMENT OF NOMINATION COMMITTEE MEMBERS

The Board approved the appointment of the following as members of the Nomination Committee, namely:

| | | |
|----------------------------------|---|----------|
| Arnold Duay | - | Chairman |
| Jose Arsenio Isidro Borromeo III | - | Member |
| Rafael Raymundo | - | Member |
| Constantine Kohchet-Chua | - | Member |
| Marcus Antonius Andaya | - | Member |

D. CALENDAR OF ACTIVITIES

The Board approved the calendar of activities for the 2022 Stockholders Meeting and Election as presented.

E. FILING OF PROXY STATEMENT

The Board approved to appoint Abejo Rosario Tayag Santos Law Offices to represent Valley Golf and Country Club in filing the proxy statement to the SEC according to the terms set forth in their letter dated June 1 2022.

F. LIFETIME PRIVILEGE OF PAST PRESIDENTS

The President presented a proposal to amend the terms of granting lifetime privilege of past presidents. After a through deliberation, the Board agreed to defer the discussion until the next meeting.

VIII. MANAGEMENT REPORT

A. JAY-J'S ELECTRICAL CONSUMPTION

GM presented Jay-J's appeal on the cost of his electricity payables set by the Board some 3 years ago. Ms. Odon presented the breakdown of what was being charged to Jay-J's, The Board agreed that further investigation is needed. Ms Odon was requested to prepare a more detailed report.

B. REPORT ON THE BUDGET & EXPENSES OF VARIOUS PROJECTS

Ms. Arguelles presented the current status of budget and expenses of various projects being undertaken by the Club:

Two Level Golf Cart Parking

Total Expenses as of June 14, 2022 is at ₱28,108,391.50

Total Balance Payable to Sagada is at ₱7,081,188.38

Zoysia Infusion

Balance of Budget as of June 14, 2022 is at ₱572,973.73

Toilet and Wash Area at Lower Veranda

Balance of Budget as of June 14, 2022 is at ₱28,000.00

C. REQUEST OF MERALCO – FLEXIBILITY IMPROVEMENTS OF CAINTA CIRCUITS

Management presented MERALCO's reply regarding the Board's decision to charge additional ₱1000 as rent in addition to the ₱976k admin fee from cash bond for the new post Meralco is putting up along the DCT Avenue. MERALCO appealed not to be imposed with the ₱1000 rent per pole. The Board agreed to refer the matter to the Engineering Committee to sit with MERALCO again and iron out the details with them.

D. REQUEST OF GOLF KITCHEN

GM presented Golf Kitchen's request to pay the performance bond of ₱500K in staggered basis. The Board approved the payment scheme presented. Their request to collect all their payables from Valley Golf was also presented. The Board agreed to extend it to them as long as they submit all necessary supporting documents.

E. ZOYSIA INFUSION PROJECT

GD presented current status of the Zoysia infusion project. GM mentioned that the project is on schedule.

| Location | Area | Status |
|-----------------|----------------------|-----------|
| Hole 5 | 1000 m ² | Completed |
| Hole 16 | 631 m ² | Completed |
| Red Tee Hole 1 | 64.80 m ² | Completed |
| Red Tee Hole 2 | 50.37 m ² | Completed |
| Red Tee Hole 3 | 33.60 m ² | Completed |
| Red Tee Hole 4 | 81.20 m ² | Completed |
| Red Tee Hole 5 | 84 m ² | Completed |
| Red Tee Hole 6 | 91.14 m ² | Completed |
| Red Tee Hole 7 | 40.32 m ² | Completed |
| Red Tee Hole 8 | 56.21 m ² | Completed |
| Red Tee Hole 9 | 58,56 m ² | Completed |
| Red Tee Hole 10 | 46.40 m ² | Completed |
| Red Tee Hole 11 | 52.93 m ² | Completed |
| Red Tee Hole 12 | 37.50 m ² | Completed |
| Red Tee Hole 13 | 36.04 m ² | Completed |
| Red Tee Hole 14 | 51.59 m ² | Completed |
| Red Tee Hole 15 | 42,60 m ² | Completed |
| Red Tee Hole 16 | 36.48 m ² | Completed |
| Red Tee Hole 17 | 48.97 m ² | Completed |
| Red Tee Hole 18 | 61.71 m ² | Completed |
| Fairway Hole 3 | 500 m ² | On-Going |
| Fairway Hole 17 | 500 m ² | On-Going |

The plan about putting up lighting in the course for night golf was also mentioned. GM said that the project would still need to be studied further along with the budget for it.

F. ENGINEERING REPORT

1. Construction of Toilet at Lower Veranda

Engr. Briones updated the Board that the toilet at the Lower Veranda is already at full completion. However, the door and the cabinets would need to be replaced to align with the current design of the toilet. It was also suggested to add a divider to the men’s toilet so that 2 people can use it at a time.

2. Antipolo LGU Updates

Engr. Briones updated the Board that they are just waiting for the following documents and once completed everything will be submitted again to the City Hall:

- 3 copies of electrical design analysis
- Certificate of Electrical Safety
- Certificate of Structural Safety

It was noted that there is an additional ₱6,900 fee for the additional technical documents.

3. Two-Storey Golf Cart Parking

Engr. Briones presented the quotations submitted for the installation of charging brackets at the new golf cart parking building, The Board suggested asking for sample of the materials to be used by the lowest bidder to make sure that the quality is not below standards. GM will present the materials to the Engineering Committee to expedite the project. The Board approved for GM to proceed with the lowest bidder pending the approval of the materials to be used.

As of June 15, 2022, golf cart parking accomplishment is already at 93.91% with 16 days slippage. They will install the roof works next week. GM informed the Board that they already started transferring carts in the first floor of the cart parking. The Club will also start charging the additional cart parking fee by July 1.

Engr. Briones also presented the concreting and drainage/canal works at the new cart parking building. The budget is at ₱154,800 for the concreting works (Materials only. Labor to be provided by Sagada). The budget for the drainage and canal works is at ₱344,042.09. The Board upon motion duly made and seconded approved to go ahead with the said projects.

Engr. Briones also presented the proposed budget for the canopy for the additional area at the new cart parking building. The Board agreed to defer approval for this project and present it to the Engineering Committee first.

4. Don Celso Tuason Reblocking works

Engr. Briones presented the budget and the areas to be reblocked along the Don Celso Tuason Avenue. The total area to be reblocked totals to 2548.86 sq m. The budget is at ₱10,254,684.18 which has been approved by the Finance Committee. Management was advised to look into tapping the LGU’s help with the project. GM to update the Board on this.

5. DENR Requirement on STP

GM mentioned the Club currently do not have a sewage treatment plant in place. Management would like to initiate construction of STP and have already spoken to two contractors. This is for compliance and to avoid any penalty that DENR might impose in the future. Management to present this to Engineering Committee first for their recommendation. For Board’s information only.

IX. COMMITTEE REPORT

A. HOUSE

1. Invitation to Operate Manage and Maintain the North Clubhouse

The House Chairman presented the timeline for F&B Concessionaire bidding for the North Clubhouse. The Board upon motion duly made and seconded approved the timeline presented.

2. Golf Cart Red Stickers

The House Chairman also presented their proposal on the red cart stickers. This stickers will be issued to those carts who goes inside the golf club but are not parked inside Valley Golf. The cost of stickers will be at ₱560.00 per year per cart. Upon motion duly made and seconded, the Board approved the House Committee’s proposal on the red stickers.

B. ENGINEERING & CONSTRUCTION

C. REAL ESTATE

1. Gawad Kalinga Housing Dormitory for Employees

With regards to the BOD resolution dated Sept. 11, 2021 on constructing a 5 unit bunkhouse for the employees using the funds from the Gawad Kalinga amounting to ₱1.21M, the Committee presented it's recommendation as follows:

- Present the MOA between Valley and Gawad Kalinga, along with other relevant documents, to the Legal Committee to request the latter's opinion if the plan of Valley Golf to use the funds for the bunk house is allowed since ownership will not be awarded to the employees.
- Revise the design of the bunk house to make it more presentable and not an eyesore in the Valley Golf compound.
- If the concept is legally acceptable the recommendation is to upgrade the design to a Staff House instead of bunk house and provide additional funds from the Club.
- The original location at the back of the 2-level golf cart garage needs to be transferred since the location is more ideal for additional golf cart storage.

Gawad Kalinga's original purpose is to build housing project for the employees. The Board agreed to wait for the opinion of the Legal.

2. Request from MERALCO for Right of Way for installation of one pole for Dito Telecom

GM presented the request from MERALCO to erect one pole for DITO Telecom. They have revised their proposal to accommodate the concerns raised by the Board during the last Board meeting. Management to include this when they meet with MERALCO and Engineering about the new poles to be erected.

D. ADMIN

E. AUDIT

F. BIDS AND AWARDS

The Committee will meet June 22 after the submission of the prequalification documents of the North Clubhouse concessionaire bidding. By the next Board meeting, the Committee might be able to present their recommendation on the new concessionaire.

G. FINANCE

1. Auction of Delinquent share of stock

Ms. Arguelles presented the conditions for the auction of delinquent shares of stocks, as follows:

- a. MINIMUM BID – **P 2,200,000.00 plus P200,000.00** transfer fee or **P 2,400,000.00** for Filipino citizens and **P 2,200,000.00 plus P400,000.00** transfer fee or **P 2,600,000.00** for non-Filipino citizens.
- b. Auction Fee of **5% of the winning bid price** to be paid by the Seller.

- c. If no bid is received or the winning bidder fails to pay the amount of the bid, the Club can bid for the amount of the delinquency subject to availability of funds.
- d. The Auction procedure may be repeated from time to time at the discretion of the Auction Committee until all delinquent shares are sold.
- e. **TARGET DATE – August 6, 2022 at 9:30 a.m.**

The Finance Committee also recommended revising Auction Policy Statement – Part II, Section 7, Letter G, to wit:

(g) The proceeds of the auction shall first be applied to the indebtedness of the delinquent account. The balance, if any, shall be returned/paid to the former member **after deducting the Auction Fee of 5% of the winning bid price.** If the proceeds should be inadequate to satisfy the indebtedness, the former member shall remain indebted for the deficiency and the Club may pursue such course of action as it may deem appropriate to protect its interest.

Upon motion duly made and seconded, the Board approved the Finance Committee’s recommendation on the bidding of shares of delinquent members.

2. Recommendation to purchase 20 units of golf carts

The Committee presented the proposal to purchase additional golf cart to augment the shortages in cart during tournaments. Quotations received from Golfcart.ph and The Turf Company for the golf carts were presented. The Committee recommends purchasing 20 golf carts from Golfcart.ph whose offer is much lower. Upon motion duly moved and seconded, the Board approved the recommendation to purchase golf carts from Golfcart.ph .

3. Recommendation on Transfer fee

The Board agreed to approve the transfer fee rate from Grandparent to Grandchild amounting to ₱40,000.

4. Financial Statement

Gross Revenue for the month of May 2022 is P13.23 Million or P4.12 Million higher than last year whereas Operating Expenses is P1.14 Million higher than last year. Operations for the month resulted to a Net Income of P0.69 Million after depreciation. Significant revenue sources that increased during the month include Monthly Dues, Green Fee and Transfer Fee.

Cash as of April 30, 2022 is P56.93 Million.

H. GROUNDS

GM informed the Board that the Grounds Committee met but no matters were submitted for the Board’s consideration. GM also informed the BOD that the Committee and the members are happy with the current state of the Golf Course.

I. LEGAL

1. Tagle Case

The Legal Chairman update the Board that the Club’s petition against Tagle has been raffled off to the sala of Judge Edgardo Sison, Branch 140 Antipolo. The Judge has issued an order requiring Tagle to comment on our petition. Thereafter the judge will decide whether to issue a TRO based on our petition and the comment. As to the LRA, we have to personally go to the LRA for representations.

J. MEMBERSHIP

1. Approval of Member Applicants

Upon motion duly made and seconded, the Board approved the application of the following types of Membership:

- 1. Six Proprietary Members
- 2. One Corporate Representative
- 3. Four Playing Guest
- 4. Three Associate Members
- 5. Five Lifetime Members
- 6. Renewal of Playing Rights for the month of August 2022 with P60,000 renewal fee

K. SECURITY

L. SPORTS & GAMES

1. Valley Seniors Request

The Chairman presented Valley Seniors’ request for a two-day tournament on July 13 and 14, 2022 at the South Course with double barrel start from 6:00 am to 7:30 am. The Board upon motion duly made and seconded approved the request.

VIII. OTHER MATTERS

XI. ADJOURNMENT:

There being no other business to transact, upon motion duly made and seconded, the meeting was adjourned at 12:48 PM.

Carlo J. Carpio

Reginald Benjamin V. San Pedro

Rio Seginando E. Venturanza

Rafael S. Raymundo

Renato C. Balibag

Jose Arsenio Isidro D. Borrromeo III

Pablito M. Gregore

Constantine L. Kohchet-Chua

Jose G. Razon

Attested by:


ALLAN JOCSON
Corporate Secretary