

# THIRD WALNUT CREEK MUTUAL

REGULAR SESSION MEETING MINUTES OF THE BOARD  
MONDAY, JULY 9, 2018 AT 9:00AM  
BOARD ROOM, GATEWAY COMPLEX  
1001 GOLDEN RAIN RD., WALNUT CREEK, CA 94595

## Call to Order

President Bank called the Regular Meeting of the Board of Directors of Third Walnut Creek Mutual (TWCM) to order at 9:01AM.

## Roll Call

### **Directors Present:**

Judy Bank, President XV (2019)	Claire Wolfe, Director District XII (2020)
Gery Yearout, Vice President District XI (2018)	Matt Kaplan, Director District V (2019)
Hillery Trippe, Treasurer District VII (2018)	Vacant, Director District III (2020)
Arlyss Rothman, Secretary District IX (2019)	Kay Barthold, Director District XII (2020)
Toby Dicker, Director District VIII (2020)	Chuck Decker, Director District X (2021)
Christine Monsen, Director District XIV (2019)	Ron Mucovich, Director District IV (2020)

**Also Present:** Mutual Operations staff was represented by Paul Donner, Director of Mutual Operations; Rick Chakoff, Chief Financial Officer; Clayton Clark, Building Maintenance Manager; Kelly Mattison, Board Services Coordinator; and Melissa Ward, Esq., Hughes Gill Cochrane Tinetti.

## Members' Forum

Residents were afforded the opportunity to express their general concerns and make comments. The topics discussed in members' forum were the CC&Rs vote/ballot process and organic landscaping.

## Approval of Meeting Minutes

President Bank asked for any corrections and/or additions to the following minutes:

Regular Meeting of the Board.....	May 14, 2018
Executive Session Meeting of the Board .....	May 14, 2018
Executive Session Meeting of the Board .....	May 22, 2018
Special Meeting of the Board.....	May 22, 2018
Special Meeting of the Board.....	June 8, 2018
Ballot Count Meeting District VII .....	June 11, 2018
Special Executive Session Meeting of the Board.....	June 12, 2018
Organizational Meeting of the Board.....	June 12, 2018

The aforementioned meeting minutes were approved with one motion.

**Moved, Seconded, Carried 11-0**

## President's Report

President Bank reported on the topics recently discussed in the President's forum: defensible space for fire abatement; a discussion on updating the Rossmoor website to be password

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protected; electric vehicle charging stations that are being installed at the Fitness Center, Gateway, and the Event Center; a review of collection procedures; discussion on liability for EPO. President Bank also reported about receiving phone calls from members of District III regarding the vacant director seat. A letter went out to all residents in District III informing them of the vacancy and providing information on how to submit their interest to fill the vacant seat. The Mutual needs the vacant seat filled as soon as possible to avoid delay on necessary day to day operations such as signing work orders, alterations and contracts. Anyone living in District III that is interested in being Director should contact the Mutuals' Board Office at 925-988-7718 or by emailing [TWCM@rossmoor.com](mailto:TWCM@rossmoor.com).

### **Secretary's Report**

A report was not presented.

### **Treasurer's Report**

Treasurer Trippe gave the following treasurer's report:

Information from MOD reflects that members owe a total of \$40,951 in late coupon payments and related fees. Of this amount, \$15,608 is over 90 days overdue.

TWCM is currently owed \$92,589 in "owner billables". Of this amount, \$63,016 is overdue by 90 days or more. Project Directors receive a monthly statement of these amounts for their projects and can follow up with MOD regarding the status of collection efforts. These amounts have been paid to MOD out of project funds and are carried on the project accounts as debts to the projects.

Significant payments to vendors during May were \$14, 263 to Hughes Gill and Cochrane for legal services and \$15, 773 to Integrity Business Services for CC&R ballot printing and mailing.

The follow is a recap for 2016, 2017 and 2018 with respect to total legal services for law firms that regularly have represented TWCM.

2016: \$81,927.00. (Angus and Terry, \$21,818; Hughes and Gill, \$60,109)

2017: \$127,900 (Angus and Terry, \$13,888; Hughes and Gill, \$114,012)

2018: \$63,499 through the end of April (Angus and Terry, \$2,152; Hughes and Gill, \$61,342)

Of the amounts above, \$96,890.00 was billed for work on the CC&R's in 2017 and 2018.

Treasurer Trippe also reported on the billing process for the Inspector of Elections and recommends that the Board look into a "fixed fee

### **Budget and Finance Committee Report**

Treasurer Trippe reported that the committee is currently reviewing Policy 16.0 regarding Projects paying their own expenses including insurance deductibles and legal costs, flushing out how exceptions are made and what Project expenses are covered by insurance.

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### **Building and Maintenance Committee**

Director Mosen reported that the committee did not meet last month and next month they will hear a presentation by Clayton Clark.

### **Landscape Committee**

Steve Ormond's Landscape report for July 2018 was as follows:

**Lawn Maintenance:** Weekly mowing alternating edging front and rear of manor every other week. Fertilize with Sulphur coated urea.

**Entry Maintenance:** Once a month routine maintenance, ground cover trimming, shrub pruning, weed control. FIRE BREAKS AS NEEDED.

If a director has special areas they would like trimmed or not, please notify me.

**Tree Maintenance:** Waraner Brothers will be starting tree maintenance in projects 40, 41, and 44.

**Landscape Rehabs:** Our in-house crew will start projects in 64, 34, and 45 for the month of July.

**Irrigation:** Please report any leaks, breaks, or adjustments needed to 988-7650, or email to workorder@rossmoor.com. If you know of areas that show signs of excess irrigation, notify Steve Ormond 925-988-7618.

### **Governing Documents Committee**

President Bank reported that clarification on the time frame for when ballots can be hand delivered will be published in the Rossmoor News. The time frame will be 9am to 10am. The committee will be looking at the third-party requirement for insurance in both Policy 61 – Solar and Policy 64 – Power Sources.

### **Alterations Permit Application Review Committee**

Director Mosen reported that applications are moving along, some had to be sent back to Alterations for more information. Directors are reminded to refer the corresponding policies when reviewing an alteration permit application and to check the expiration dates on all vendor's insurance policies.

### **Audit Committee**

A report was not presented. It was announced that the Audit committee duties will now be part of the Budget and Finance Committee.

### **Communication Committee**

Director Rothman reported the committee will be looking into website updates/internet review with GRF for the Rossmoor website where agendas, minutes, and governing documents are uploaded to.

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## Emergency Preparedness Committee

A report was not presented.

## Old Business

- a. **Ongoing Governing Documents:** Melissa Ward provided an update on the process, thanked everyone that volunteered and talked about where we are at now and where we are going. She reminded everyone that there is no process available to owners who wish to change their vote because policy and statute state it is irrevocable once submitted to the Inspector of Elections. Melissa spoke on the how complicated the entire process has been and on Inspector of Election duties in relation to Third Mutual's policy.
  
- b. **Report on Extension of Voting Period:** Melissa Ward reported on reasons that extending voting period is beneficial and how the Super Majority of 75% is a challenging threshold. She talked about different scenarios and possibilities that could come out of the vote for each Project and recommended that any Project that does not obtain majority have member meetings as soon as possible to get the member input.

A motion was made that any Project that obtains the 75% approval will not bear any costs of a possible petition to the court.

**Moved, Seconded, Carried 11-0**

A motion was made for Projects that do not obtain approval will hold a meeting to decide next steps and that if a Project does decide to do another vote the cost for that election is to be paid by the Project.

**Moved, Seconded, Carried 11-0**

- c. **Set Date for Directors to Complete Follow Up on Policy 64:** A motion was made to set the deadline for October 31, 2018.  
**Moved, Seconded, Carried 7-4, Directors Trippe, Rothman, Wolfe, and Barthold voted No.**

## New Business

### a. **Committees for 2018-2019:**

- 1) Alterations Permit Review: A motion was made to appoint Kay Barthold as chairperson of the committee and Director Christen Mosen as a member of the committee.  
**Moved, Seconded, Carried 11-0**
- 2) Budget and Finance (including Audit): A motion was made to appoint Hillery Trippe as chairperson, Director Matt Kaplan and owner Dale Harrington as a members.  
**Moved, Seconded, Carried 11-0**
- 3) Building Maintenance: A motion was made to appoint Christine Mosen as chairperson, Director Chuck Decker and owners Walt Braun, Joe Tracey, Dale Harrington, Jerry Foott, and Milford Waldroup as members.  
**Moved, Seconded, Carried 11-0**
- 4) Communications: A motion was made to appoint Arlyss Rothman as chairperson

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and Directors Gery Yearout, Hillery Trippe, and Judy Bank as members.

**Moved, seconded, Carried 11-0**

- 5) Emergency Preparedness: A motion was made to appoint Arlyss Rothman as chairperson and Director Ron Mucovich as a member.

**Moved, Seconded, Carried 11-0**

- 6) Governing Documents: A motion was made to appoint Judy Bank as chairperson, Directors Gery Yearout, Arlyss Rothman, Kay Barthold and owner Walt Braun as members.

**Moved, Seconded, Carried 11-0**

- 7) Landscape: A motion was made to appoint Gery Yearout as chairperson, Director Toby Dicker and owners Floyd Yearout, Paula Erickson, Jean Faszholz, and Bill Claussen as members.

**Moved, Seconded, carried 11-0**

- b. **Discuss Placement of Resident's Forum on the Agenda:** A motion was made to keep the resident's forum at the beginning of the agenda.

**Moved, Seconded, Carried 10-1, Director Bank voted No.**

### **Next Board Meeting**

The next Regular Meeting of the Board will be held on Monday, August 13, 2018 at 9:00 a.m. in the Board Room at Gateway.

### **Adjournment**

There being no further business, the Regular Meeting of the Board was adjourned at 11:55 a.m. and the Board moved into Executive Session.

### **Executive Session Summary**

An Executive Session was held following the regular meeting where the Board discussed an owner request and legal matters.

### **Secretary's Certificate**

I hereby certify that the foregoing is a true and correct copy of the minutes of the Board of Director's meeting.



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### **Assistant Secretary**

Third Walnut Creek Mutual