

**FIRST WALNUT CREEK MUTUAL****BOARD OF DIRECTORS SPECIAL MEETING****Wednesday, April 17, 2024 at 9:00 a.m.****Meeting was Conducted In-Person and Virtually****Event Center - Donner Room**

1021 Stanley Dollar Drive, Walnut Creek, CA 94595

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**MINUTES****1. Call to Order**

President England called the meeting to order at 9:00 a.m.

**2. Roll Call of Directors**Mary A. England – President – District 5  
Peter Catalano – 1st Vice President – District 4  
Young Chung – 2nd Vice President – District 3  
Jen Moreau – Secretary – District 2 – Absent  
Jean Autrey – Treasurer – District 1**Mutual Operations Staff**Jeroen Wright – Director of Mutual Operations  
Dave Peakes – Building Maintenance Manager – Virtually  
Victoria Thomas – Board Services Coordinator**3. Members' Forum**

Members were afforded the opportunity to express their concerns, make comments, or have questions for the Board. Comments included: Questioned the purpose of the reserve loan. Firewise Program feasibility and the cost for the program. Requested a mock up of costs for one entry with Firewise, show what the finished product would be, and retain multiple landscaping bids for the project. Alterations are overlooked. Alterations allowed in Rossmoor should be restricted to what the City of Walnut Creek permits. Roberts Rules or Order was not conducted correctly at the last Board Meeting as motions were not made to approve the rearrangement of topics, an Informational Item was pulled and placed as an Action Item without a motion to do so. Committee meetings should not be conducted until a full committee is formed. The last maintenance report on duct work was produced in February 2012. Ducts are within the walls and should not be the resident's financial responsibility to clean. Private patios should be better defined in the policy. England asked the Board Directors to address members' comments in their Districts.

**4. Consent Calendar**

- a. Board of Directors Regular Meeting Minutes – March 22, 2024
- b. Board of Directors Executive Session Meeting Minutes – March 22, 2024
- c. Board of Directors Emergency Executive Session Meeting Minutes – April 3, 2024
- d. Architectural Control Committee Meeting Minutes – April 5, 2024

*Motion made by England, seconded by Autrey, to approve the minutes. Approved by unanimous vote. (4-0)*

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### 5. Unfinished Business

#### Action Items

- a. Auxiliary Storage Cabinets Proposed Policy – *Chung*  
MOD's Alteration Department has not enforced the policy for the type of cabinet approved for an extended period of time. Chung proposed that going forward new cabinets require a permit and old cabinets must be removed when the resident moves out. This will require a policy change. Autrey will work with Chung on proposed amendment(s) to the policy.
- b. Bylaws Revision on Insurance, etc. – *England/Autrey*  
Legal counsel provided proposed amendments to the policy.

Catalano will conduct a Townhall to discuss proposed amendments to the Bylaws before it goes to legal counsel for review.

*Motion made by Autrey, seconded by England, to approve proposed language.*

*Discussion – Catalano questioned the management of the process: Board did not ask to seek legal counsel and did not engage with members to receive their input. Catalano stated he does not want to force members to have an HO-6 Policy. England stated she wants it on record that HO-6 coverage should be required. Autrey proposed HO-6 coverage be a recommendation and not mandatory.*

*Section 5 proposed amendment – change word from “owner” to “member”.*

### 6. New Business

#### Action Items

- a. Review Confidentiality, Privacy, and Disclosure of Personal Information  
Topic Deferred
- b. Check Signer Authorization  
Topic approved at a previous Special Meeting
- c. Review Status of Revised Alteration Policy - *Catalano/Dick Locke*  
Track changes for proposed amendments were not shown in the report, making it unclear what the changes were. Therefore, the Board was unable to approve. Catalano will work with Wright on technicalities with the report and once complete will report back to the Board with track changes.

Topics added were alteration permit tiers and revision to the standard and non-standard alterations. A working session was requested to discuss the matter further.

Topic Deferred

- d. Committee Recruitment – *England*
  - Landscape, Budget and Finance, Social Engagement, and Capital Projects  
Committees that need recruitment are:  
Budget & Finance - District 2, 3, 4, and 5  
Landscape - District 2 and 5  
Social Engagement District – 4

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Bylaws should be amended to allow additional members in Committees. Catalano will review the language and report back to the Board his proposed language amendments.

- e. Legal Counsel's Revised Fee Schedule  
Rate increase of \$20 per hour making it \$395 to \$445 and paralegals rate reduced \$10 making it \$215 to \$225.
- f. Status of Election Process for Districts 2 and 4 – *Thomas*  
Thomas reported the procedural dates for the election. The Board approved the elections be conducted by an Inspector of Elections. Thomas will provide the Board with three bids to select from at the next Board meeting.

- g. Landscape Policy Violation Letters – *England*  
Residents are prohibited from making landscaping changes in common areas. Residents should contact their District Director if they want landscape change(s) in common areas.

Discussion on the proposed language in the violation letters mailed to residents should read “it appears that you have made unauthorized landscaping changes in the common area”. Add “resolution to requested corrections be complete by one month of the date of the letter and if not resolved resident will be called in for a Hearing.”

Topic Deferred

- h. Review Financial Requirements for Membership - *England/Autrey*  
Mortgage changes made by Freddie Mac and Fannie Mae due to limited insurance coverage are now preventing banks and mortgage companies to support loans and refinances for co-ops. Topic was referred to the Budget and Finance Committee for review and recommendation.  
Topic Deferred

*Motion made by England, seconded by Autrey, to approve referring topic to the Budget and Finance Committee for review and recommendation. Approved by unanimous vote. (4-0)*

- i. Social Time Before Board of Directors Regular Meetings – *Autrey*  
Autrey reported that Board Meetings are conducted in a formal manner under Davis Stirling Act preventing Board Members to respond to residents' questions. Autrey proposed to have a social time with residents and Board Members prior to Board Meetings start as long Board matters are not discussed and business is not conducted. England proposed a pilot of the time at 9:30 a.m.

*Motion made by Autrey, seconded by Chung, to approve allowance of a half hour social time prior to a Board Meeting beginning. Approved by unanimous vote. (4-0)*

- j. Potentially create an Emergency Task Force to find a different accounting firm to handle the Mutual's accounting – *Autrey*  
Autrey reported that the topic was placed on the agenda at the request of a resident. FWCM has a signed management agreement which had not been revised until 2021. Autrey reported that the Mutual had signed with a different property management company, in the past, and it failed tremendously. It was determined that the Mutual benefitted more by having Rossmoor manage the Mutual.

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After a lengthy discussion on selecting specific programs the Mutual wanted, Wright explained that GRF's provided programs are not selective. England replied that this is not stated in the Management Agreement and the Presidents' Forum workgroup is currently reviewing the agreement for possible amendments.

First Walnut Creek Mutual has a signed Management Agreement, which was signed many years ago and the validity of the agreement was questioned as it is not dated.

Catalano proposed Board Members review the Treasurer's list of mis-comings in the Accounting Department and have further discussion.

- k. Status of Governance Committee – *Catalano*  
Topic Deferred

- l. Review Proposed Policy 2.0 Changes  
Peakes proposed amendments to the Building Maintenance Policy. The Board approved the proposed changes to A.1 and A.2 and strike the word 'roofing' in A.3.

A question arose regarding the people who bought under the old policy wherein the resident was not financially responsible for repairing roofs that were altered. Catalano replied that rules/policies change.  
Topic Deferred

- m. GRF Land Use Issue  
The Planning Committee tabled the project.  
Topic Deferred

- n. Proposed Amendments to Bylaws on Board Expansion  
Topic Deferred

- o. Proposed Amendments to Policy on Elections and Voting  
Topic Deferred

### 7. **Informational/Discussion Item**

- a. HVAC and Duct Cleaning  
Topic Deferred

- 8. **Announcements** – The next scheduled meeting is the Board of Directors Regular Meeting on April 26, 2024 at 10:00 a.m. in the Donner Room at the Event Center as well as virtually. There will be a social time for residents starting at 9:30 a.m.

### 9. **Adjournment to Executive Session**

There being no further business, the Board of Directors Special Meeting was adjourned at 11:02 a.m. and the Board moved into Executive Session.

### 10. **Executive Session Summary**

The Board met in Executive Session from 11:12 a.m. – 1:56 p.m. to discuss disciplinary hearings and litigation.