

BOARD OF DIRECTORS SPECIAL MEETING

Friday, November 8, 2024 at 10:00 a.m.

Meeting was Conducted Virtually

MINUTES

1. Call to Order

President Chung called the meeting to order at 10:00 a.m.

2. Roll Call of Directors

Young Chung – President – District 3
Peter Catalano – 1st Vice President – District 4
Vacant – 2nd Vice President – District 2
Peggy Kaiser – Treasurer – District 5
Jean Autrey – Secretary

Mutual Operations Staff

Jeroen Wright – Director of Mutual Operations
Todd Arterburn – Chief Financial Officer
John Tawaststjerna – Landscape Manager
Victoria Thomas – Board Services Coordinator

3. Members' Forum

All members are invited to address the Board with questions, comments, and suggestions. There were no comments.

4. Mutual Operations Director's Report – *Wright*

- Budget is near completion.
- Firewise Program will hold a Townhall meeting January 14, 2025 from 2:00-4:00pm in the Tahoe Room at the Event Center and virtually. Topic will be emergency preparedness. Each attendees counts as two hours towards the annually required 1,300 hours.

5. Chief Financial Officer's Report – *Arterburn*

- Arterburn reported the 2022 audit was mailed to the members.
- He is creating a tasks schedule that will be shared with the Board Members.
- A shared drive is being created giving access to the Accounting Department, Jeroen, and Board Members.

6. Landscape Manager's Report – *Tawaststjerna*

Brightview contract for plant replacement for District 1 totaling \$18,673.89 from the reserves account.

Motion made by Young, seconded by Kaiser, to approve the Brightview contract in the amount of not to exceed \$18,673.89 from the reserves account. Approved by unanimous vote. (4-0)

FIRST WALNUT CREEK MUTUAL

Brightview contract for grass removal and prepare for irrigation and new plants and material in Entry 9 totaling \$12,641.92 from the reserves account.

Motion made by Autrey, seconded by Chung, to approve the Brightview contract in the amount of not to exceed \$12,641.92 from the reserves account. Approved by unanimous vote. (4-0)

The Mutual will receive a \$1,500 rebate from EBMUD for the project.

Brightview contract to increase the sitting area in Entry 14, plant flowers, remove plants residents planted, and install a fence around the redwood tree totaling \$7,107.75 from the reserves account.

Motion made by Kaiser, seconded by Chung, to approve the Brightview contract in the amount of not to exceed \$7,107.75 from the reserves account. Approved by unanimous vote. (4-0)

Brightview contract to do a turf conversion replacement in Entry 8 totaling \$7,624.94 from the reserves account.

Motion made by Chung, seconded by Autrey, to approve the Brightview contract in the amount of not to exceed \$7,624.94 from the reserves account. Approved by unanimous vote. (4-0)

7. Unfinished Business

Action Items

- a. Board Review and Approve Checks over \$10,000 – *Chung*
There were no checks over \$10,000 to approve.
- b. Landscape Violation Letter – *Chung*
No Discussion

8. Informational/Discussion Items

a. Legislative Agenda

I am proposing the following agenda/priorities for the Board over the next few months, so that we can focus on completing the work that we have tried to complete over the past year. The idea is to try to consider and pass amendments to the MI policies one at a time, rather than going back and forth iteratively.

The following is an excerpt from my OneNote files -- please give me feedback

Replacement Director -

- nominees by 11/4;
- interviews 11/8 -- what procedure to follow (group or individual interviews);
- BOD vote at 11/22 meeting? – Size of Board a non-issue

Elections Policy -- pass by 12/24 -- there should be no substantive objections (Catalano, Kaiser?), if no electronic ballots for 2025.

There are major interdependencies between the Bylaws and other Policies, so the board should prioritize & pass each in turn.

Bylaws

- A. Insurance coverage -- implies 100% coverage including Alterations

Intent:

1. covers 100% for reconstruction from fire/catastrophic loss of Manor, including



FIRST WALNUT CREEK MUTUAL

- legal, recognized Alterations
- 2. limited liability (as stated in policies) for losses from Mutual component failure.
 - see Alterations policy (flooring, etc.)
- B. # of Directors -- Jean/Peggy wants to stay at 5. I want to follow thru on the previous board decision, but am okay with remaining at 5 if there are not enough candidates (vs. the board selecting directors). Can the wording change to Max of 7 directors; drop to Min of 5 directors, if there are insufficient candidates available?

FIRST WALNUT CREEK MUTUAL

Maintenance Policy -- the intent is to maintain the Mutual's assets, but limit the Mutual's liability and costs associated with individual capital improvements made by Member's for their own benefit. I.e. Roofing additions are NOT for the Mutual's benefit, why is the Mutual (and the other Members) responsible for the cost of their maintenance?

- Overall Principle --The Maintenance and upkeep of all Alterations are the responsibility of the Member/Owner.
- Roofing maintenance policy
 - Alterations Roofing must meet strict Mutual standards & be warrantied (preferably by a Mutual certified roofing contractor)
 - Responsibility for repairs, etc. belongs to Member/Owner until:
 - the Mutual re-roofs the building (20 year replacement cycle)
 - Mutual (MOD) must offer the option to maintain (including re-roofing) the Alterations Roof
 - the cost of the re-roofing, including any required structural changes/repairs, is the responsibility of the Owner.
 - At cost, etc.
 - Installment plan available (reimbursement plan)
 - Plans include:
 - Maintenance contract between the Mutual and the Member
 - Estimated replacement cost (20 yr cycle)
 - Quarterly Billing (managed by MOD);
 - 20 year term, payment over 5 years
 - Mutual assumes responsibility to repair leaks (warranty from roofing contractor), as long as the maintenance contract remains in force.
 - If Owner opts to not have the Mutual maintain his Alteration Roof, then the Member/Owner retains full responsibility for all defects/leaks/repairs
- Flooring (hard surface) policy
 - Enforce the Limited Liability waiver
 - Mutual only covers cost of replacement to standard flooring, only covers the area that sustained damage, no match guaranteed for multi-room flooring.

Alterations Policy --

FIRST WALNUT CREEK MUTUAL

- A. Review changes to roofing requirements (impacted by Maintenance policy)
- B. Inspections -- formalize 3 inspections for major renovations
 - a. Post demolition -- by MOD for infrastructure evaluation, mold, etc.
 - b. Pre-encapsulation -- by city and Alterations for inspection of alterations issues
 - c. Final -- by city and Alterations for compliance to permit(s), workmanship
- C. Violations -- refer all non-permitted alterations to Mutual, TCTRs to trigger Mutual violations review.
- D. Ensure all required paperwork is completed, signed and retained.
 - a. limited liability waivers
 - b. Inspection reports

Addendum -- verify funding for infrastructure evaluation and mitigation/upgrades by MOD.

-- Fire stops on other building types (SF, etc.)

VIOLATION AND FINING POLICY/SCHEDULE OF FINES Policy 23

Parking Policy -- add electrical safety regulations, etc.

Rockledge Work Yard

- 1. Commercial Use Policy
 - a. Policy #4 Commercial use of common area - Rockledge WorkYard -- add clauses to legalize the work yard.
- 2. Fire Marshall Inspection
- 3. Brightview and Gauthier contracts, operations agreements

Landscape Processes -- formalize and publish SOPs

Preparation for '25 Elections

Districts? -- need to re-apportion districts for 7.

Directo duties?

Executive Committees?

ACC charter -- 5 members, at least 3 directors

9. **Announcements** – The next scheduled meeting is the Board of Directors Regular Meeting. The meeting will be held on November 22, 2024 at 10:00 a.m. in the Donner Room at the Event Center as well as virtually.

10. **Adjournment**

There being no further business, the Board of Directors Special Meeting was adjourned at 10:47am.

Board Assistant Secretary's Certificate

I hereby certify that the foregoing is a true and correct copy of the minutes.

Victoria Thomas