

THIRD WALNUT CREEK MUTUAL  
BOARD MEETING MINUTES OF THE BOARD  
MONDAY, AUGUST 8<sup>th</sup>, 2022, AT 9:00AM  
ZOOM AND IN PERSON  
BOARD ROOM AT GATEWAY  
1001 GOLDEN RAIN RD – WALNUT CREEK, CA 94595

**Call to Order**

President Warren called the Regular Meeting of the Board of Directors of Third Walnut Creek Mutual (TWCM) to order at 9:00 a.m.

**Roll Call**

**Directors Present:**

Nan Warren, President Dist. XIV, (2023)	
Mike Abell, Treasurer Dist. IX (2025)	Marty Schwager, VP Dist. X, (2024)
Les Birdsall, Director Dist. XIII, (2023)	Tom Lauck, Director Dist. IV, (2023)
Matt Kaplan, Director Dist. X, (2024)	John Swearingen, Secretary Dist. VII, (2024)
<i>Vacant, Director Dist. XV, (2025)</i>	James McFarland, Director Dist. III, (2024)

**Also Present:** Mutual Operations staff was represented by Paul Donner, Director of Mutual Operations; Clayton Clark, Building Maintenance Manager; John Tawaststjerna, Landscape Manager; and Lucy Limon, Board Services Coordinator

**Members' Forum**

Members were afforded the opportunity to express their general concerns and make comments. Topics discussed included: audit, candidates to the vacant district, civil code 5502 resolution.

**Approval of Meeting Minutes**

President Warren asked for any corrections and/or additions to the following sets of minutes:

- a) Regular Board Meeting Minutes ..... July 11<sup>th</sup>, 2022
- b) Executive Meeting Minutes ..... July 11<sup>th</sup>, 2022
- c) Annual Meeting Minutes ..... June 14<sup>th</sup>, 2022
- d) Organizational Meeting Minutes ..... June 14<sup>th</sup>, 2022

A motion was made to approve the Regular and Executive Meeting Minutes of July 11<sup>th</sup>, 2022.

**Moved, Seconded, Carried 7-0-1 Abstention (McFarland)**

A motion was made to approve the Annual and Executive Meeting Minutes of June 14<sup>th</sup>, 2022.

**Moved, Seconded, Carried 7-0-1 Abstention (McFarland)**

**President's Report**

President Warren advised that she attended her first president's forum meeting. Gallagher made a presentation on the insurance forecast for 2023. Insurance agents suggest that that the projected increase for 2023 will be 55% throughout California. The insurance increase will affect the TWCM coupon for 2023.

**Secretary's Report**

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No report.

**Treasurer's Report**

Treasurer Mike Abell presented the following report:

Board Meeting Based on June 30 Financial Results

Aged Receivables - \$159,276 – See distribution by Project  
Outstanding Coupon and Other Resident payments - \$164,291

Settlement of P 34 Lien in place – expect funding within the month of August – approximately \$45 - \$48k

Received Insurance forecast from Joel Lesser – TWCM to prepare response

Met with 3 Directors to review process used to analyze and evaluate individual Project financial results. Balance of Directors will go through a review in August

Initial Finance Committee Meeting August 2, 2022. Formal approval of committee to be made at Aug 8 Board Meeting: Next Finance Committee Meeting August 16, 2022. Developed master worksheet to evaluate all projects on forward going basis

Joined Rossmoor Treasurer's club – first meeting Aug 8 pm.

The following is a report from the finance committee:

August 2, 2022. First TWCM Finance Committee Meeting with new leadership.

In attendance:

Mike Abell - Chair	
Tom Lauck - TWCM Director	Nan Warren - TWCM President
May Kay Neff	Florence McConnell
Kay Barthold	Patty Tanner
Roxanne Stallings	Anne Dailey

Each participant introduced themselves & talked about their interest and background  
Discussion centered on the accounting issues that we TWCM face:

- Delinquent Balances - both resident billable accounts and delinquent Coupons
- Financial statements
- Budgeting
- Monthly Financial Reporting and the duty of the director

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Changes proposed by Mike Abell - to MOD regarding back up required for DocuSign approval of invoices

Insurance challenges and how to deal with the issue

Kay Barthold agreed to take a leadership role in working with the TWCM Directors in developing their individual project budgets this fall. Other members were to consider the open topics and how they might apply their skills to the issues at hand. Given the need to have each member be approved by the board formally no actions beyond Kay's offer to assist with the budget prep were agreed to at this session. Mike took an action to invite a senior MOD accounting individual to sit on the committee in the future.

Next Meeting - August 16, 2022

- a. Motion that the Mutual Funds Report has been reviewed by the Treasurer and a summary provided to all Directors:  
**Moved, Seconded, Carried 8-0.**
- b. Motion that all Directors have reviewed their Project Specific Financials.  
**Moved, Seconded, Carried 8-0.**

**Building and Maintenance Committee**

Tom Lauck provided the following report:

The Third Walnut Creek Mutual Building Maintenance Committee discussed the following items at the meeting:

1. **Status of outstanding items from prior Committee meeting.**
  - a. **TWCM Survey of Structural Integrity and Performance of Occupied Buildings.**

Committee reviewed the RFP responses received from two structural firms, FWC and IDA. FCW fee and scope was significantly greater than IDA. IDA proposed scope based on ASCE 41-17, Seismic Evaluation and Retrofit of Existing Buildings procedures appears adequate for this first step in the evaluation of our buildings. A motion was made to recommend approval of the IDA proposal to the Board, and approved by the committee, with one abstention.
  - b. **Clarification of exterior trim requirements for window replacements.**

Exterior trim proposed by window installer, WindsorONE Protected Trim Boards, was found to be unacceptable by MOD Building Maintenance based on problems on installed conditions in TWCM, and numerous claims against the manufacturer's warranty found on the internet. It is recommended that TWCM window replacement standard be modified to include specification of required wood trim material, cedar boards without glued finger joints.

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**c. New members for Maintenance Committee**

Nan will be putting an announcement in the Rossmoor News asking for volunteers to join the Maintenance Committee.

**2. Clayton Clark Maintenance Issues**

No new issues. Clayton was not available to attend the meeting.

**3. New items for Maintenance Committee review**

**a. Report to TWCM by Residents of Project 38, dated March 15, 2022**

The committee discussed several issues raised in this report relating to Building Maintenance including those in Section II: Public Works; Section IV: Bidding; and Section V: Carpentry, Roofing, Painting. Bill and Florence McConnell participated in this discussion. Issues raised are related to accounting and compliance with TWCM policies. These issues affect several committees of the Board, including Building Maintenance, Governing Documents, and the recently established Finance Committee. These issues will be reviewed further with the Finance Committee with recommendations for any policy modifications to Governing Documents.

**b. In person meetings vs ZOOM meetings**

A preference for continuing Building Maintenance Committee meetings via Zoom was expressed by all participants in the meeting.

**Clayton Clark, Building Maintenance Manager gave the following report**

*For the month of August 2022*

**Project 23**

- ❖ No action to report.

**Project 26**

- ❖ 1501 Pt rehab: Working with FWC and MOD on inspections.
- ❖ Looking into fiberglass pool resurfacing.

**Project 27**

- ❖ In budget except for alteration roof connection at 2404 Pt

**Project 31**

- ❖ MOD in budget with exception 2733 Pt alteration roof connection.

**Project 32**

- ❖ No action to report.

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**Project 33**

- ❖ No action to report.

**Project 34**

- ❖ No action to report.

**Project 35**

- ❖ Termite issue at 3100 TGR during flooring replacement. Specialty trying to coordinate treatment schedule.

**Project 36**

- ❖ Water break repairs completed between 2105 and 2085 CC. Waiting on cost for concrete replacement.
- ❖ ATT vault replaced across from 2145 CC.

**Project 37**

- ❖ Condensate line investigations will be completed this month in Entry 4 CC.

**Project 38**

- ❖ Red curbing at entrance of Entry 4 under review by GRF.

**Project 42**

- ❖ Parking issues under review.

**Project 44**

- ❖ Rehab work will be completed by mid-month.

**Project 45**

- ❖ 3399 RP will be underway with Sykes Construction, a new contractor.
  - Resolving issue with estate regarding tree trimming for rehab.
  - Resolving window trim issue for aesthetics.

**Project 49**

- ❖ 1824 SD repairs being done AC enterprises. More decay encountered and requesting FWC to provide guidance on repairs.

**Project 51 A:**

- ❖ **Drainage:**
  - 4167 TGR repair completed. Waiting on landscape restoration.

**Project 51 B:**

- ❖ No action to report.

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**Project 53**

- ❖ No action to report.

**Project 54**

- ❖ Water break on Entry 6 repaired. Waiting on backfill and paving price.

**Project 64**

- ❖ No action to report.

MOD rehab:

Start in P27 or P31 with President approval or moving into P26 as staffing improves.

**Landscape Committee**

Jerry McNair gave the following report:

At the two meetings held in July, we discussed the priorities and goals of the Landscape Reps. Combining these discussions with written priorities submitted by representatives, we established the following priorities, listed in order of importance.

**FIRE SAFETY**

Removal of hazardous flammable plants. Limb up all trees to 8 feet. Keep gutters free of debris during fire season Annual weed removal on hillsides. Plan for more firesafe planting plans For more information on firesafe landscaping, please see Marin Master Gardeners <https://marinmq.ucanr.edu/BASICS/FIRESMARTLANDSCAPING/Plan/#spacing>

**WATER CONSERVATION**

Change to Low water species Removal of turf... Use sheet mulching, not scalping or let dry out. Shift to high efficiency MPs or drip. Some areas getting too much water, and others not enough. There are areas where plants are blocking spray heads, causing water runoff. Concern about trees that are stressed where water has been cut back. Inappropriate use of bubblers and not placed in root zone. See WUCOLS.com (Water Use Classification of Landscape Species) plant water use descriptions

**PLANNING AND DESIGN WORK**

Need landscape plans for areas to be cleared or already cleared of flammable plants. Create gathering spaces for neighborhoods. Create maps to show needed lawn conversions. Create maps to show where additional fire safety work needs to be done. Tree replacement plan needed. Use native plants and pollinator friendly gardens Reminder: Planning and design to be done during Spring and Summer so that plants can be ordered in time for installation during rainy season

**MAINTENANCE**

Notify residents when pruning is going to take place. Annual weed removal. How is that to be handled? Annual tree walk: when and how? How to keep mulch on hillsides Unnecessary pruning of plants and trees. No stripping out or "lion-tailing" We will be creating a committee for each of these 4 topics (Fire safety, Water Conservation, Planning and Design, and Maintenance) in order to create a strategy and

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plan for implementing them. If you are able to spend some time working in a small group of 4-6 people, please let me know your top 2 preferences so I can organize our committees. Please get back to me by Friday, August 19.

In addition, our next project will be to assist MOD Landscape in establishing where there are lawns that can be converted to a low water use design. Following are some of the recommended ways to conserve water while keeping our landscape green and healthy which we will discuss at a future meeting. Thank you for your support and interest in our Rossmoor landscape!!

### **3 WAYS TO SAVE WATER AND REDUCE WATER COSTS**

#### PLANTS

Save 50% by changing from High (lawn) to Moderate water use plants (example = Gazania 'Sungold')

#### IRRIGATION EFFICIENCY

Save up to 30% by replacing conventional spray nozzles with high efficiency MP Rotators (see Hunter)  
Save up to 50% by using pressure regulated spray heads. (See RainBird)

#### MULCH

Save 25% by adding 1" of mulch

For example, in a 700 square foot area with lawn, you would typically use 31,000 gallons annually. If you change to Moderate water use plants, you would need only 15,500 gallons annually. If you change to Low water use, you would need only 6,200 gallons annually without even improving irrigation efficiency. \* From GreenGardenGroup, p 41, ValleyWater\_Guidebook\_2021\_s

### **Governing Documents Committee**

Les Birdsall gave the following reports:

#### **Suggested Changes for two Policies Regarding Acclamation**

### **Proposed Change**

#### Section 22.0.1 SCOPE

Notwithstanding any other law or provision of the governing documents, elections regarding assessments legally requiring a vote by the affected Projects; election and removal of members of the association board of directors by vote of the members of the TWCM districts; certain amendments to the governing documents; or the grant by vote of members of a Project of exclusive use of common area property pursuant to ~~Civil Code Section 4600~~ **California Law** shall be held by secret ballot in accordance with the procedures set forth below **with the exception of Elections by Acclamation as outlined in Section 22.4.0 below**. Elections for other purposes may, at the discretion of the Board, be held at duly noticed meetings of the members or by mailed ballots pursuant to this section.

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## Proposed New Policy

Section 22.4.0 Election of a Director by Acclamation

If, as of the published deadline for nomination, there is only one candidate for Director of a District (meaning the election is uncontested), pursuant to California law the Board itself may seat that candidate as Director, without Members of the district voting, as long as the following conditions have been met:

- verification that the candidate is qualified (Board must notify candidate and nominator, if different, within 7 days of receipt of nomination whether the candidate is qualified and if not, the reason why and how to appeal);
- a regular election for a director of that district had been held within the last three years;
- a notice has been sent by individual delivery to all members of that district at least 90 days before the deadline for submitting nominations, regarding the election and the procedure for nominating candidates, and the possibility of election by acclamation without Members of that district voting;
- a reminder notice, by individual delivery to Members of that district, has been sent between 7 and 30 days before the date that nominations are closed regarding how to submit nominations and the possibility of election by acclamation without Members of that district voting and including the name(s) of qualified candidates as of the date of notice.

The Board must vote for the sole candidate at an open meeting, the agenda for which must state the name of the qualified candidate to be voted upon by the Board.

Acclamation 22.4.0 (2)

*This proposal was not voted on by the Board.*

## ARTICLE 6 OF THE BYLAWS

BOARD OF DIRECTORS: ELECTION; TERM OF OFFICE

### Current

6.6 Election by Acclamation.

If, as of the published deadline for nominations, the number of qualified candidates nominated does not exceed the number of Directors to be elected. Then the individuals nominated and qualified to be elected may be declared elected on a date determined by the Board and the Inspector(s) of Election, in which case written notice of the election results shall be provided to the Members.

### Proposed

6.6 Election of a Director by Acclamation.

If, as of the published deadline for nomination, there is only one candidate for Director of a District



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(meaning the election is uncontested), pursuant to California law the Board itself may seat that candidate as Director, without Members **of that District** voting, as long as the following conditions have been met:

- verification that the candidate is qualified (Board must notify candidate and nominator, if different, within 7 days of receipt of nomination whether the candidate is qualified and if not, the reason why and how to appeal);
- a regular election for **a director of that district had** been held within the last three years;
- **a notice has been sent by individual delivery to all members of that district** at least 90 days **before the deadline for submitting nominations**, regarding the election and the procedure for nominating candidates, and the possibility of election by acclamation without Members **of that district** voting;
- a reminder notice, by individual delivery to Members **of that district, has been sent** between 7 and 30 days before the **date that nominations are closed** regarding **how to** submit nominations and the possibility of election by acclamation without Members **of that district** voting and including the name(s) of qualified candidates as of the date of notice.

The Board must vote for the sole candidate at an open meeting, the agenda for which must state the name of the qualified candidate to be voted upon by the Board.

Acclamation 6.6 (B)

*This proposal was not voted on by the Board.*

*Both of these proposals will be submitted to Richard Fong, Legal counsel for final review.*

**Alteration Permit Application Review**

No report presented.

**Communication Committee**

No report presented.

**Emergency Preparedness Committee**

Fran Gibson gave the following report:

I am your newly-elected Chair for Third Mutual's Emergency Preparedness Committee — thank you for your trust and confidence in me in this crucial role for our residents and neighbors in Third Mutual.

Under President Rothman's leadership, we renamed the committee TWCM's "Emergency Preparedness Forum".

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May I ask you to add my name as Chair to the agenda for Monday's upcoming "Room n' Zoom" meeting under agenda item #8 section (f) Emergency Preparedness, please.

As I will be conducting Rossmoor Emergency Preparedness Organization's monthly Zoom meeting next Monday at 9:30 AM, I cannot attend your Board meeting in person but recommend the following information be provided our attending residents.

Encourage project directors to alert their residents to participate in the very worthy Rossmoor Home Fire Safety Survey developed by Rossmoor EPO and Contra Costa County Fire Protection District's Public Education Coordinator Noell Crosse — this is a strategic and easy way to have your manor fully assessed for home fire risks with specifics offered by ConFire on ways you can minimize or eliminate all identified home fire risks.

Residents can have an in-person survey conducted by a member of the Fire Prevention Unit or they can elect to do an on-line home fire survey and both type surveys result in a beneficial list of recommended improvements that markedly reduce home fire risks to both life and property.

Home fires in any of Third's 1200+ manors are the Number One fire hazard we face as Mutual residents — despite the greater resident *angst* spurred by mounting fears of wildfires in or near Rossmoor.

We need to "retire" fire as a cause of death and injury here in Rossmoor — one-third of all U.S. home fire deaths are seniors 65+. And residents here 80+ can expect to die in home fires three times as often as all other age cohorts living in our community.

Here is a flyer you could offer attendees on-screen during the emergency preparedness report giving residents the full contact information for the Rossmoor Home Fire Safety Survey — let them know they can also access this information at Rossmoor EPO's web site [[www.rossmoorepo.org](http://www.rossmoorepo.org)] under the link "Resident Resources"

**Dispute Resolution Committee:**

No report was made.

**Trash Committee – AD HOC**

Nan reported the following for John Murphy:

The committee is currently for more volunteers that are willing to look into trash containers. There have been no maggots in the containers. Nice cans cleans the bins twice a month.

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**Old Business**

**District XV Vacancy:**

Three candidates have come forth so far. Nomination deadline is August 15<sup>th</sup>, 2022. The Board will then interview all candidates.

**Project 23 Update:**

No update.

**Appoint Finance Committee Members:**

A motion was made to appoint the following members to the Finance Committee:

- Mike Abell
- Nan Warren
- Tom Lauck
- Mary Neft
- Kay Barthold
- Florence McConnell
- Patty Tanner
- Anne Dailey
- Roxanne Stallings

**Moved, Seconded, Carried 8-0**

**New Business:**

**Appointment of John McDonnell as Inspector of Election for P53:**

A motion was made to appoint John McDonnell inspector of elections for P53.

**Moved, Seconded, Carried 8-0**

**Certification of M53:**

A motion was made to certify that Project 53 has disengaged and is no longer part of TWCM.

**Moved, Seconded, Carried 8-0**

**Seismic Study Proposal:**

A motion was made to approve the proposal from IDA.

**Moved, Seconded, Carried 8-0**

**Speed Mitigation:**

John Swearingen briefly discussed the possibility of installing speed bumps or some other speed mitigating system in P51.

**Announcements**

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The next scheduled meeting will be held on Monday, September 12<sup>th</sup>, 2022, at 9 am in the Board Room at Gateway and on Zoom.

**Adjournment to Executive Session**

There being no further business, the Regular Meeting of the Board was adjourned at 10:23 am and the Board moved into executive session.

**Executive Session Summary**

The Board met in executive session from 10:33 am to 12:06 pm to discuss member matters, golf ball damages, foreclosures, and IDR 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.

Lucy Limon

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**Assistant Secretary**

Third Walnut Creek Mutual