

THIRD WALNUT CREEK MUTUAL
REGULAR SESSION MEETING MINUTES OF THE BOARD
MONDAY, SEPTEMBER 14, 2020 AT 10:00AM
ZOOM VIDEO AND CONFERENCE CALL MEETING

Call to Order

Secretary John Swearingen called the Regular Meeting of the Board of Directors of Third Walnut Creek Mutual (TWCM) to order at 10:00 a.m.

Roll Call

Directors Present:

Matt Kaplan, Treasurer Dist. V, (2022)	Walt Braun, Director Dist. XIII, (2023)
John Swearingen, Secretary Dist. VII, (2021)	Donna Landeros, Director Dist. VIII, (2023)
Gery Yearout, Director Dist. XI, (2021)	James McFarland, Director Dist. III, (2021)
Marilyn Mason, Director Dist. XV (2022)	Tom Lauck, Director Dist. IV, (2023)
Nan Warren, Director Dist. XIV, (2022)	

Directors Absent:

Arylss Rothman, President Dist. IX, (2022)
Chuck Decker, VP Dist. X, (2021)

Also Present: Mutual Operations staff was represented by Clayton Clark, Building Maintenance Manager; Kelly Maki, Board Services Coordinator; Rick Chakoff, Chief Financial Officer; and Tess Haskett, Assistant Controller

Members' Forum

Residents were afforded the opportunity to express their general concerns and make comments.

Approval of Meeting Minutes

Secretary Swearingen asked for any corrections and/or additions to the following minutes:

- a) Regular Board Meeting MinutesAugust 10, 2020
- b) Executive Session Meeting MinutesAugust 10, 2020

A motion was made to approve the above minutes.

Moved, Seconded, Carried 9-0

President's Report

A report was not provided this month.

Secretary's Report

Secretary Swearingen reported that 1 article was printed in the Rossmoor News regarding the last Board Meeting.

Treasurer's Report

Treasurer Kaplan gave the following Report:

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Treasurer Report: Sep 14, 2020

This report is based on the TWCM financial report for July 2020.

As of July 31, 2020, the TWCM bank balance was \$20,789.

TWCM payments in July were \$114,714 allocated as specified to the pro-jects.

Republic Services trash pick-up was \$23,236. Legal services were \$82,314 all to Ann Rankin. MOD trash recycling was \$5,233. Mailing services was \$3,931 to Integrity.

TWCM Owner Billables (amounts owed by owners to their project) as of July 31, 2020 was \$173,852 (large increase from June's \$140,559).

TWCM Assessments (Coupon) owed as of July 31, 2020 was \$102,863, continuing an increasing trend during this year. Also, a special assessment was recorded for \$200,250, comprised of \$22,250 for each of the nine units in Project 64.

- a. **Motion that the Mutual Funds Report has been reviewed by the Treasurer and a summary provided to all Directors:** The motion was made for the July 31, 2020 Mutual Funds Report.
Moved, Seconded Carried 9-0
- b. **Motion that all Directors have reviewed their Project Specific Financials:** The motion was made for all Project Specific Financial Reports ending on July 31, 2020.
Moved, Seconded Carried 9-0

Building and Maintenance Committee

Nan Warren gave the following report:

The Building Committee met on September 3rd, and discussed Policy 48, and the Matrix, which is a “cheat sheet” to allow residents to figure out what responsibilities belong to them, and which responsibilities belong to the mutual. We have largely finished this work and will begin to discuss Third Mutual's Architectural standards at our next meeting.

Landscape Committee

Walt Braun thanked all project Directors for providing the contacts of their Entry Coordinators and announced that briefing sessions will take place via Zoom.

Governing Documents Committee

Marilyn Mason gave the following report:

Meeting Date:	August 25, 2020	Resident Members:	Roxanne Stallings
Director Members:	Marilyn Mason, Chair	MOD Advisors:	Paul Donner

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Arlyss Rothman
Nan Warren

Clayton Clark

The meeting was called to order at 3:00 p.m. by Chairperson Marilyn Mason. The topic was revisions to Policies 75 and 76 concerning dispute resolution.

The committee discussed several aspects of the policies as well as how the current dispute resolution information in the TWCM Bylaws and Master CC&Rs relates to them. Nan Warren shared items identified by the Dispute Resolution Committee. Roxanne Stallings identified concerns regarding confidentiality, discipline options, and professional mediation. Lengthy discussion ensued.

It was determined that a single Working Draft would be developed by the Committee Chairperson, incorporating the revisions as discussed for further consideration at the September meeting.

A discussion ensued regarding the use of gas-powered generators. The loss of electricity in Rossmoor has become more frequent due to PG&E Public Safety Power Shut Offs and the energy saving mechanisms of rolling blackouts. Consequently, residents have shown a greater interest in relying on generators to insure they have continuing power during these events. It is important for Third Mutual to address the danger created when gas powered generators are employed. Since the Governing Documents meeting, it has been determined that the initial research and drafting of this policy would best be accomplished by the Building Maintenance Committee and then submitted to the Governing Documents Committee for review and finalization.

The next Governing Documents Committee meeting is scheduled for Tuesday, September 22
At 3:00 p.m.

Alteration Permit Application Review

The committee had no report to give this month.

Communication Committee

The committee had no report to give this month.

Emergency Preparedness Committee

The committee had no report to give this month.

Dispute Resolution Committee:

Nan Warren reported the committee will conduct training in September and October. A motion was made to add Adrian Byram as a member of the committee.

Moved, Seconded, Carried 9-0

Old Business

- a. **Recording of CC&Rs Update:** The Recorder wouldn't record the 22 Court Orders unless they were "certified." This is a ministerial task that a clerk does. They put

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various sorts of stamps and seals on the orders. The court is behind on its work due to COVID so this has caused a delay.

New Business

a. Announce Results of P55A & P55B Disengagement Ballot:

A secret ballot in the matter of whether Project 55A and P55B should disengage from Third Walnut Creek Mutual was mailed on August 6, 2020 for a vote of the membership of the Project. Ballots were opened during an Open Ballot Count Meeting on Wednesday September 9, 2020 at 1:30 p.m. via Zoom.

The quorum requirement set in the current governing documents requires a majority (50% plus 1) approval of the members of Project 55A and P55B for disengaging from Third Walnut Creek Mutual (i.e., at least 16 out of 30 manors must vote “FOR” in P55A and at least 19 out of 36 manors must vote “FOR” in P55B).

The following is a report prepared by the Inspectors of Elections James Fletcher for P55A:

Total Ballots Received: 28
Total Invalid Ballots:
Total Valid Ballots: 28

Total Votes For: 27
Total Votes Against: 1
Number of Manors: 30

**The vote for Project 55A to disengage from Third Walnut Creek Mutual has:
PASSED**

The following is a report prepared by the Inspectors of Elections James Fletcher for P55B:

Total Ballots Received: 34
Total Invalid Ballots: 1
Total Valid Ballots: 33

Total Votes For: 33
Total Votes Against: 0
Number of Manors: 36

**The vote for Project 55B to disengage from Third Walnut Creek Mutual has:
PASSED**

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- b. Approval of P50 Disengagement Agreement:** A motion was made to approve the P50 Disengagement Agreement as presented to the Board.
Moved, Seconded, Carried 9-0

- c. Appoint Inspector of Elections for P50 Disengagement Ballot:** A motion was made to appoint James Fletcher as the Inspector of Elections.
Moved, Seconded, Carried 9-0

Adjournment to Executive Session

There being no further business, the Regular Meeting of the Board was adjourned at 10:27 am and the Board moved into executive session.

Executive Session Summary

The Board met in Executive Session to hold owner an owner hearing, consider late fee waiver requests, a hardship request, a reimbursement request, and discuss 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.



Assistant Secretary

Third Walnut Creek Mutual