

WALNUT CREEK MUTUAL THIRTY-NINE

MEETING MINUTES OF THE BOARD
TUESDAY, FEBRUARY 12, 2019 AT 2:015PM
MULTI PURPOSE ROOM #3 - GATEWAY
1001 GOLDEN RAIN ROAD, WALNUT CREEK, CA 94595

Call to Order

Claire Wolfe called the meeting to order at 2:16 p.m.

Roll Call

Directors Present: Claire Wolfe
Al Guskin
Bill Claussen
Mike Dwyer
Ted Gunn

Also Present: Paul Donner, Mutual Operations Director; Rick Chakoff, Chief Financial Officer; Kelly Mattison, Board Services Coordinator.

Residents' Forum

A Resident's Forum was held for comments and questions from the membership. Topics brought forth by the members included: rental policy.

Organizational

1. Election of Officers

- a. **Rick Chakoff – Assistant Treasurer:** A motion was made to appoint Rick Chakoff as Assistant Treasurer of Walnut Creek Mutual Thirty-Nine.
Moved, Seconded, Carried 5-0
- b. **Kelly Mattison – Assistant Secretary:** A motion was made to appoint Kelly Mattison as Assistant Secretary of Walnut Creek Mutual Thirty-Nine.
Moved, Seconded, Carried 5-0
- c. **Appointment of President, Vice-President, Treasurer, and Secretary:** A motion was made to appoint Claire Wolfe as **President**.
Moved, Seconded, Carried 5-0
A motion was made to appoint Al Guskin as **Vice President**.
Moved, Seconded, Carried 5-0
A motion was made to appoint Bill Claussen as **Treasurer**.
Moved, Seconded, Carried 5-0
A motion was made to appoint Mike Dwyer as **Secretary**.
Moved, Seconded, Carried 5-0
Ted Gunn will be Director at Large.

2. Establishing Committees and Appointing Chairpersons:

- a. **Landscape Committee:** A motion was made to establish a Landscape Committee with Jean Fasholz as the Chairperson.
Moved, Seconded, Carried 5-0
- b. **Governing Documents Committee:** A motion was made to establish a Governing Documents Committee with John Rice as the Chairperson.
Moved, Seconded, Carried 5-0

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- c. **Budget and Finance Committee:** A motion was made to establish a Budget and Finance Committee with Jennifer Mu as the Chairperson.
Moved, Seconded, Carried 5-0
- d. **Communications Committee:** A motion was made to establish a Communications Committee with Mike Dwyer as the Chairperson.
Moved, Seconded, Carried 5-0
- e. **Recycling Committee:** A motion was made to establish a Recycling Committee with Judith Schumacher-Jennings as the Chairperson.
Moved, Seconded, Carried 5-0
- f. **Building Maintenance & Alterations Committee:** A motion was made to establish a Building Maintenance Committee/Alterations Committee with Marlin Whitney as the Chairperson. (The Chairperson appointment is temporary, and a new Chairperson may need to be appointed at the March Meeting as Mr. Whitney has decided to move out of the Mutual)
Moved, Seconded, Carried 5-0

New Business

1. **Certification of Bylaws/Election Results for Bylaws and Director Election:** The Bylaws for Walnut Creek Mutual Thirty-Nine were recently adopted by a majority vote of the members, ballots were opened and tabulated on January 16, 2019. A Director Election was held concurrently with the Bylaw Election and both election results were certified by the Inspector of Elections, Nancy Richardson. The following is report from the certification of both elections:

**Third Walnut Creek Mutual – Project 39
Membership Vote on Director Election and Adoption of Bylaws**

TOTAL BALLOTS RECEIVED	104
TOTAL INVALID BALLOTS	2
TOTAL VALID BALLOTS	102

IN THE MATTER OF THE DIRECTOR ELECTION EACH DIRECTOR RECEIVED THE FOLLOWING NUMBER OF VOTES

CLAIRE WOLFE	98
MIKE DWYER	95
AL GUSKIN	94
BILL CLAUSSEN	93
TED GUNN	87

The five candidates listed above were voted in to be the Mutual's Board of

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Directors. The 3 directors who received the most votes received a 3-year term, they are Claire Wolfe, Mike Dwyer, and Al Guskin. The 2 directors who received the least votes received a 1-year term, they are Bill Claussen and Ted Gunn.

There was no quorum requirement on the Director Election

IN THE MATTER OF ADOPTING THE PROPOSED BYLAWS

VOTES FOR 100
VOTES AGAINST 1

NUMBER OF MANORS: 130
TO PASS: 50% PLUS ONE (At least 66 affirmative votes)

Nancy Richardson, Inspectors of Election for Third Walnut Creek Mutual – Project 39, hereby declares that the foregoing results for voting in the matter of Adopting the Proposed Bylaws:

Adoption of Bylaws: PASSED

Therefore, Secretary Mike Dwyer signed the newly adopted Bylaws of the Mutual and they are now certified.

2. **Adoption of MOD Contract:** A motion was made to adopt and approve the Golden Rain Foundation Management Agreement as presented by Paul Donner, Mutual Operations Director.
Moved, Seconded, Carried 5-0
3. **Adoption of Directors and Officers Liability Insurance:** A motion was made to approve the CNA Directors and Officers Liability Insurance quote provided by Arthur J. Gallagher & Co Insurance Brokers, Inc. with a 3-million-dollar limit.
Moved, Seconded, Carried 5-0
4. **Appointment of Richard Fong as Mutual Attorney:** A motion was made to appoint Richard Fong as the Walnut Creek Mutual Thirty-Nine mutual attorney.
Moved, Seconded, Carried 5-0
5. **Adoption of Policies and Procedures & Building Maintenance Standards:** A motion was made to send the Policies and Procedures out to the membership for at least a 28-day comment period and consider adoption at the March meeting. The Board intends to further review and update the policies and procedures, where necessary, in a timely manner.
Moved, Seconded, Carried 5-0
6. **Adoption of CC&Rs:** A motion was made to adopt the current “Project 39” CC&Rs as the Walnut Creek Mutual Thirty-Nine CC&Rs. The Board intends on further reviewing the CC&Rs and changing the name reference where necessary in a timely manner.
7. **Bank Resolution:** A motion was made that Walnut Creek Mutual Thirty-Nine authorizes

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MOD Accounting to close the 3 current "Project 39" accounts: Operating, Reserves, and CDARs and open 3 new accounts under Walnut Creek Mutual Thirty-Nine for Operating, Reserves, and CDARs. The Board also passed the following resolution:
Resolved: That Walnut creek Mutual Thirty-Nine (Mutual 39) authorizes the President Claire Wolfe; Vice President, Al Guskin; Treasurer, Bill Claussen; Secretary, Mike Dwyer; Assistant Secretary, Rick Chakoff, to sign checks or instruments on behalf of Mutual 39 for accounts held by City National Bank on terms and conditions as agreed on with City National Bank.

Moved, Seconded, Carried 5-0

Announcements

The next Meeting will be held on Wednesday, March 26, 2019 at 1:00pm in the Board Room at Gateway.

Adjournment

President Wolfe adjourned the meeting at 2:59pm.

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
Mutual 39**