

THIRD WALNUT CREEK MUTUAL

SPECIAL MEETING MINUTES OF THE BOARD
WEDNESDAY, FEBRUARY 7, 2018 AT 9:00A.M.
BOARD ROOM, GATEWAY COMPLEX
1001 GOLDEN RAIN RD., WALNUT CREEK, CA 94595

Call to Order

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

Roll Call

Directors Present:

John McDonnell, President X	Hillery Trippe, Director District VII
Gery Yearout, Vice President XI	Jack Case, Director District V
Judy Bank, Vice President XV	Ron Mucovich, Director District IV
Vacant, Director District III	Kay Barthold, Director District XIII
Christine Monsen, Treasurer XIV	Claire Wolfe, Director District X
Arlyss Rothman, Interim Secretary District IX	

Directors Absent:

Toby Dicker, Director District VIII

Also Present: Mutual Operations staff was represented by Kelly Mattison, Board Services Coordinator; also present was Melissa Ward, Esq., Hughes Gill Cochrane Tinetti.

Members Forum

Residents were afforded the opportunity to express their general concerns and make comments. The topic discussed in open forum was the CC&Rs.

Governing Docs Project/CC&Rs and Bylaw Changes

Director Banks spoke on the history and background of the governing documents re-write project. The Board further discussed necessary changes and clarifications in the governing document rewrites. The discussions included the following sections of the CC&Rs and Bylaws:

CC&Rs:

Article 11 Damage or Destruction of Buildings; Condemnation: Section 11.2 was clarified. Melissa confirmed with the Board that sections 11.2.1, 11.2.2, and 11.2.3 will be consistent with the Mutual's Insurance Policies.

Article 13 General Provisions: The Board confirmed the removal of "power of attorney".

Section 8.6 Mutual Funds: The Board discussed the wording of this section to make it clear that all projects will have their own bank accounts and no funds will commingle. The Board also changed the title of the section from "Mutual Funds" to "Assessments". The Board will have Rick Chakoff review the section and invite him to the next regular meeting for comments and questions.

THIRD WALNUT CREEK MUTUAL

Section 3.11 Easements to Owners: The Board began to discuss the language of this section and due to time restraints put the discussion on hold until the next meeting which will be held on February 12th.

Bylaws:

Section 6.10 Vacancies: The Board discussed the need to create an administrative process that can be added to this section that outlines how to fill vacancies. The Board discussed sending a letter to all owners in the district where the vacancy resides and what length of time there should be from the announcement to the deadline to submit an interest in the vacant position. The wording of "30 days" versus "at least 30 days" was debated. A straw poll was taken on approving the wording "30 days" and the vote was 9 yeses to 1 no.

Section 6.1 Number of Directors; Residency Requirement: The Board discussed completely removing sections (a) and (b). A straw poll was taken on this removal of the subsections and it passed by a vote of 6 yeses to 3 no's, with 1 abstain.

Section 12.2 Checks, Drafts, and Evidences of Indebtedness: The Board requested the addition of the wording "or Project" after "Mutual" in this section.

Section 12.3 Funds and Deposits: The Board requested the addition of the wording "or Project" after "Mutual" in this section.

Section 9.8 Review of Accounts: The Board requested the addition of the wording "or Project" after "Mutual" in subsection (d).

Adjournment

There being no further business, the Special Meeting of the Board was adjourned at 11:05 a.m.

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