



Walnut Creek Mutual Fifty (Mutual 50)

ORGANIZATIONAL MEETING MINUTES OF THE BOARD FRIDAY, MAY 28, 2021 - DIRECTLY FOLLOWING ANNUAL MEETING ZOOM MEETING

Call to Order

Donna Landeros called the Organizational Meeting of the Board of Directors to order at 1:09 p.m.

Directors Present

Donna Landeros
Abigail Ogawa
Rich Johnstone
Joan Schwanz
Rodney Lee

Also Present

Mutual Operations staff was represented by Paul Donner, Mutual Operations Director; Clayton Clark, Building Maintenance Manager; Kelly Maki, Board Services Coordinator

Organizational Formation

a. Directors' Election of Officers

(1) Appointment of President, Vice President, Secretary, Treasurer, and Director-at-Large

Motions were made as follows to elect the Officers of Mutual 50 from the newly elected Board of Directors:

President: A motion was made to appoint Donna Landeros as President of Mutual 50 for an approximate term of three-year, through May 31, 2024.

Moved, Seconded, Carried 5-0

Vice President: A motion was made to appoint Abigail Ogawa as Vice President of Mutual 50 for an approximate term of one-year, through May 31, 2022.

Moved, Seconded, Carried 5-0

Treasurer: A motion was made to appoint Rich Johnstone as Treasurer of Mutual50 for an approximate term of three-year, through May 31, 2024.

Moved, Seconded, Carried 5-0

Secretary: A motion was made to appoint Joan Schwanz as Secretary of Mutual 50 for an approximate term of two-year, through May 31, 2023.

Moved, Seconded, Carried 5-0

Director at Large: A motion was made to appoint Rodney Lee as Director-at-Large of Mutual 50 for an approximate term of two-year, through May 31, 2023.

Moved, Seconded, Carried 5-0

(2) Appointment of Assistant Secretary

A motion was made to appoint Christine Conti as the Mutual's Assistant Secretary.

Moved, Seconded, Carried 5-0

(3) Appointment of Assistant Treasurer

A motion was made to appoint Joel Lesser as the Mutual's Assistant Treasurer.

Moved, Seconded, Carried 5-0

(4) Appointment of Terms of Office

Pursuant to § 5.3 of the Bylaws, the elected Directors will determine among themselves who will serve the following initial terms:

- a. Two approximate three-year terms of office (May 27, 2021 to May 31, 2024)
Donna Landeros and Rich Johnstone
 - b. Two approximate two-year terms of office (May 27, 2021 to May 31, 2023)
Joan Schwanz and Rodney Lee
 - c. One approximate one-year term of office (May 27,, 2021 to May 31, 2022)
Abigail Ogawa
- b. Next election of one director of the board will be held on May 31, 2022. The election will be for a three-year term of June 1, 2022 to May 31, 2025.
- c. Establishment of Committees and Committees' Roles and Responsibilities, and Appointment Chairpersons and Committee Members

(1) Finance Committee

A motion was made to establish a Finance Committee, which will be an advisory committee whose duty will be to assist the Board in the performance of its duties and having such specific authority as expressed in the document titled, "Finance Committee - Roles and Responsibilities."

Moved, Seconded, Carried 5-0

A motion was made appoint Director Rich Johnstone as Chairperson of the Finance Committee.

Moved, Seconded, Carried 5-0

(2) Governing Documents Committee

A motion was made to establish a Governing Documents Committee, which will be an advisory committee whose duty will be to assist the Board in the performance of its duties and having such specific authority as expressed in the document titled, "Governing Documents Committee - Roles and Responsibilities."

Moved, Seconded, Carried 5-0

A motion was made to appoint Directors Abigail Ogawa and Rich Johnstone as Co-Chairs of the Governing Documents & Rules Committee.

Moved, Seconded, Carried 5-0

A motion was made to appoint committee members to the Governing Documents Committee, who is Anne Foreman.

Moved, Seconded, Carried 5-0

(3) Landscape Committee

A motion was made to establish a Landscaping Committee, which will be an advisory committee whose duty will be to assist the Board in the performance of its duties and having such specific authority as expressed in the document titled, "Landscaping Committee - Roles and Responsibilities."

Moved, Seconded, Carried 5-0

A motion was made to appoint Director Joan Schwanz as Chairperson of the Landscaping Committee.

Moved, Seconded, Carried 5-0

A motion was made to appoint committee members to the Landscaping Committee, who are Lee Wright, Susan Granico, and Rodney Lee.

Moved, Seconded, carried 5-0

(4) Social Committee

A motion was made to establish a Social Committee, which will be an advisory committee whose duty will be to assist the Board in the performance of its duties and having such specific authority as expressed in the document currently titled, "Social Committee - Roles and Responsibilities."

Moved, Seconded, Carried 5-0

A motion was made to appoint Shari Singh as a member of the Social Committee.

Moved, Seconded, Carried 5-0

(5) Buildings and Facilities Committee

A motion was made to establish a Buildings and Facilities Committee, which will be an advisory committee whose duty will be to assist the Board in the performance of its duties and having such specific authority as expressed in the document titled, "Buildings and Facilities Committee - Roles and Responsibilities."

Moved, Seconded, Carried 5-0

A motion was made to appoint Donna Landeros and Rich Johnstone as Co-Chairs of the Buildings and Facilities Committee.

Moved, Seconded, Carried 5-0

A motion was made to appoint committee members to the Buildings and Facilities Committee, who are Lou Feinberg and Doug Bettencourt.

Moved, Seconded, carried 5-0

(6) Solar & Storage Exploratory Committee

A motion was made to establish a Solar & Storage Exploratory Committee, which will be an advisory committee whose duty will be to assist the Board in the performance of its duties and having such specific authority as expressed in the document titled, "Solar & Storage Exploratory Committee - Roles and Responsibilities."

Moved, Seconded, Carried 5-0

A motion was made to appoint Lou Feinberg and Doug Bettencourt as Co-Chairs of the Solar & Storage Exploratory Committee.

Moved, Seconded, Carried 5-0

A motion was made to appoint committee members to the Solar & Storage Exploratory Committee, who are Hari Singh, and Carolyn Byerly.

Moved, Seconded, carried 5-0

New Business

- a. Certification of CC&RS by Secretary

On May 27, 2021, the Members adopted the “Restated Declaration of Covenants, Conditions, and Restrictions of Walnut Creek Mutual Fifty (Mutual 50)”. A motion was made to have those CC&RS certified in a writing executed and acknowledged by the Secretary of the Mutual.

Moved, Seconded, Carried 5-0

- b. Certification of Bylaws by Secretary

On May 27, 2021, the Members adopted the “Bylaws of Walnut Creek Mutual Fifty (Mutual 50)”. A motion was made to have the Bylaws certified in a writing executed and acknowledged by the Secretary of the Mutual.

Moved, Seconded, Carried 5-0

- c. President’s Report - President Donna Landeros gave the following report: I would like to take this opportunity to thank all of the members of M 50 for your support of our team during what turned out to be a very complicated disengagement process during COVID. It has been a huge learning experience for all of us, but all of the MOD staff went the extra mile to help us make informed decisions. Thank you all!

I especially want to highlight the contributions of Carolyn Byerly and Doug Bettencourt who chose not to continue as Board members...something about more time for golf, family and travel, but they are still working just as much on Solar and on our 10-year plan which will hope to present to our members in June.

I would like to summarize the importance of Mutual 50 by explaining that when I was appointed to the TWCM Board, I was 1 vote out of 12 others who all represented other projects in Rossmoor. As of today, we have a Board of 5 residents who all reside in M50 and who will ALL work to for the benefit of M 50.

- d. Motion to authorize the Assistant Treasurer and MOD Accounting Department to close all current “Project 50” accounts; open new accounts under Walnut Creek Mutual Fifty (Mutual 50) for operations, reserves, and deposit sweep program.

Moved, Seconded, Carried 5-0

- e. Motion to authorize the President, Vice President, Treasurer, and Secretary of Mutual 50 to sign checks or instruments on behalf of Mutual 50 for account held by City National Bank on terms and conditions as agreed with City National Bank.

Moved, Seconded, Carried 5-0

- f. Committee Report – Governing Documents Committee
 - (1) Initial Policies and Procedures: Rich Johnstone gave the following report: The initial M50 Policies and Procedures have been drafted and will be mailed to Members for their review and comment. Members can send their comments either by email to the M50 Board Services Coordinator or by mail to the Mutual Board office. The Board will consider all Member comments before voting on their adoption at a Board meeting to be scheduled in July.
- g. Motion to adopt of Mutual Operations Department (MOD) Contract
Moved, Seconded, Carried 5-0
- h. Motion to adopt Commercial Support Services Contract: A motion was made to move this item to executive session for further discussion.
Moved, Seconded, Carried 5-0
- i. Motion to appoint attorney for Mutual 50: A motion was made to move this item to executive session for further discussion.
Moved, Seconded, Carried 5-0
- j. Motion to approve the distribution and presentation of the proposed Policies and Procedures to the Members for the mandated comment period before the Board can make a motion and vote on adopting those Policies and Procedures.
Moved, Seconded, Carried 5-0
- k. Motion to delegate permitting authority to MOD for alteration requests, except as to issues of upper-unit flooring, enclosure of back porch/desk/balcony, encroachment on common area, and the installation of rooftop solar panels.
Moved, Seconded, carried 5-0

Announcement of Next Board Meeting

The Board announced that a meeting will be scheduled in July to vote on the adoption of the proposed policies that are being sent out for member comment.

Adjournment to Executive Session

President Donna Landeros adjourned the organizational meeting at 1:49 p.m. and the Board moved into Executive Session.

Executive Session Summary

The Board met in Executive Session to discuss contracts.

Secretary's Certificate

I hereby certify that the foregoing is a true and correct copy of the minutes of the Annual Members' Meeting.



Assistant Secretary
Mutual 50