

## **Minutes of a Meeting of the Board of Timber Cove Homes Association In General Session**

Held Saturday, November 9, 2019 at 10:00 a.m.  
At the Fort Ross School

### **Attendees:**

#### **Directors Present:**

Ron Case, President  
Russell Wells, Vice President  
John Gray, Treasurer  
Cindy Culcasi, Secretary  
Bob Leichtner  
Margaret Grahame  
Rosemary Gorz

Ms. Gorz participated by telephone.

### **Call to Order**

Ron Case called the meeting to order at 10:02 a.m.

### **Review and Approval of the Agenda**

Upon motion duly made and seconded, the Agenda was approved by the Board 7-0.

### **Review and Approval of Previous Minutes**

Upon motion duly made and seconded, the October 12, 2019 General Session Meeting Minutes were approved 4-0 with 3 abstaining (Margaret Grahame, Russell Wells, and Rosemary Gorz were absent from the October 12 meeting).

### **President's Report – Ron Case**

The Board discussed the CPA Contract for the Financial Review and the new insurance application to renew TCHA Insurance.

### **Office Manager's Report – Board**

Melany Collett was not in attendance. In her absence, John Gray informed the Board that a conceptual design for a possible new home had been submitted which would require a height variance (18 feet if the lot is level and 25 feet if on a hill). More will be discussed during architectural review. The property has not been purchased yet.

### **Public Comment**

There was no public comment.

### **Business Items**

#### **Treasurer's Report – John Gray**

Mr. Gray delivered the Treasurer's Report. The PowerPoint presentation of the Report will be available on the [timbercovehomes.org](http://timbercovehomes.org) website under Board Meetings.

#### **Highlights:**

- Slide 3 - The \$16,059.58 in the Special /Emergency Assessment Account is earmarked to go back to the Reserves Account to help pay back the \$25,000 which was borrowed. We need to come up with about \$9,000 by the end of January to replenish the balance of Reserve Account funds that were temporarily reallocated to cover operating expenses.
- Slide 8 - Bills paid in October:
  - National Partners - \$1,232.82
  - US Treasury 1120-H - \$182.00
  - FTB Form 3586 - \$55.00 (State Income Tax)
  - Payroll Tax- form 941 - \$1,275.65
  - EDD- payroll Ca form 941 - \$294.68
  - Frontier Office phone - \$247.68
  - Brett Chairez- \$1,150 - Inspector of Elections
  - Caufield law - \$135 (Balance Insurance Counsel)
  - Office Depot - \$25.00- ink (auto-deduct)
  - Payroll - \$3,788.63

**Total - \$8,386.46**
- Slide 8 – Cost of Insurance - One of the policies is now paid off so the amount paid for insurance has dropped. Our insurance expires on December 27. The Board reviewed the new insurance application this morning (as required by the new Bylaws). Our insurance broker is hopeful that the cost might decrease. We have applied for a new policy and are waiting for a quote.

**Upon motion duly made and seconded, the Board approved paying the bills 7-0.**

#### **Road Maintenance and Repairs – John Gray**

A road sweep is due in December. The best time to sweep the roads is after the first big storm since needles and branches are knocked down. Repairs are also needed on Lyons Court. We are over our budget for roads this year, but Legal fees are significantly under budget, so funds are available. Since there is no December meeting scheduled, Mr. Gray would like to vote to authorize both jobs during this meeting.

**Upon motion duly made and seconded, the Board resolved 7-0 to approve a road sweep for \$2,500.00 and up to \$1,000.00 for repairs to Lyons Court.**

Mr. Gray reviewed the updated Annual Budget as of 11/19 which is available on [timbercovehomes.org](http://timbercovehomes.org) under the Governing and Business Documents tab.

A member asked about the collection process for special assessments. Mr. Gray said if a member is only delinquent for the special assessment the collection process will be different than the regular process we have been using for delinquent dues. The special assessment collections are delayed until early next year.

#### **Legal Report – Legal Committee**

Bob Leichtner - There is not a lot to report today. TCHA is still a party in the McKay Lawsuit against Hannah Clayborn and three prior Directors (Susan Moulton, Tim McKusick, Sue Ellen McCann) because of Ms. Clayborn's cross complaint for indemnity against the Association. Ms. Clayborn filed a cross complaint against TCHA to indemnify her against the McKay Lawsuit since she claims she performed any actions McKay seeks damages for under the direction of Sue Ellen McCann, the former Treasurer. The Association is contesting her cross-complaint, with legal defense provided and paid by our insurers. TCHA has already settled McKay's complaint and the settlement was paid for by our insurance company. The case is expected to go to trial sometime next year.

#### **Architectural Review – Ron Case**

- A person has inquired about the height limit of buildings in the subdivision through their realtor. See Office Manager's Report for additional information. Ron Case responded via a letter to the realtor with the information requested.
- Two members contacted Mr. Case regarding a property line dispute. He wrote a letter to the members suggesting a survey be done to determine the lot line.

#### **Appointment/Re-appointment Committees (Legal, Roads, Architectural Oversight) – Bob Leichtner**

Under Davis Stirling and our Bylaws, the Board is authorized to appoint one or more Special Committees to assist it, but TCHA is not required to have any committees. Historically, committees have been appointed to help manage the essential function of Architectural Oversight, although that function could be covered by the Board itself if they chose not to appoint a committee. Prior Boards have also appointed Roads Committees. During the previous year, the Board also appointed a Legal Committee. Committees have a one-year term and expire after the Annual Meeting. Bob Leichtner's proposal is to reappoint 3 committees, Legal, Roads, and Architectural Oversight.

Mr. Leichtner proposed that the Board vote in today's meeting to reappoint the committees created last year, and also vote to appoint members. Most of the committees have incumbents who are willing to serve. This agenda item was touched upon in the October meeting, but postponed since there was only a minimum quorum of 4 in attendance then. Today all 7 Directors are present (Ms. Gorz is on the phone). Mr. Leichtner pointed out that Article X of the new Bylaws explains committees, committee provisions, and how they function.

**Key relevant features:** Committees should comprise three or more Association members, including directors (Mr. Leichtner suggested at least one director for each committee). The committees are advisory and administrative. That is, they do not have independent authority to take action that binds



the Board unless specifically so directed by a prior Board resolution. Their responsibilities are as the Board describes or as set forth in the bylaws.

1. Architectural Oversight: review and recommend actions to the Board regarding all design, construction and landscaping plans, proposals or issues. As noted in the bylaws, the essential purposes of design review include preserving and protecting our natural environment; making sure "improvements" harmonize with and do not detract from, harm, or obtrude upon, the environment and already existing homes--- Avoiding visual or auditory nuisances---Protecting privacy, favoring natural appearing structures, materials and colors, and native plants.. Advice of architects can be used; but architect reviewers should include non-resident architects to ensure objectivity and absence of conflict of interest.

2. Roads: development of a practical multi-year plan to repair and maintain roads managed by the Association, for approval by the Board. Identification of qualified contractors, obtaining bids or estimates as authorized by the Board, oversight of contractors. Preparing a 5-year budget, with adequate reserves to make repairs with reasonable priorities and sequencing and assuring timely maintenance for safe and cost-effective roadways.

3. Legal: Help select and liaise with legal counsel on behalf of the Board to address legal issues, contracts, claims, litigation, as needed. Investigate and report to the Board (usually in executive session) on current legal matters and attorney input or recommendations. Assist the Board in providing non-privileged, non-confidential information to Members on legal matters affecting the Association.

**Upon motion duly made and seconded, the Board approved 7-0, that the proposed Committees (Roads, Architectural Oversight, and Legal) be established as described under key relevant features noted in the minutes.**

**Upon motion duly made and seconded, the Board approved 4-0 with 3 abstaining (Cindy Culcasi, John Gray, and Bob Leichtner since they will be members of the committee) the members of the Legal Committee; Cindy Culcasi, John Gray, and Bob Leichtner**

**Upon motion duly made and seconded, the Board approved 5-0 with 2 abstaining (Ron Case and John Gray since they will be members of the committee) the members of the Roads Committee: Ron Case, John Gray, Sharon Bonelli, and Sal Culcasi**

**Upon motion duly made and seconded, the Board approved 5-0 with 2 abstaining (Ron Case and Margaret Grahame since they will be members of the committee) the members of the Architectural Committee: Ron Case, Margaret Grahame, and Chris Feddersohn**

Bob Leichtner observed that the committees include long-term members who know the history of Timber Cove and can take into account prior flexibility in design approvals to promote a fair, pragmatic process. The input of more recent members is also welcome.

### **New Business**

#### **Cancel December Meeting due to holidays – Cindy Culcasi**

There will be no meeting in December. Ron Case would like to aim eventually to have meetings every other month. A member asked about Architectural Oversight needs when meetings aren't scheduled monthly. A Director added that at certain times, e.g. creation of the budget, Annual Meeting preparation, etc. we may need to meet monthly. Any reduction in meeting frequency will need to provide adequate arrangements to cover essential duties effectively. This is a subject for future discussion.

**Upon motion duly made and seconded, the Board resolved 7-0 to cancel the December Meeting.**

#### **Update TCHA Welcome Package to include One Call Now Alerts Information – Board**

A Board member suggested the package be added to the [timbercovehomes.org](http://timbercovehomes.org). TCHA will work with the Water Board to coordinate with their messages.

### **Adjournment**

The President adjourned the meeting at 10:51 a.m.

Respectfully submitted,

Cindy Culcasi, Secretary

