

FINAL Meeting Minutes

PARK ACQUISITION CORPORATION

Regular Meeting

7:00 PM

Wednesday, November 2, 2016

Fireside Room, 100 Marin Valley Drive, Novato, CA

ATTENDEES:

- Board Members: Larry Cohen, John Hansen, Peggy Hill, David King, Jay Shelfer.
- 10 Non-Board Residents
- Park General Manager: Matt Greenberg
- Recording Secretary: Susan Windman

CALL TO ORDER: 7:02 PM

A. APPROVAL OF FINAL AGENDA

Dave King asked to withdraw his agenda item F-4 (under New Business).

PAC Board directors agreed to move agenda item D-10 (Reports--Maintenance and Capital Projects) forward so it is the first item discussed within section D (Reports). Directors agreed the topic should continue to be discussed first.

Motion made and seconded to approve the final agenda. Motion voted on and passed 5-0.

B. PUBLIC COMMENTS (for issues not on the agenda)

- Diane Brandon would like to see a discussion topic on fire abatement.
- Francina LeClercq commented about improving communications between Park management and residents regarding fire abatement. Francina spoke from written notes (see Attachment A)

C. CONSENT CALENDAR

1. Receive approved final minutes of September 7, 2016 meeting.

Motion made and seconded to receive the September 7, 2016 final minutes. Motion voted on and passed 5-0.

2. Approve minutes of October 5, 2016.

The following corrections were indicated:

- D-1 (PAC Treasurer's Report) – Change the amount for “Total Spent Current Fiscal Year” to \$796.86 (from \$2,089.63). (Larry)
- D-3, 9th bullet – In two places within the bulleted text, change “Jay and Dave” to “Jay and Larry.” (Dave)

Motion made and seconded to approve the October 5, 2016 minutes, with corrections. Motion voted on and passed 5-0.

D. REPORTS

(Agenda item D-10 was brought forward by PAC for discussion first – see comments under agenda item A.)

10. Maintenance and Capital Projects

Matt provided the following update:

- Fire abatement – 88 days of labor have been logged into the second phase of the Fire Abatement project. Current work has been done around Wild Oak, Marin View, Meadow View and miscellaneous areas. The focus has been the common areas.

Francina LeClercq commented the area directly behind her house (on Marin Valley) has not been addressed and is very overgrown and unsafe. Matt responded it is an area outside the Park, in the jurisdiction of the City. The defensible space in the Park has been cut. Matt had the City manager and Fire department manager out at the Park yesterday to look.

- Retaining walls – Four retaining walls have been completed. No other walls are scheduled until next budget cycle.
- Trees – Trees at 13 home sites are currently being pruned. The tree budget is at its end.
- New home installation (171 Marin Valley) – The new home installation is being completed.
- French drains – Three French drains have been installed at resident homes to evacuate standing water.

- Pool equipment – The equipment is being removed in preparation for the new saline system.
- Ballroom projector and screen –A 12 ft. screen and a rear-mount projector have been ordered, with tentative installation dates of mid-December.

1. PAC Treasurer’s Report (Larry Cohen)

Larry presented the following PAC Treasurer’s report that covers period through October 31, 2016:

PAC Final Balance	\$6,312.32
PAC Actual Balance	\$2,344.82
Humanitarian Fund Starting and Final Balance	\$3,967.50
Total Spent Current Fiscal Year	\$1,104.42

2. MVMCC Administration and Finance, report of Finance Committee (David King)

The debt to service ratio is 2.7 (end of September). Dave is arranging a meeting with Brian Cochrane (City of Novato) to go over accounting questions about

- purchase of the TPL land,
- the proprietary and enterprise accounts

3. Rent Equalization/Differential Committee report (David King)

Dave indicated there is nothing new to report.

4. Project Planning report (John Hansen)

John indicated there is nothing new to report.

5. MVEST and Marin Valley Firewise report (John Hansen)

John Hansen provided the MVEST report. A draft fire risk assessment report has been completed. It is ready to go to the fire marshal for review and then to the national Firewise program. The aim is for the Park to obtain Firewise designation, which would provide leverage for funding and other resources to help with fire abatement efforts at the Park.

MVEST has two events coming up:

- On November 10 (Thursday), 6:30-8 pm, the fire marshal and fire chief will be at the Park to discuss fire abatement.

- On November 12, 12-2 pm, MVEST is offering a free chili feed. Information on Firewise will be offered.

6. City of Novato update (Jay Shelfer)

Jay mentioned Cathy Capriola (City of Novato) is assuming the role of assistant city manager (including overseeing MVMCC). There will be a November 9 event at City Hall to introduce the new city manager.

7. November 2x2 meeting (Jay Shelfer)

Jay mentioned he is collecting discussion requests and information for the upcoming November meeting. Jay doesn't yet have an agenda.

8. Security Committee (Jay Shelfer, David King)

Jay mentioned security topics will be addressed at the 2x2 (especially the proposal to install cameras to capture license plate details of cars entering the Park).

9. Archives Committee (David King)

All documents related to PAC are now in a storage area, which costs \$62 per month.

E. OLD BUSINESS

1. Motion to require PAC Board approval of contacts with the City staff by a member of the PAC Board. (Jay Shelfer, David King)

The motion would cover any communication that implied consent or represented a point of view of the PAC to the parties the PAC Board member would be meeting with. This is not to represent that a PAC Board member should not seek clarification on any pending issue concerning MVMCC.

The motion is to review, clarify and document the "rules of the road" concerning all meetings, texts, phone calls, emails, etc., with any member of the City staff by any PAC director. The motion additionally is to review, clarify and document the reporting of any such communication with City staff to other PAC directors.

John voiced that any representation by a PAC Board member should be cleared first by the PAC Board.

The motion was made, seconded and discussed.

Peggy feels it is important that if a PAC director wants to speak with City staff (vs. just obtaining clarification) that they first get permission from the PAC Board so all directors are kept informed and involved in what is going on.

Dave would like the 2x2 meeting agenda available in time for review by PAC Board directors so that, for example, the Finance Committee has the ability to provide feedback or pull 2x2 agenda items related to finance/accounting issues. Peggy voiced that Dave should instead give his and Stephen's (Finance Committee) accounting questions to Jay and Larry for discussion at the 2x2 meeting rather than go directly to Brian Cochrane and bypass PAC. Peggy feels the 2x2 meetings have been very successful.

Jay called for a vote, the Board voted and the motion passed 5-0.

2. Motion to create a comprehensive PAC Director's Orientation Guide to be given to and help orient new PAC board members. (David King)

Dave provided a draft outline of the guide. He mentioned the guide would serve to orient new PAC Board members. Dave has already started creating the guide. Jay and John indicated they think the guide is a good idea. Jay and Peggy commented it would also be good for there to be a direct training/meeting for new members to go over the information.

Jay called for a vote on the motion. The motion was seconded, discussed and voted on. The motion passed 5-0.

F. NEW BUSINESS

1. Motion to request Management begin working on the revision of MVMCC Rules and Regulations, especially those rules and regulations that are outdated and need to be changed. (Peggy Hill)

Background: The City Attorney has said MVMCC Rules and Regulations will be reviewed in 2017. The Delegation Agreement states: "Frei Real Estate may propose an amendment in the park's rules and regulations. Information, feedback and comments may come from residents, PAC, HOL, or City." This statement from the Delegation Agreement indicates that revising the rules is the responsibility of management.

Peggy commented it would be good to start working on the Rules and Regulations. For example, the rules/regulations pertaining to parking would be good to address. Matt commented that the City Attorney has indicated she is the one in charge of examining Park rules/regulations.

Jay mentioned he feels the point Peggy is making is that since the residents and PAC Board have detailed knowledge about the Park and where the rules/regulations are/aren't working, that it would be worthwhile for the residents/PAC Board to provide to the City specific points to be addressed. Larry's understanding is that PAC (and residents) will always be part of the process. Matt mentioned a lot of the rules are outdated or unenforceable and would like a law firm to work on them.

Regarding current parking problems, Peggy would like the subject addressed again at the 2x2 meeting and would like priorities also discussed at the 2x2.

Peggy asked to drop the motion from consideration. She would like the topic discussed further at the 2x2. Larry to bring it up at the 2x2.

Matt suggested looking at rules/regs from other Parks.

2. Motion to allocate up to \$1,600 to scan all PAC documents and diagrams to CD or USB drives and to request these funds if needed from the City of Novato. (David King, Jay Shelfer)

Approval of the PAC Treasurer would be needed. If approved, the motion must be brought up at the November 2x2 meeting, as rent is due 12/8/16 on the storage facility. The City must be advised this is a one-time cost of doing business, with PAC doing its due diligence as a corporate entity.

The Archive Committee would seek from former PAC Board members those seminal events in the history of MVMCC that need to be preserved.

Larry mentioned he spoke with several previous PAC Board presidents, who indicated a few documents (3 binders, in particular) they believe are worthwhile saving. Larry believes the proposed scanning proposal is overkill and a waste of time/money.

Peggy asked if the documents could instead be stored in a Clubhouse closet.

Discussion continued regarding scanning vs. retaining hard copy versions of documents (vs. destroying unneeded or redundant documents). A resident asked if a scanned document would be accepted at court. Dave feels it is important to retain the documents in case there ever is a lawsuit. He mentioned if the City doesn't approve the money he would suggest going to the City Council to ask for the one-time

appropriation. John offered the alternate idea to store the documents at the Clubhouse and obtain funding for fireproof cabinets during next year's budget allocation. During the year the stored documents could be examined and the number of stored documents pared down.

Jay to talk with Matt regarding cost of cabinets. Larry mentioned speaking with the City regarding the Park documents they may have archived. A resident suggested asking the City if they have (spare?) cabinets.

The motion was not voted on.

3. Motion for all committee reports to be submitted 5 days before the PAC meeting to a specified person, who will collate them and send to the PAC Directors and post them with the agenda 3 days before an upcoming meeting. (David King)

Copies of the committee reports would also be made available at the PAC Board meeting.

After discussion with Board members, David withdrew the motion.

4. Motion for Stephan Plocher to attend the November 2x2 meeting to specifically ask questions concerning the accounting practice of the new proprietary accounting of MVMCC funds and the booking of the \$250,000 as a expense to purchase land. (David King)

Dave withdrew the motion.

5. Motion to create a PAC Laws Committee. (David King)

The mission of the committee would focus on the following:
Research finding a corporate attorney/consultant and determine the cost of this support for (a) review of PAC By-Laws and Election Handbook and answer all questions (at a special PAC Board member meeting) from PAC Board directors and members concerning issues related to those documents (white ballot, annual meetings, etc.); (b) give the Board and members a step-by-step guide into changing the By-Laws; (c) review and advise the Board concerning the Delegation Agreement and the negotiations in October 2017.

Justification for the committee: Members of the Board have different views on the relationship between the By-Laws and Election Handbook, quorums for the annual meeting, the By-Laws vs. Robert's Rules, and the appropriate way for PAC to change their By-Laws.

The motion was made and seconded.

Peggy commented she doesn't think the committee is necessary. An election handbook already exists. If people are upset, they can run for the PAC Board. Larry commented the By-Laws need to be done at some point, but only after the ownership issue is addressed. Dave indicated concern about violation of the By-Laws. John suggested getting a legal opinion.

The motion is to ask Dave to look into a consultant to determine and review the PAC By-Laws pertinent to the Election Handbook, and determine the cost.

The motion was voted on and passed 3-2.

6. Determination of next PAC meeting date

The next meeting will be: **Wednesday, December 7, 2016 at 7 pm.**

G. REPORTS FROM OTHER BOARDS

1. HOL

No report.

2. MAR VAL

No report.

H. ADJOURNMENT

The meeting adjourned at 9:40 pm.

ATTACHMENT A

Written comments by Francina LeClercq
For the November 2, 2016 PAC Board Meeting

COMMENT FOCUS

Improving communications between Park management and residents regarding fire abatement.

COMMENT:

- Management Updates in the ECHO have been a major way residents stay informed about fire abatement. These updates are general in nature, and they often focus on what has already been done. For example, this month we learned that 88 days of labor has been logged in for phase II of the fire abatement project.
- Also when ask management questions like when will fire abatement take place at their specific property, they are sometimes told everything is being taken care of, or that their property isn't a priority right now.

My neighbors have asked me to make the following request on their behalf:

- For large critical Park projects like this which impact our individual property and the surrounding areas, we'd like a document created that contains the specific sites, addresses, and actual calendar week that work will take place – rather general timeframes and general locations.
- We'd also like this to be a living document that is given to all residents monthly—perhaps in the Echo.
- It can be posted on our website, and updated weekly if there are changes.

This is a proactive and efficient way of management fire abatement here. It's transparent and eliminates the need for residents to question why other neighbors had trees pruned when theirs weren't. It makes for better relationships between Park management and residents, and between neighbors.