

**EMERALD HILLS HOMEOWNERS ASSOCIATION, INC.
MINUTES OF BOARD OF DIRECTORS MEETING**

November 12, 2008
669 Oak Park Way, Emerald Hills, CA
7:50 pm

The following are the minutes of a meeting of the Board of Directors (the "**Board**") of Emerald Hills Homeowners Association, Inc., a California corporation (the "**Association**" or the "**EHHA**"). The meeting was held on the date and at the time referenced above. Due to the last minute inaccessibility of the Community Room at Fire Station #19 (4091 Jefferson Avenue) the meeting was moved to the location referenced above. Attending the meeting were Directors Michael Mangini (Chair), Adriana Botto, Tom Brouchoud, Joe Foraker, Mike Sherman, Carla Rayacich (who arrived late) and Marline Underwood. Directors Tim Farrar and Frank Fraone were absent. Director Botto acted as Secretary and kept the minutes of the meeting.

A quorum being present, the meeting was called to order.

The Agenda was read, and after brief discussion, approved.

1. Visitor Forum (Comments) / Member Input. None

2. Announcements. None

3. Correspondence.

Director Mangini led a brief discussion regarding the correspondence received and noted that nothing received required Board action.

4. Approval of Past Meeting Minutes.

Director Botto presented meeting minutes from the Association's October 8, 2008 Board meeting for approval.

MOTION: Director Sherman moved to approve the October 8, 2008 Board meeting minutes as presented.

SECOND: Director Underwood seconded.

A brief discussion followed.

Motion approved.

5. Treasurer's Report. (Due to Director Farrar's absence this item was tabled)

6. Zoning and Design Review Update.

Next Director Mangini reviewed the policy proposal approved at the last Board meeting and provided a very brief status update. It was agreed that he would report back to the Board after the formal policy presentation (that the San Mateo County Board of Supervisors form an

Emerald Hills Zoning and Design Review Policy Committee to be composed of *community members* representing stakeholder positions) had been made to the appropriate San Mateo County representatives.

7. Watershed Update.

Next Director Mangini provided a review of the anticipated agenda items to be discussed at the November 18 Environmental Quality Committee meeting of the Board of Supervisors.

8. Annual Member Meeting/Candidate Nomination Process.

The Board then discussed the upcoming Annual Member meeting in March and reviewed the Association Bylaws (Article IV, Section 4.1, attached hereto as **Exhibit A**) in connection with the candidate nomination process. The directors discussed their experiences with previous Nominating Committees. The Board agreed that the Association President should appoint a Nominating Committee pursuant to the procedures set forth in the Association Bylaws; however, the Board also agreed that such committee would invite all interested candidates to attend a regularly scheduled Board meeting to meet and be interviewed by the entire Board.

Director Mangini then appointed Directors Botto, Fraone, and Rayacich to the next Nominating Committee (as each had already indicated that they would not be standing for re-election) and designated Director Botto as its Chair.

After discussion, it was agreed that Director Underwood would contact the Elks to schedule the Annual Member meeting on March 24 or March 26 (depending on availability) and to discuss a tentative date for the second annual community picnic.

9. February/March Newsletter.

Directors Mangini and Botto then led a discussion regarding the next Association newsletter, including its content and the timing of its production in relation to the upcoming Annual Member meeting. The Board discussed possible newsletter topics including the election of new directors, candidate statements, and Big Tent. The Board also discussed possible presentations and presenters for the Annual Member meeting, including County speakers, the SFPUC, the presentation of plaques to the community picnic volunteers, and a possible slide show. The Board then discussed the possibility of incorporating a theme like "Come Shape the Future."

10. For the Good of the Order.

Director Mangini gave a brief update on the subject of a possible community float for the 2009 Redwood City 4th of July parade.

As the final order of business, the Board confirmed that it would not hold a December meeting and then discussed the meeting schedule for 2009. After discussion,

MOTION: Director Brouchoud moved to calendar all of the Board's 2009 meeting dates on the second Wednesday of each month in the Community Room at Fire Station #19 (4091 Jefferson Avenue).

SECOND: Director Foraker seconded.

A brief discussion followed.

Motion approved.

11. Adjourn. 9:25 pm

There being no further business to come before the Board, the meeting was adjourned.

Respectfully submitted,

Adriana Botto
Secretary

Exhibit A

ARTICLE IV Election of Directors

4.1 Nomination. At the first meeting of the Association, nomination for election to the Board of Directors shall be made from the floor. After the first meeting of the Association, nomination for election of the Board of Directors shall be made by a Nominating Committee. Notice to the Members of the meeting shall include the names of all those who are nominees at the time the notice is sent. Nominations may also be made from the floor at the annual meeting. Any name submitted by a Member and seconded from the floor shall be placed in nomination. The Nominating Committee shall consist of three Members, selected in March of each year by the President, one of whom shall be designated as Chairman of the Committee. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Any person whose name is placed in nomination shall give his affirmation to serve prior to nomination to the Nominating Committee of the Board who must notify the entire Board. All candidates shall have reasonable opportunity to communicate their qualifications to Members and to solicit votes. The names of those so nominated shall be mailed to all Members at least ten (10) days prior to the meeting at which the election is to be held. Nothing herein contained shall preclude the placing in nomination of other names to be voted upon for Directors. Each Member, upon receipt of the Committee's list may submit names to the Committee.