

MINUTES
TAHOE DONNER ASSOCIATION
BOARD OF DIRECTORS REGULAR MEETING
October 25, 2014
9:00 a.m.

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held at The Lodge at 12850 Northwoods Blvd., Truckee, California on Saturday, October 25, 2014. President Jim Stang called the meeting to order at 9:00 a.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

Directors present:

Tom Johns, Vice President
Steve Miller, Treasurer
Ron Wulff, Secretary
Courtney Murrell, Director

Directors absent:

Jim Stang, President

Via Conference:

Director Stang joined the meeting at 10:35 a.m. for consideration of the 2015 Budget.

Staff present:

Robb Etnyre, General Manager
Mike Salmon, Director of Finance and Accounting
Forrest Huisman, Director of Capital Projects
Miguel Sloane, Director of Operations
Annie Rosenfeld, Director of Facilities & Risk Management
Bonnie Watkins, Recording Secretary, Executive Assistant

A. ACTION: APPROVAL OF MINUTES

The Board received the preliminary minutes of the following for consideration:

- September 17, 2014 Special Meeting Minutes
- September 27, 2014 Regular Meeting Minutes

Director Wulff made a motion and Director Miller seconded to approve the meeting minutes as revised. Motion passed.

B. COMMITTEE MANAGEMENT

Architectural Standards – The Board was provided with the committee’s September 10 and 24, 2014 meeting minutes for review.

Covenants – The Board was provided with the committee’s September 11, 2014 meeting minutes for review.

Election – No report.

Finance – The Board was provided with the committee’s October 9, 2014 meeting report for review.

General Plan (GPC) – The Board was provided with the committee’s September 8, 2014 meeting report for review. GPC Co-Chair John Stubbs reviewed the following highlights of the report:

- The Marina Subgroup Working Committee recommends that the Marina Gatehouse relocation and reconstruction be completed prior to 2015 Marina season.
- Trails and Open Space Working Group met on September 16 to finalize recommendations for Trails and Open Space projects which are to be included in the 5 Year Reserve Replacement and Development Fund budgets. Sean Connelly and Forrest Huisman reviewed changes included in the Development Fund CFP (v20) to reduce the Development Fund contribution in 2015 and in 2016 from \$100k to \$25k.
- By winter 2017, Tahoe Donner will lose the use of the existing Euer Valley winter cookhouse. The Trails and Open Space Subgroup referred consideration of a replacement cookhouse to the GPC as a whole. Discussions indicated issues with no electricity or water access and the impact on open space. The GPC consensus was that at a minimum, there should be provision for a compostable capacity toilet and an additional warming hut such as the one at Coyote Crossing. Cross Country Staff should conduct a survey of cross country ski users to determine whether winter weekend food service, as previously provided, is desired and whether a larger warming hut is warranted by demand.
- John McGregor, the chair of the Golf Subgroup, raised concerns about the impact of the PUD's watering restrictions on the golf course. It was agreed to invite the Golf Course Superintendent Kevin Kuehne to address various issues at the November 3 GPC meeting.

Construction Steering Committee - The Board was provided with the committee’s October 15, 2014 meeting report for review.

Equestrian Steering Committee - The Board was provided with the committee’s September 8, 2014 meeting report for review.

Land Management Plan Working Group Update - The Board was provided with the committee's October 10, 2014 meeting report for review.

C. CONSENT CALENDAR

The Board was provided with the following items for consideration:

- Covenants Committee Alternate Appointment (Ashcraft)

Director Miller made a motion and Director Murrell seconded to approve the Consent Calendar as presented. Motion passed.

F. DIRECTOR OF FINANCE & ACCOUNTING REPORT

Director of Finance and Accounting, Mike Salmon, provided the Board with a presentation on the Association's unaudited preliminary September 2014 financial report, a complete set of which are attached to these minutes as Exhibit "A".

Following discussion: Director Wulff made a motion and Director Johns seconded to approve the September 2014 unaudited preliminary financials as presented. Motion passed.

Mr. Salmon noted that the Finance Committee solicited a Request for Proposal for an auditor from seven CPA firms, with six responding. The committee has narrowed the six proposals down to three firms to interview, in anticipation of making a final recommendation to the Board at the November 22nd Board meeting.

All financial reports may be viewed on the Tahoe Donner Web site at: <http://www.tahoedonner.com/financials/>

D. ACTION: TRAILS MASTERPLAN

Planning Consultant, Gavin Ball, provided the Board with a report on Phase 2 of this plan, which detailed associated costs and an anticipated schedule for obtaining agency approvals. Following Mr. Ball's report, the Board indicated that they would consider this item further in Executive Session. A copy of the Trails Masterplan Report is attached to these minutes as Exhibit "B".

GENERAL MANAGER'S REPORT

The Board was provided with a copy of the October 2014 General Manager's report for review. General Manager Robb Etnyre reported the following:

- **GM Monthly Tahoe Donner News Article:**

The General Manager provided a copy of his planned November 2014 article for the Tahoe Donner News. Article attached.

- **Cell Tower:**

American Tower Corporation exercised their option to lease the land to build their monopole tree cell tower. They are currently working with the Town on the grading permit and plan to start construction soon.

- **Northwoods Clubhouse Roof:**

Over the last few weeks the preliminary phases of the roof replacement project at the Northwoods Clubhouse have been under way.

Electrical sub-contractors have been installing subpanels and pulling circuitry throughout the Clubhouse attic spaces to power the new Bylin Engineered Snowmelt System. Removal of the existing roof will take place October 27th through the 31st.

- **On- Line Summer Survey:**

We are currently running an on- line survey regarding our summer operations.

The survey can be found on the Tahoe Donner Web site home page. The brief survey asks specific questions about the user's experiences at our 2014 summer operations. The feedback data will be shared with the Board and General Plan Committee and utilized to make future operational and capital investment decisions.

- **Opt in/Opt Out Program:**

Staff is developing a new Opt In/Opt Out program for the membership to receive electronic communications. According to the Davis-Stirling, documents may now be delivered electronically to any member who has agreed to that method of delivery. These communications would include emails, magazine, and billing statements. The anticipated roll out for this program is the 2015 billing cycle.

- **High School Regional Tennis Tournament:**

The Tahoe Donner Tennis facility hosted the High School Regional and State Tournaments October 17th and 18th and, October 24th and 25th. Our local Truckee High School stars competed with other Reno and Tahoe area schools and the best from Las Vegas for the state championship.

BREAK
(10:25)

The regular meeting reconvened at 10:35 a.m.

ACTION: 2015 BUDGET– ANNUAL ASSESSMENT, RECREATION FEE

Director Stang joined the meeting via conference phone at 10:35 a.m.

Director of Finance & Accounting Mike Salmon provided the Board with a PowerPoint presentation on the 2015 Budget, pointing out the variables and key assumptions that were considered in the preparation of the draft Annual Budget as well as key changes from the 2014 Annual Budget as compared to the proposed 2015 Annual Budget. A copy of Mr. Salmon’s PowerPoint presentation is attached to these minutes as exhibit “C”.

Following discussion, Director Johns made a motion and Director Miller seconded to approve the following:

- A 2015 Annual Assessment amount of \$1,800; an increase of \$200.
- An increase of the Recreation Fee from \$245 to \$260 beginning 5/1/2015. Motion passed.

Director Stang left the meeting at 10:55 a.m.

APPEAL HEARING:

The Board convened to a closed Appeal Hearing at 11:00 a.m.

EXECUTIVE SESSION AND LUNCH

The Board adjourned to Executive Session at 11:15 a.m.

The Board reconvened to Open Session at 1:30p.m.

EXECUTIVE SESSION REPORT:

Director Wulff reported that the Board discussed and approved the following in Executive Session today:

- The Board approved the General Manager to pursue the acquisition of Nevada County Auction properties located within the Tahoe Donner Owned Bucknam Tract.
- The Board affirmed a 2012 contract with American Tower Corporation, that had previously been approved by the Board, for a 35 year lease, in near proximity to the Downhill Ski Area Eagle Rock ski lift top terminal on Association common area, to install a cell tower utility tree tower with associated support facilities in conformance with Town of Truckee codes and regulations and Tahoe Donner ASC rules.
- The Board conducted annual legal training on Corporate Governance, Director Fiduciary Duty, Duty of Loyalty, and Duty of Care.

- Regarding the Trails Master Plan discussed earlier in the meeting, the Board approved moving forward with necessary resource studies this fall 2014.
- The Board approved the engagement of the Law Firm Berding & Weil to update the Associations governing documents in accordance with the updated Davis Sterling Act.

ADJOURNMENT

By consensus the Board adjourned the meeting at 1:45 p.m.

Submitted by:

Bonnie Watkins, Recording Secretary

SECRETARY'S CERTIFICATE

I, Ron Wulff, Secretary of Tahoe Donner Association, do hereby certify that the foregoing is a true and correct copy of the minutes of the Tahoe Donner Association Board of Directors regular meeting held on October, 2014, as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.

Ron Wulff, Board Secretary