

# DECISION PAPER



**Issue:** With Board meeting on June 22, 2014, the Board officers changed. Accordingly, we need to update signature authorizations for our various banking and investment brokerage accounts.

## **Background:**

**Board of Directors**

To June 21, 2014

Tom Johns, President  
Jim Stang, Vice President  
Steve Miller, Treasurer  
Dick Gander, Secretary  
Courtney Murrell, Director

**Board of Directors**

Effective June 22, 2014

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

## **Options:**

- A. Board authorizes Michael R. Salmon, Director of Finance, to process updated signature cards for all banking and investment brokerage accounts to the following:
1. Remove Tom Johns and add Jim Stang

Recap, post this action:

For all accounts, other than Tri Counties Bank, Authorized Signatories:

- a. Jim Stang, Steve Miller, Robb Etnyre, Michael Salmon

For Tri Counties Bank accounts, Authorized Signatories:

- b. Jim Stang, Steve Miller, Robb Etnyre, Michael Salmon, Mary Peterson, Annie Rosenfeld, Miguel Sloane

Two signatories required on all checks and External wires out. External wires out are defined as any wire of TDA funds to a 3<sup>rd</sup> party non-TDA account. Checks and external wires in the amount of \$100,000 or greater, require one of the signatures to be Treasurer or President, and the other signature to be either either the General Manager or Director of Finance.

- B. Approve something other as directed by the Board.

## **Recommendation:**

### **Option A**

Prepared By: Michael R. Salmon, Director of Finance, 7/14/2014

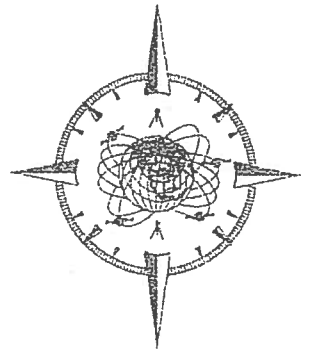
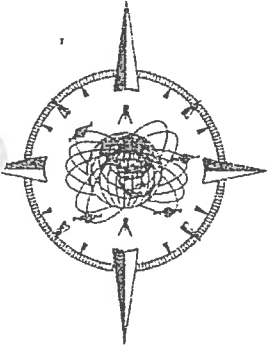
Board Meeting Date: July 19, 2014

General Manager Approval to Place on the Agenda: \_\_\_\_\_

# Sage Land Surveying, Inc.

LAND SURVEYING • GEOMATICS ENGINEERING

10049 Martis Valley Rd. • Unit A • Truckee, Ca 96161 • 530.550.8006



Date: July 8, 2013

JN. 11076  
(T.D.ASSOC-T.O.T)

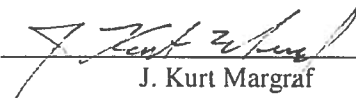
## EXHIBIT A INGRESS AND EGRESS EASEMENT DESCRIPTION PARCEL 1 P.M. 85-27

Being an area of land lying on, over and across a portion of Parcel 1 of Parcel Map 85-27, as shown on map filed for record September 3, 1985 in Book 17 of Parcel Maps at Page 38 of Nevada County Records, State of California; more particularly described as follows:

Beginning at the Southwest Corner of said Parcel 1 P.M. 85-27, being identical with the Northwest Corner of Lot 259 Tahoe Donner Unit #3 as shown on map filed for record in Book 4 of Subdivisions at Page 25 of said Nevada County records, thence on the westerly line of said Parcel 1, North  $10^{\circ}10'40''$  West 17.00 feet; thence leaving said westerly line, North  $79^{\circ}49'20''$  East 113.30 feet; thence South  $10^{\circ}10'40''$  East 5.20 feet; thence North  $79^{\circ}49'20''$  East 61.15 feet; thence North  $56^{\circ}07'15''$  East 20.83 feet; thence South  $33^{\circ}52'45''$  East 31.81 feet; thence South  $73^{\circ}32'30''$  West 22.10 feet; thence South  $13^{\circ}25'40''$  East 12.51 feet; thence South  $19^{\circ}29'45''$  East 48.19 feet; thence South  $70^{\circ}54'10''$  West 23.13 feet to the Southeast Corner of said Lot 259; thence North  $10^{\circ}10'40''$  West 75.00 feet to the Northeast Corner of said Lot 259; thence South  $79^{\circ}49'20''$  West 170.00 feet to the point of beginning.



Prepared by:

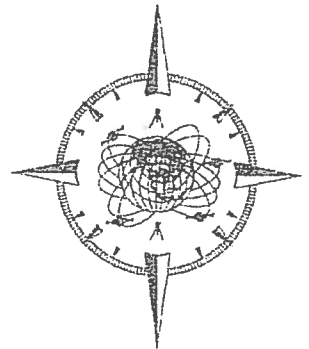
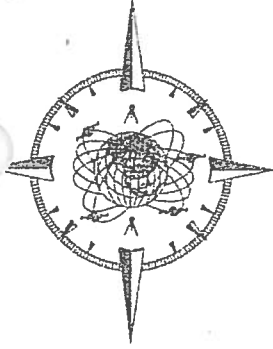


J. Kurt Margraf  
L.S. 8628 Exp. 12/31/13

# Sage Land Surveying, Inc.

LAND SURVEYING • GEOMATICS ENGINEERING

10049 Martis Valley Rd. • Unit A • Truckee, Ca 96161 • 530.550.8006



Date: July 8, 2013

JN. 11076  
(T.O.T.-T.D.ASSOC)

## EXHIBIT A INGRESS AND EGRESS EASEMENT DESCRIPTION LOT 259 TAHOE DONNER UNIT #3

Being an area of land lying on, over and across a portion of Lot 259 of Tahoe Donner Unit #3, as shown on map filed for record August 11, 1971 in Book 4 of Subdivisions at Page 25 of Nevada County Records, State of California; more particularly described as follows:

Beginning at the Northwest Corner of said Lot 259 Tahoe Donner Unit #3, thence North  $79^{\circ}49'20''$  East 170.00 feet to the Northeast Corner of said Lot 259; thence South  $10^{\circ}10'40''$  East 75.00 feet to the Southeast Corner of said Lot 259; thence on the southerly line of said Lot 259, South  $79^{\circ}49'20''$  West 8.20 feet; thence leaving said southerly line, North  $10^{\circ}10'40''$  West 60.00 feet; thence South  $79^{\circ}49'20''$  West 161.80 feet to a point on the westerly line of said Lot 259; thence North  $10^{\circ}10'40''$  West on said westerly line a distance of 15.00 feet to the point of beginning.



Prepared by:

J. Kurt Margraf  
L.S. 8628 Exp. 12/31/13

Recording Requested By:

and

Return to: Town of Truckee  
Judy Price, Town Clerk  
10183 Truckee Airport Road  
Truckee CA 96161

Not Subject to Fees: GCS 27383

**ACCEPTANCE OF GRANT OF INGRESS AND EGRESS EASEMENT  
TOWN OF TRUCKEE**

The Town Manager of the Town of Truckee hereby consents to the recording of this acceptance of an Ingress and Egress Easement offered by the Tahoe Donner Association, and on behalf of the Town of Truckee, hereby takes the following action:

The Town Manager hereby certifies that the interest in real property conveyed by the above mentioned offer of dedication is hereby ACCEPTED on behalf of the Town Council of the Town of Truckee.

Dated: \_\_\_\_\_

**TOWN OF TRUCKEE**

\_\_\_\_\_  
**Tony Lashbrook**  
**Town Manager**

State of California }  
County of Nevada }

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public, personally appeared, Tony Lashbrook, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

**WITNESS my hand and official seal.**

\_\_\_\_\_  
Signature of Notary

Recording Requested By:

and

Return to: Town of Truckee  
Judy Price, Town Clerk  
10183 Truckee Airport Road  
Truckee CA 96161

Not Subject to Fees: GCS 27383

**GRANT OF INGRESS AND EGRESS EASEMENT**

FOR VALUABLE CONSIDERATION, the undersigned GRANTOR hereby irrevocably offers for dedication to the TAHOE DONNER ASSOCIATION a permanent Ingress and Egress Easement over a portion of APN 46-080-21 located at 14528 Northwoods Boulevard in the Town of Truckee, Nevada County, State of California, as described in EXHIBIT A and shown on EXHIBIT B attached hereto and made a part hereof. The easement offered herein includes the right for Tahoe Donner Association personnel and equipment to cross areas of APN 46-080-21 that are outside of building footprints and outside of deeded access easements on APN 46-080-21 for purposes of vehicular circulation so long as such vehicular circulation does not impede the Town of Truckee's use of APN 46-080-21.

Date: \_\_\_\_\_

GRANTOR: TOWN OF TRUCKEE

By: Tony Lashbrook

Town Manager

\_\_\_\_\_  
(Signature)

**ACKNOWLEDGMENT**

State of \_\_\_\_\_ }  
County of \_\_\_\_\_ }

On \_\_\_\_\_ before me, \_\_\_\_\_

personally appeared \_\_\_\_\_

who proved to me on the basis of satisfactory evidence to be the persons(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of \_\_\_\_\_ that the foregoing paragraph is true and correct.

**WITNESS my hand and official seal.**

\_\_\_\_\_  
Signature of Notary

## Forrest Huisman

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**From:** Mike Vaughan <MVaughan@townoftruckee.com>  
**Sent:** Tuesday, May 20, 2014 5:52 PM  
**To:** Forrest Huisman  
**Cc:** Dan Wilkins  
**Subject:** RE: Access Easements at Corporation Yard  
**Attachments:** Grant of Access Easement (Town to TDA).pdf; Grant of Access Easement (TDA to Town).pdf; Acceptance of Offer of Dedication (Access Easement - Town by TDA).pdf; Acceptance of Offer of Dedication (Access Easement - TDA by Town).pdf; TOT and TDA property lines and reciprocal use easements.pdf

Hi Forrest,

Attached are the offers and acceptances for the reciprocal easements. If you would like to have your representative sign the offer from TDA and the acceptance statement for the offer from the TOT, then I will have Tony sign where we need to sign on our end and send everything off to be recorded. You can use the exhibits that I sent earlier for reference, but I will exchange them for the originals prior to sending off to the recorder's office. Once the offers and acceptances have been recorded, I will send you a copy for your records. Please let me know if you have any questions.

Thanks,  
Mike

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**From:** Mike Vaughan  
**Sent:** Tuesday, May 20, 2014 7:55 AM  
**To:** 'Forrest Huisman'; Dan Wilkins  
**Subject:** Access Easements at Corporation Yard

Hi Forrest and Dan,

Attached are the proposed reciprocal ingress and egress easements for the TD corporation yard. The first is a grant from the Town to the TDA and the second is a grant from the TDA to the Town. I used language similar to the letter of understanding between the Town and TDA to describe the easements. Please review the proposed easements and provide comments. I am working on the acceptance statements for each and will send them later today for your review also.

Thanks,  
Mike

Michael Vaughan, P.E.  
Senior Engineer

Town of Truckee  
10183 Truckee Airport Road  
Truckee, CA 96161-3306  
(530)582-2923

Recording Requested By:

and

Return to: Town of Truckee  
Judy Price, Town Clerk  
10183 Truckee Airport Road  
Truckee CA 96161

Not Subject to Fees: GCS 27383

**GRANT OF INGRESS AND EGRESS EASEMENT**

FOR VALUABLE CONSIDERATION, the undersigned GRANTOR hereby irrevocably offers for dedication to the TOWN OF TRUCKEE a permanent Ingress and Egress Easement over a portion of APN 44-510-07 located at 11884 Chalet Road in the Town of Truckee, Nevada County, State of California, as described in EXHIBIT A and shown on EXHIBIT B attached hereto and made a part hereof. The easement offered herein includes the right for Town of Truckee personnel and equipment to cross areas of APN 44-510-07 that are outside of building footprints and outside of deeded access easements on APN 44-510-07 for purposes of vehicular circulation so long as such vehicular circulation does not impede the Tahoe Donner Association's use of APN 44-510-07.

Date: \_\_\_\_\_

GRANTOR: TAHOE DONNER ASSOCIATION

By: \_\_\_\_\_  
(Printed Name)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Signature)

**ACKNOWLEDGMENT**

State of \_\_\_\_\_ }  
County of \_\_\_\_\_ }

On \_\_\_\_\_ before me, \_\_\_\_\_  
personally appeared \_\_\_\_\_

who proved to me on the basis of satisfactory evidence to be the persons(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of \_\_\_\_\_ that the foregoing paragraph is true and correct.

**WITNESS my hand and official seal.**

\_\_\_\_\_  
Signature of Notary



**TAHOE DONNER ASSOCIATION  
BOARD OF DIRECTORS**

**BOARD OF DIRECTOR'S CODE OF CONDUCT & ETHICS**

**CORPORATE RESOLUTION 2014 - 3**

**PURPOSE**

The Board of Directors adopts the following Code of Conduct & Ethics policy for its Board members. The Board feels this policy is necessary to assure that the business of the Association is conducted in an efficient manner that reflects the highest ethics and morals. It is intended to provide guidance with ethical issues and serve as a mechanism for addressing unethical conduct. It shall be adhered to by all members at all times during their term of office. It is not the intent of this policy to restrict the ability of a Director to perform the duties required by law or the Association's Governing Documents. The policy shall be enforced pursuant to authority given the Board to govern itself in the Association's Bylaws, California Corporations and Civil Codes, and commonly accepted rules of parliamentary procedures.

**A. BOARD RESPONSIBILITIES**

The general duties for Directors are to enforce the Association's governing documents, collect and preserve the Association's financial resources, protect the Association's assets against loss in their capacity as fiduciaries, and focus on the development of broad policies for the association (e.g., long-term vision, overall financial philosophy, et cetera). **To fulfill these responsibilities,**

**Directors must:**

- regularly attend Board meetings,
- understand and abide by the Declaration, Bylaws, Policy Procedures and other Association documents,
- review material provided in preparation for Board meetings in a timely manner,
- review the Association's financial reports on a regular basis,
- make reasonable inquiry before making decisions,
- respond to member inquiries through established procedures,
- fulfill Board appointed officer responsibilities,



- respect and support the majority decisions of the Board.

## **B. PROFESSIONAL CONDUCT**

In general, Directors must act within the boundaries of their authority as defined by law and the Governing Documents of the Association, exercising their responsibilities with integrity, fidelity, and care. The “business judgment rule” holds Directors accountable for the *duty of care* and the *duty of undivided loyalty and honesty* in all their activities.

- **Private Gain** - Self-dealing occurs when directors make decisions that materially benefit themselves, their relatives, or close personal relationships at the expense of the Association. “Relatives” include a person’s spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person’s residence. Benefits include money, privileges, special benefits, gifts or other item of value. **Accordingly, no Director may:**
  - solicit or receive any compensation from the Association for serving on the Board or any committee,
  - solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the Association,
  - seek preferential treatment for themselves or their relatives,
  - use Association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the association or in the fulfillment of their duties.
- **Confidential Information** - Directors are responsible for protecting the Association’s confidential information. As such, no individual Director may disclose information which has been designated by the Board, or its legal counsel, as confidential without prior approval of the Board. Board members may not use confidential information for the benefit of themselves or their relatives. **Confidential information includes, without limitation:**
  - private personal information of fellow Directors and committee members,
  - private personnel information of the Association’s employees,
  - disciplinary actions against members of the Association,
  - assessment collection information against members of the Association,
  - legal disputes in which the Association is or may be involved--Directors may not discuss such matters with persons not on the Board without the prior approval of the Association’s general counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and result in the loss of confidential information,

- discussions and decisions made at any meeting of the Board held in Executive Session.
- **Accuracy of Information** - Directors may not knowingly misrepresent facts or knowingly distribute/disseminate information to the members which they know is false or materially misleading.
- **Professional Behavior** - Directors are obligated to act with proper decorum. Although they may disagree with the opinions of others on the Board or committees, they must act with respect and dignity and not make personal attacks on others. Accordingly, Directors must focus on issues, not personalities and at all times shall treat management, staff, property owners, committee members, fellow directors and others with tact and respect. Directors shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions.

### **C. DAY-TO-DAY OPERATIONS**

The role of the Board is to oversee operations and set policy. The Board shall direct the efforts of the staff and departments through the General Manager by policy directives rather than attempting to manage the details of staff operations.

- **Vendors** - Directors do not have the right to individually contact vendors or give vendors instructions or sign contracts without Board authorization. Allowing multiple directors to interact with vendors will result in higher costs to the Association, conflicting instructions to vendors and potential loss of vendors. It also creates the potential for “*ultra vires*” acts by directors.
- **Personnel** - Directors are similarly restricted in their ability to interact with employees. Individual Directors do not have the right to direct or discipline employees. That function is reserved to the Board as a whole or delegated to the Association's General Manager. To allow individual Directors to take such actions is to invite potential liability via Labor Code violations, harassment issues, and constructive termination actions.

### **D. CONFLICTS OF INTEREST**

Directors, having control and responsibility for the property of others, must act with scrupulous good faith and candor. They must avoid, in fact and perception, conflicts of interest and any favoritism that might embarrass the Board or organization, and disclose to the Board, in a timely manner, any possible conflicts. Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors should immediately raise such situations with the Board. If appropriate, the Board will seek guidance from the Association's legal counsel.

- **Disclosure & Recusal** - Directors must immediately disclose the existence of any conflict of interest, whether their own or others. Directors must withdraw from participation in decisions in which they have a material interest.
  
- **Director in Good Standing** - In order to continue to vote on matters before the Board, at all times during their term, Directors shall meet all the qualifications required of a candidate for election to the Board and maintain their status as a Director in good standing. For purposes of this provision, a Director shall be automatically determined to not be in good standing as a Director if:
  - Their membership rights are suspended within the Association; or
  - Any amounts are owed to the Association; or
  - That Director is subject to an outstanding compliance order of the Association.

ACCEPTED AND DATED:

\_\_\_\_\_  
Jim Stang, President

\_\_\_\_\_  
Tom Johns, Vice President

\_\_\_\_\_  
Steve Miller, Treasurer

\_\_\_\_\_  
Courtney Murrell, Secretary

\_\_\_\_\_  
Ron Wulff, Director

# MEMO



**To:** TDA Board of Directors

**From:** Michael Fajans, GPC Co-Chair

**Subject:** Appointment & Resignations

**Date:** July 19, 2014

**Message:** The GPC officially requests the Board appoint John Stubbs as an additional member of the Equestrian Steering Committee. Additionally, Hank Lewis has resigned from the GPC and as a GPC/Finance liaison.

# MEMO



**To:** Board of Directors  
**From:** Sheryl Walker, Manager, Architectural Standards Office  
**Subject:** Alternate Membership: Architectural Standards Committee  
**Date:** 07/07/2014

**Message:**

Attached you will find a letter from Daniel Moore, requesting to be appointed as an alternate member to the Architectural Standards Committee. On Wednesday, June 04, 2014 the committee members discussed Daniel Moore's skills and experience. Jason Wooley, Chairman of the ASC, then requested that I forward his resume and cover letter to you recommending that he be appointed as an alternate.

July 9, 2014

Tahoe Donner Association

To Whom It May Concern:

Subject: Design review committee alternate member

I am contacting you in response to a request Ali Concannon had made a few months back in regards to needing another potential alternate for your Design review committee. For the last, roughly, six weeks I have been sitting in on committee meetings to get a feel for things.

Over the last eighteen years, I have been involved in the building industry here in Truckee, as well as Lake Tahoe. I worked in Tahoe Donner in the beginning of my career, for approximately 4 years before I decided to move on to more elaborate homes. The idea behind the change was to broaden my skill-set. From Tahoe Donner I moved to building homes on and near Lake Tahoe, but it wasn't the move that fit me best. During my stint on the Lake I was able to get my General Contractors license. With my license, doors of opportunity seemed to open much easier and I was able to come back to Truckee and start building in Lahontan, and I was able to join a great team. During this time I was given an opportunity to project manage for the homes I had dreamt of building, and it was an eye opening experience. It was a great experience and I learned more than I could have ever imagined, mostly pertaining to the contractor client relationships. In 2008 the contractor I worked for retired, which opened the door for a new experience in Martis Camp. The Martis Camp experience was another great opportunity to build new skill-sets, and learn new trades. I also learned in Martis Camp that, perhaps, that wasn't the place for me to be. I was given a chance to General contract a project in Sugar Pine Estates, a very complex project that I couldn't say no to. Since that move I have not looked back and I've been able to sustain my own contracting business, and of all places – back in Tahoe Donner!

Now that I'm back to my roots in building many things have changed in Tahoe Donner, which is why I jumped at the opportunity to potentially join the committee. I figured it would be best to learn the "new ways" by immersing myself in the environment that I had become unfamiliar with. I've always felt it's best for my career and my clients if I educate myself as much as I possibly can. I also feel a little obligated to give back since this is where I was given my first opportunities as a young, up and coming, builder.

Regards,

Daniel Moore

# Daniel Moore

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10288 Jeffrey Way  
Truckee CA, 96161

Phone: 530-448-1505  
Email: dan@moorecreativeconstruction.com

**Objective** To integrate quality craftsmanship with superior communication to create an enjoyable building experience

## Work Experience

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11885 Brookstone Dr.

July 2013-Present

### General Contractor, Owner Builder

- Gained experience with implementing design ideas to create a home design that is appealing and unique to the area
- Managed the project from the inception to completion effectively and efficiently allowing the project to be completed ahead of schedule
- Learned and adjusted to new codes and regulations quickly and effectively

10288 Jeffrey Way

August 2012-July 2013

### General Contractor, Owner Builder

- Aided in the design process
- Adjusted typical framing practices to fit existing framing flaws to achieve an aesthetically pleasing finished product
- Redesigned and installed new heating duct system to operate more efficiently
- Completed project on time and on budget

Sugar Pine Estates Lot #1

June 2010-August 2012

### General Contractor

- Gained experience working with insurance companies and their processes
- Learned to work with a third party consulting firm to streamline the building process and complete the project in a timely manner
- Devised methods to complete major structural repairs while still maintaining the exterior façade of the home
- Performed a major slope stabilization enhancement to mitigate erosion around the entire house and deck

Martis Camp Lots #98 & #99

May 2008-July 2012

### Sub-Contractor

- Developed skill sets to execute complex excavating and grading
- Completed a large, detailed frame in a timely fashion
- Gained first-hand experience with installations of all types of mechanicals (electrical, plumbing, HVAC, central vacuum)
- Accomplished project both on time and on budget

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# Daniel Moore

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10288 Jeffrey Way  
Truckee CA, 96161

Phone: 530-448-1505  
Email: dan@moorecreativeconstruction.com

Lahontan Lots #92, #304, #146

May 2001-March 2008

**Project Manager for Garrison & Sons Construction**

- Managed multiple projects and accompanying task forces
- Gained experience managing large groups of workers and communicating with homeowners and their requests
- All projects completed to the highest standards



# MEMO



**To:** Board of Directors  
**From:** Al Noyes, Covenants Committee Chairman  
**Subject:** Membership: Covenants Committee  
**Date:** 07/11/2014

**Message:**

The committee is requesting the Board approve the appointment of Fred Zapponi as a full-time member of the Covenants Committee. Currently, he is an alternate member and is requesting this title change as well.

  
Al Noyes