

ACTION ON February 27, 2016

VERIFIED Lee A. Gray

E.A. - TDA ASSOC.

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| <p>MINUTES TAHOE DONNER ASSOCIATION BOARD OF DIRECTORS REGULAR MEETING January 22, 2016 9:00 a.m.</p> |
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A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held at The Lodge 12850 Northwoods Blvd., Truckee, California on Friday, January 22, 2016. President Steve Miller 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: Steve Miller, President
Jim Sang, Vice President
Jeff Bonzon, Treasurer
Courtney Murrell, Secretary

Director absent: Ron Wulff

Staff present: Robb Etnyre, General Manager
Mike Salmon, Director of Finance & Accounting
Annie Rosenfeld, Director of Facilities & Risk Management
Miguel Sloane, Director of Operations
Forrest Huisman, Director of Capital Projects
Lee Ann Gray Recording Secretary, Executive Assistant

A. ACTION: APPROVAL OF MINUTES

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

- November 20, 2015 Regular Meeting Minutes

Director Miller made a motion and Director Stang seconded to approve the meeting minutes as presented. Motion passed 4-0 (Director Wulff absent)

B. COMMITTEE MANAGEMENT

Architectural Standards – The Board was provided with the committee’s November 2015 Monthly Summary for review. The Board was also provided with the following committee meeting minutes:

Covenants – No report

Election – No report.

Finance – The Board was provided with the committee’s November 16, 2015 meeting report for review. Art King reported noted the golf season which will be on the agenda next month. The committee recognized the good job done by Robb Etnyre, Mike Salmon and the Management team considering how the year started out.

General Plan (GPC) – Dwight Walker the new Chair gave a brief report on the meetings in December and January noting topics to be discussed later in the agenda. The Board recognized and thanked the lengthy service by John Stubbs and Michael Fajans as outgoing co-chair of the committee.

Construction Steering Committee – No Report

Equestrian Steering Committee – No Report

Land Management Plan Working Group Update – No report.

Tahoe Donner Giving Fund Committee: - Dick Gander reported in 2015 we granted \$12,090; \$1,000 Scholarship and the balance to 5 organizations are subjects in TD News articles. The Assessment insert has brought in about \$5,000, averaging about \$100. The Activities for 2016 are being planned, the focus is on marketing and where the money will go. Community partnerships are growing stronger. There are several openings on the committee.

All committee reports, with the exception of ASC and Covenants are attached to these minutes as Exhibit “B”.

C. ACTION: CONSENT CALENDAR

The Board was provided with the following for consideration:

- Tahoe Donner Giving Fund Committee Alternate Appointment (Ermak)
- General Plan Committee Resignation (Werschky)
- General Plan Committee Appointment Regular Member (Johns)
- General Plan Committee Resignation as Co-Chairs (Fajans-Stubbs)
- General Plan Committee Appointment as chair (Dwight Walker)
- Election Committee Appointment (B. Walker)
- 2016 Election Accountancy Agreement
- 2016 Election Inspector of Election Agreement
- Trout Creek - Pool Heaters (Accelerated Reserve Replacement)

Following discussion, Director Stang made a motion and Director Murrell seconded to approve the Consent Calendar as presented. Motion passed: 4-0 (Director Wulff absent)

D. COMMITTEE TASKS 2015

The Board was provided with proposed 2016 committee tasks from the General Plan, Finance, Covenants and Architectural Standards committees for consideration.

- Finance Committee – Art King reported that the committee reviewed the Charter and did not see anything other than wording changes and a director’s signature page. The Board by consensus accepted the updates to the Finance Committee Charter. Tasks list is consistent. There will be 3 policy changes to be updated this year, Fraud, Authorization and Delinquent Assessment Accounts. Recurring projects no changes. The committee is willing to do a special project reviewing an amenity if the Board asks. There are 2 vacancies currently for the committee.
- Architectural Standards – Rod Whitten reported that charter is still being reviewed. The Goals are to refine the rules that we have and to find qualified and reliable committee alternates. Personal goal is to find his personal replacement for the committee, when the time comes. The committee is 3 members and 4 alternates.
- Covenants – no comments
- Tahoe Donner Giving Fund – Dick Gander reported that the committee is still new and trying new things for 2016. Goals are marketing and getting the word out about TDGF.
- GPC
 - Steve Miller, board liaison, reported that in the November meeting the charter was discussed and a committee was formed that met before Christmas. The consensus was the GPC was most affected by the positive increase in professional staff increases from back in 2009. The next item was the framework where the GPC would better task itself in how it looks at capital projects. The framework was presented in January with further recommendations.
 - Robb Etnyre, reported on the changing nature of the association and capital investment planning over the last 7 years. Previously, there was no strategic plan. In 2009 a General Plan was created and board approved which focused on 5 years of projects. This gave a prioritization of methodology to look at with the funds available. The Development fund has been around but not funded until recently. There are a lot of entities that provide feedback;
 - 6500 owners that vote which constantly changes 5-7% with turnover of homes and happening at an accelerated rate.
 - Regulatory requirements which requires us to spend more time and energy staying in compliance with proper authorization and scrutiny by environmental agencies.
 - \$25 million reinvestments taken place since the Director of Capital Projects has joined the team since 2012.
 - 4 Major Directors – new or expanded roles and responsibilities

- including new departments.
- The Development Fund has not been funded until the last 9 years. Significant focus at that time to prioritize facility improvements.
- Dwight Walker – With Board, GPC and staff representation the subcommittee was able to get a great perspective to get answers to the questions that were presented. Dwight guided the board through a Power Point presentation which included the supporting documents provided; TD GPC Charter Review Subcommittee Report. Looking for guidance from the Board to activate an Ad Hoc Committee to rewrite the charter. The Board requested the GPC to continue forward momentum.

BREAK
10:10 A.M.

The regular meeting reconvened at 10:20 a.m.

E. ACTION: DIRECTOR OF FINANCE & ACCOUNTING REPORT

Director of Finance & Accounting, Mike Salmon, provided the Board with a presentation on the Association's unaudited preliminary November 2015 financial report and a briefing on December 2015, a complete set of November which is attached to these minutes as Exhibit "E".

Following discussion, Director Stang made a motion and Director Miller seconded to approve the November 2015 unaudited preliminary financials as presented. Motion passed: 4-0 (Director Wulff absent)

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

F. ACTION: ON-GOING MAINTENANCE RULES AMENDMENT

Director of Facilities & Risk Management, Annie Rosenfeld provided the Board with a Decision Paper that would create rules specific to on-going maintenance and would improve member education, understanding and compliance, as well as reaffirm the inspection scope and association authority to pursue compliance with the Association Covenants and Restrictions and Architectural Standards Rules, Procedures and Land Use. The recommendation by the Architectural Standards Committee and management requests the Board of Directors consider approving option 2 – Approving on-going maintenance rules as drafted for 45-day member notification of board consideration of new rules.

Following discussion, Director Stang made a motion and Director Murrell seconded to approve the Decision Paper accepting Option 2 with edits. Motion passed: 4-0 (Director Wulff absent)

G. ACTION: ARCHITECTURAL STANDARDS 2016 FEE SCHEDULE CHANGES

Director of Facilities & Risk Management, Annie Rosenfeld referenced a decision paper and advised the Board that the proposed Architectural Standards Fee Schedule Changes were published in the November TDNews for member comment for the prescribed 45-day notification period. 1 comment was received by email. The committee is recommending the Board formally adopt the proposed 2016 Fee Schedule as published.

Following discussion, Director Miller made a motion and Director Bonzon seconded to pass the Architectural Standards Fee Schedule for 2016. Motion passed: 4-0 (Director Wulff absent)

H. ACTION: DRONE RULE

Director of Facilities & Risk Management, Annie Rosenfeld referenced a Decision Paper that recommend to the Board a new Covenants rule regarding unauthorized drone usage on common areas.

Following discussion, Director Miller made a motion and Director Bonzon seconded Option 2. Consider approving drone rule as drafted for 45-day member notification of board consideration of new rule. Motion passed: 4-0 (Director Wulff absent)

I. DISCUSSION: BOAT LAUNCH AT BEACH CLUB MARINA

Director of Operations, Miguel Sloane, provided an information paper outlining the plan to solicit member feedback in the next month and ask members if they would support closing the boat ramp to motorized boat launching.

The Board recommended a Town Hall in February as well as soliciting feedback from members. Direct contact by email to boat owners who store boats.

J. LAND MANAGEMENT PLAN UPDATE

Director of Facilities & Risk Management, Annie Rosenfeld updated the Board with a Power Point presentation of the Land Management Plan. Details can be viewed by going to January supporting documents posted to TD website.

K. GOVERNING DOCUMENTS UPDATE PROJECT

Robb Etnyre would like to move agenda item to a workshop meeting a few weeks out. He will follow up by email to set up a date that works.

L. GENERAL MANAGER'S REPORT

Robb Etnyre, General Manager updated the Board on all Departments.

EXECUTIVE SESSION AND LUNCH

The Board adjourned to Executive Session at 12:00 p.m.

The Board reconvened to Open Session at 11:50 a.m.

EXECUTIVE SESSION REPORT:

Director Murrell reported that the Board met in Executive Session today and approved the following:

- The Board approved retaining William Munoz of Murphy Pearson Bradley & Feeney to represent Tahoe Donner in a confidential legal matter.

M. TOWN OF TRUCKEE IMPACT FEE

A representative from the Town of Truckee reviewed the Draft Truckee Area Traffic Impact Fee Program Update, supporting document provided and on website. There will be a hearing February 9th to adopt the final fee program; not in document the Mouse Hole project. There will be an updated report. Potential 1st reading of ordinance, the 2nd reading would be the 2nd meeting of February.

Following discussion, Director Miller made a motion and Director Stang seconded to draft a letter of support for the Town Staff recommendation. Motion passed: 4-0 (Director Wulff absent)

FUTURE BOARD MEETING AGENDA ITEMS

Courtney Murrell will not be able to attend February meeting. The board would like to review cases of extended homeowner delinquency assessments and or unpaid fines. While this represents less than 1% of owners, the board would like to be aware of the status of these instances.

ADJOURNMENT

By consensus the Board adjourned the meeting at 2:15p.m.

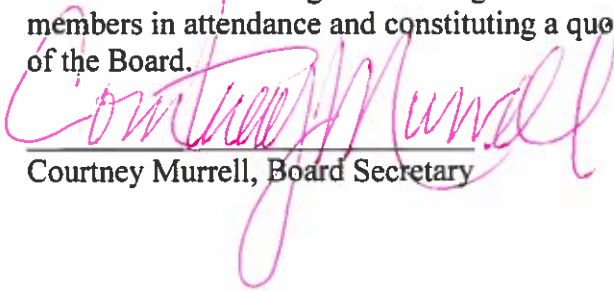
Submitted by:



Lee Ann Gray, Recording Secretary

SECRETARY'S CERTIFICATE

I, Courtney Murrell, 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 January 22, 2016 as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.



Courtney Murrell, Board Secretary