

**BOARD APPROVED**

**MINUTES ACTION ON** Feb. 23, 2015  
**TAHOE DONNER ASSOCIATION**  
**BOARD OF DIRECTORS REGULAR MEETING** Bonnie Watkins  
**January 24, 2015**  
**9:00 a.m.** **E.A. - TDA ASSOC.**

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, January 24, 2015. 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:**

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

**Directors absent:** None

**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:

- November 22, 2014 Regular Meeting Minutes

Director Johns made a motion and Director Stang seconded to approve the meeting minutes as presented. Motion passed 5-0

**B. COMMITTEE MANAGEMENT**

**Architectural Standards** – The Board was provided with the committee’s November 19, 2014 and December 2014 Meeting Minutes for review.

**Covenants** – The Board was provided with the committee’s November 13, 2014 Meeting Minutes for review.

**Election** – No report.

**Finance** – The Board was provided with the committee’s November 13, 2014 meeting report for review. Finance Committee Steve Disbrow provided the following highlights of the report:

- Director of Finance & Accounting Mike Salmon provided a report on the 2014-15 Golf Operations, with preliminary results showing NOR of (78k) against a budget of (\$295k). This outstanding result is due to a number of factors; excellent weather enabling early opening of the course, the great shape of the course, revenue exceeding budget, and successful cost containment efforts by Staff. Head Golf Professional, Rob Weiser provided a recap of the season from his perspective. Mr. Weiser commented upon the various improvements in golf operations; an increase in group play, filling in open times, programs aimed at Men’s and Women’s clubs, reassignments among his Staff creating more efficiencies, as well as areas of continued focus for 2015.
- Finance Committee Chair Jeff Bonzon reported that Alder Creek Adventure Center will likely not be open for business this season, due to labor problems experienced by our lead contractor. To help us compensate for increased operating expenses this season (using temporary facilities), the penalties have been restructured so that our increased operating expenses will be significantly offset, if not totally covered, by payment from the contractor.
- The Policy Review Sub-Committee reported that:
  - **98-7 Capital Investments in Association Amenities:** The committee recommends that, as this policy continues to serve a necessary purpose, that it be retained, and that it be reviewed again in 2020.
  - **97-8 Maintaining TD’s Tax-Exempt Status:** There was significant discussion regarding this policy, specifically the necessity and/or definition of the portion of the policy regarding political activity. At the request of Steve Miller, Board liaison to Finance Committee, we deferred action until the Board can further address the issue, and re-confirm with Tax Counsel the need for this section in this particular resolution.
  - **95-14 Records Retention:** This policy is not yet ready.
  - **2015 Review Schedule:** The following policies are scheduled for review in 2015: Fraud Policy, Capital Asset Policy and Procedures, Investment Policy, and Authorization Levels.

**General Plan (GPC)** - The Board was provided with the committee's December 1, 2014 and January 12, 2015 Meeting Minutes for review. GPC Co-Chair John Stubbs reviewed the following highlights of the report:

- Land Management Steering Committee Report: Director of Facilities & Risk Management, Annie Rosenfeld, brought the GPC up to date on the status of the Land Management Plan. She explained the purpose of the Plan – to align TDA documents and policies regarding our land resources, and particularly getting a better inventory of the Association's natural and cultural resources. The goal is to have a plan with a 10 year horizon, focused on resource management, restoration, mitigation, conservation, and development.
- Capital Projects Report: Director of Capital Projects Forrest Huisman updated the GPC on the status of the Equestrian Center relocation and Alder Creek Adventure Center. A Town Hall meeting was held on the Equestrian Center plans on January 9<sup>th</sup>, the majority of attendees were in agreement with the plans, and the permit process is underway. He reported that the Alder Creek Adventure Center was about 75% complete.
- GPC Sub-committee Reports:
  - Downhill: Michael Sullivan reported that an RFP for snowmaking engineering has been prepared and will be sent to vendors after review by Staff and GPC members. Engineering is required to finalize cost estimates and apply for required grading, plumbing, and electrical permits. The GPC is in agreement that snowmaking is the highest priority for Development Fund projects after completion of the Alder Creek Adventure Center and Equestrian projects.
  - Trout Creek: Dwight Walker reported on the status of the Trout Creek Expansion of approximately 4,000 square feet. Conceptual design and consideration of permit issues are required before proceeding with a detailed design. Given that funding for the Development Fund expansions is unlikely to be available until 2017 at the earliest, it is recommended that Replacement Reserve funds be used for locker room, sauna, and steam room upgrades in the interim.

**Construction Steering Committee** - The Board was provided with the committee's January 13, 2015 Meeting Minutes for review. Director of Capital Projects Forrest Huisman provided an update on the status of the Alder Creek Adventure Center.

- The project is currently 75% complete. Blue Rock Development aims to provide substantial completion after March 1, with estimated completion in April.
- All windows are installed, and siding and trim installation is underway.
- All final roofing finishes are nearing completion.
- Doors and tile panels are underway by Blue Rock Development at an off-site location.

**Equestrian Steering Committee** - The Board was provided with the committee's January 12, 2015 meeting report for review. Director of Capital Projects Forrest Huisman provided the following highlights of the report:

- Finalized plans for the relocation of the Equestrian Center were presented to the Board at the November 22, 2014 Board meeting, and the Board approved proceeding with the goal of achieving the relocation for summer 2015 operation.
- A Town Hall meeting was held on January 9, 2015, with the majority of attendees being in agreement with the plans. The permit process is underway for this project.

**Land Management Plan Working Group Update** - The Board was provided with the committee's December 5, 2014 and January 14, 2015 meeting reports for review. Director of Facilities & Risk Management Annie Rosenfeld provided the following highlights of the reports:

- The working group met to continue work on identifying elements to be included in the future land-management plan including current inventory of existing conditions.
- The group reached consensus on its draft mission statement and recommended to post the Land Management Plan project on the Capital Projects web page.
- The committee is continuing to address a draft Request for Proposal and on completing the definition of the plan's priority within established Tahoe Donner plans including: General Plan 2030, Forest Management Plan, Ten Year Project Plan, and Trails Master Plan.

**Tahoe Donner Giving Fund Committee:** - The Board was provided with the committee's January 12, 2015 meeting minutes for review.

### **C. CONSENT CALENDAR**

The Board was provided with the following items for consideration:

- GPC Appointment (Barton)
- GPC Appointment (Lyons)
- ASC Chair Resignation (Wooley)
- ASC Alternate Appointment (Wooley)
- ASC Chair Appointment (Whitten)
- Covenants Committee Resignation (Johnson)
- 2-15 Group Golf Rates
- Wells Fargo Bank (New Accounts)
- Resolution 98-7 General Policy Regarding Capital
- Investments in Association Amenities

- Custodial Services Contract LandCorp Inc.
- Acceleration of Spin Bike Replacement.

The Board pulled the Custodial Services Contract LandCorp Inc. item from the Consent Calendar, which will be considered in Executive Session today instead. Additionally, the Board pulled the Wells Fargo Bank item, which will be considered in a separate vote.

Following discussion, Director Johns made a motion and Director Murrell seconded to approve the remaining Consent Calendar items as presented. Motion passed 5-0

#### **WELLS FARGO BANK (NEW ACCOUNTS)**

Director Johns made a motion and Director Stang seconded to approve opening accounts with Wells Fargo Bank Truckee branch and closing the Association's Raymond James accounts. Motion passed 4-0-1 (Director Miller Recused)

#### **DISCUSSION: TOWN HALL MEETING/LOCAL POLITICS**

Director Stang facilitated a discussion regarding member feedback from the January 14, 2015 "Town Hall" meeting held in order to obtain member input on the subject of the Association engaging in the political arena for the purpose of protecting the Association's activities and business interests. A copy of the results of the key findings and themes that surfaced from the "Political Involvement Town Hall Meeting" is attached to these minutes as Exhibit "A".

#### **D. 2015 COMMITTEE ROSTER**

The Board was provided with a proposed 2015 roster of Tahoe Donner Committee Members for consideration.

Following discussion, Director Johns made a motion and Director Stang seconded to approve the 2015 Committee Roster as presented. Motion passed 5-0

#### **E. COMMITTEE TASKS 2015**

The Board was provided with proposed 2015 committee tasks from the General Plan, Finance, Covenants and Architectural Standards committees for consideration.

Following discussion, Director Stang made a motion and Director Murrell seconded to approve the proposed 2015 tasks for all committees as presented. Motion passed 5-0

## **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 November, and December 2014 financial report, a complete set of which are attached to these minutes as Exhibit "B".

Following discussion, Director Johns made a motion and Director Wulff seconded to approve the November and December 2014 unaudited preliminary financials as presented. Motion passed 5-0

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

## **TREASURER'S QUARTERLY REPORT**

Treasurer Steve Miller provided the Board with a report on the status of the Association's investments funds. Highlights of the report follow:

- Status of Investment Account Reconciliations:
  - Accounts are in order and comply with Association policy.
  - Investments are in accordance with categories and limits.
  - No irregularities were noted.
- All cash funds; checking, money market, and certificates of deposit are covered by insurance.

## **G. TAHOE DONNER MEN'S GOLF CLUB BYLAWS**

The Board was provided with proposed revisions to the current Tahoe Donner Men's Golf Club Bylaws for consideration.

Following discussion, Director Johns made a motion and Director Stang seconded to approve the revised Men's Golf Club Bylaws as presented. Motion passed 5-0

**BREAK**  
**(10:15 A.M.)**

The regular meeting reconvened at 10:30 a.m.

## **H. ACTION: ARCHITECTURAL STANDARDS PROPOSED NEW LANDSCAPING & DRAINAGE RULE**

Director of Facilities & Risk Management, Annie Rosenfeld, stated that the proposed new Landscaping & Drainage Rules have been out for member comment for the required period. She noted that, to her knowledge, only one comment was received that has been provided to the Board in their board books.

Today, she continued, the Board is requested to formally adopt the proposed new rules, either as published or with some new amendments.

Following discussion, Director Johns made a motion and Director Miller seconded to approve the new Architectural Standards Rules for Landscaping and Drainage as published. Motion passed 4-0 (Director Murrell Absent)

**I. ACTION: COVENANTS RULE REVISION BURN TIMES**

Director of Facilities & Risk Management, Annie Rosenfeld, stated that the proposed Amendment to Fire Safety Covenants Rule has been out for member comment for the required period and no member comments have been received. Today, she continued, the Board is requested to formally adopt the proposed new rules, either as published or with some new amendments.

Following discussion, Director Johns made a motion and Director Miller seconded to approve the new Fire Safety Covenants Rule as published. Motion passed 4-0 (Director Murrell Absent)

**J. ACTION: ARCHITECTURAL STANDARDS FEE CHANGES**

Director of Facilities & Risk Management, Annie Rosenfeld, explained that changes to the Architectural Standards Fee Schedule are requested in order to standardize and simplify the fees and deposits for similar scaled projects. The effects of multiple fees for similar scaled projects resulted in confusion with regard to members and contractors not accurately understanding project fees and added subjectivity as to which category projects could fall into. She noted that the amended fee structure includes fence project application fees and deposit revisions. The recommendation, she continued, is to reduce the deposit from \$250 to \$100. By keeping the fence deposit at \$250, well above similar scaled \$100 deposit projects, it is thought that this might deter homeowners from submitting applications for small dog fences which would increase non-permitted fence projects.

Following discussion, Director Miller made a motion and Director Wulff seconded to approve publishing for 45-day member comment a proposed Architectural Standards Fee Schedule changes. Motion passed 5-0

**DISCUSSION: SNOWMAKING EQUIPMENT DOWNHILL SKI AREA**

Director of Capital Projects Forrest Huisman and General Plan Committee member Michael Sullivan provided an update on this proposed project and fielded questions from the Board and members present. Salient points made during discussions follow:

- Great momentum has been made in the development of an RFP for snowmaking engineering.

Engineering is required to finalize cost estimates and apply for grading, plumbing, and electrical permits. Staff will continue to proceed with RFP process, with a minimum of three contractors for permitting/installation services.

- The General Plan Committee is in agreement that snowmaking is the highest priority for Development Fund projects after completion of the Alder Creek Adventure Center and Equestrian projects.
- We will be required to provide notice to adjacent neighbors, including the Ski Bowl and Lodge Condo owners, Ski Slope Way residents, and all residents in close proximity to the Down Hill Ski Area.
- A Snowmaking Demo is potentially planned at the Downhill Ski Area on February 14<sup>th</sup> and 15<sup>th</sup>.
- A Snowmaking Town Hall meeting is potentially planned for February 20 at 5:00 p.m. at The Lodge
- Discussion took place regarding misconceptions about the amount of water it takes to use the snowmaking guns. GPC member Michael Sullivan has volunteered to write a series of articles intended to inform the membership about snowmaking options for the Downhill Ski Area.
- A concerted effort will be made to educate members on snowmaking and the positive financial impact having this capability will have on the Association.
- Capital Fund projections indicate that there are sufficient funds for the purchase of snowmaking equipment in 2016. As snowmaking is a priority, there is a possibility of accelerating this project for the fall of 2015. Staff will review available and necessary budgets.

General Manager Robb Etnyre indicated that Staff will move forward on the process that Mr. Huisman has outlined for the Board today and place this item on the February 22, 2015 agenda for further consideration.

#### **K. ACTION: POLICY RESOLUTION REVIEW**

Per Board Policy Resolution 2013-6, all policy resolutions and statements must be reviewed no later than the fifth anniversary of their original adoption to ensure that all policies are still relevant and continue to serve the Association in a constructive manner.

The Board was provided with memorandum from Director of Marketing Brinn Talbot regarding the relevancy of Resolution 2002-9 Facility Use Rental Use Policy.

Following discussion, Director Stang made a motion and Director Miller seconded to approve maintaining, as originally adopted, Resolution 2002-9 Facility Use Rental Use Policy. Motion passed 4-0 (Director Johns Absent)

**BREAK**  
**(11:20 A.M.)**

Director Murrell left the meeting at 11:20 a.m.



The regular meeting reconvened at 11:30 a.m.

### **STRATEGIC PLAN & GOALS UPDATE**

General Manager Robb Etnyre provided the Board with a revised draft copy of for 2015–2020 Strategic Plan Goals for review. He explained that, at this point, the 2015-2020 Strategic Plan Goals have gone through several revisions by the Board in order to ensure that the goals properly represent the strategic priorities of the Association. Mr. Etnyre noted that the original nine goals have been trimmed to four, with sub categories under each goal. Mr. Etnyre then reviewed the individual goals with the Board, with each Board member weighing in on their thoughts and suggestions. A copy of the 2015-2020 Strategic Plan Goals is attached to these minutes as Exhibit “C”.

Following discussion, Mr. Etnyre stated that, based on Board input today, he will work with Senior Staff to identify specific approaches or strategies to be implemented to achieve these goals.

### **EXECUTIVE SESSION AND LUNCH**

The Board adjourned to Executive Session at Noon.

The Board convened to a closed Appeal Hearing at 1:00 p.m.

The Board reconvened to Open Session at 1:20p.m.

### **EXECUTIVE SESSION REPORT:**

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

- Extended the 2007 Employee Pay Range Tables top end by 5%, and going forward to review the pay range tables every 3 years.
- Approved contract with LandCorp, Inc. for duration of 1 year for custodial services at Northwoods Clubhouse, Pizza on the Hill, and Trout Creek.
- Appeal: The board denied an appeal to waive a lien fee for 06/353.

Director Wulff reported that during the December 17, 2014 Executive Session, the Board approved the following:

- A contract addendum with Blue Rock Development extending the estimated substantial completion date of the Alder Creek Adventure Center to March 1, 2015, with associated liquidated damages after that date and more consideration for early retention release on construction elements 100% complete.

## **FUTURE BOARD MEETING AGENDA ITEMS**

The Board placed the following items on the February 22, 2015 Board Meeting Agenda:

- Paperless Board Meetings
- Strategic Plan Goals
- 2015 Director Election Procedures
- Snowmaking at Downhill Ski Area
- 2015 Golf

## **ADJOURNMENT**

Director made a motion and Director Johns made a motion and Director Stang seconded to adjourn the meeting at 1:40 p.m. Motion passed 4-0 (Director Murrell absent)

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 January 24, 2015, 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