

BOARD APPROVED

<p>MINUTES TAHOE DONNER ASSOCIATION BOARD OF DIRECTORS REGULAR MEETING - TDA ASSOC. October 26, 2013 9:00 a.m.</p>	<p>ACTION ON <u>10-25-2013</u> VERIFIED <u>Tom Johns</u></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 Saturday, October 26, 2013. President Tom Johns 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:

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

Directors absent: None

Staff present:

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

A. ACTION: APPROVAL OF MINUTES

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

- September 12, 2013 Special Meeting Minutes
- September 28, 2013 Regular Meeting Minutes

Director Murrell made a motion and Director Stang seconded to approve September 12, and 28, 2013 meeting minutes as revised. Motion passed 4-0-1 (Director Gander Abstained)

B. COMMITTEE MANAGEMENT

Architectural Standards – The Board was provided with the September 25, 2013 minutes for review.

Covenants – The Board was provided with the committee's September violations report for review.

Election – No report.

Finance – The Board was provided with a copy of the committee's October 10, 2013 report for review.

General Plan (GPC) – The Board was provided with a copy of the committee's October 7, 2013 report for review, as well as the September 17, 2013 GPC Trout Creek Sub Group report.

D. CONSENT CALENDAR

The Board was provided with the following items for consideration:

- Emergency Diesel Generator – Downhill Ski Area
- Association's Amenity ADA Report
- 2014 General Plan Committee Program

Following discussion, Director Miller made a motion and Director Stang seconded to approve the Consent Calendar as presented. Motion passed 5-0

E. DISCUSSION: TAHOEDONNER CHARITABLE FOUNDATION

The Board was provided with an Information Paper regarding the creation of a Tahoe Donner Charitable Foundation.

Director of Marketing and member Relations, Brinn Talbot, explained that the Board had directed Staff to obtain more information on the formation of a charitable arm for Tahoe Donner and there are basically three options for the Board's consideration: Nonprofit Public Benefit Corporation, the Tahoe Donner Charitable Fund which would be part of the Truckee Community Foundation, or Benefit/Give. The Nonprofit Public Benefit model would be a 501 (c) 3 tax exempt foundation separate from Tahoe Donner. Ms. Talbot pointed out that Tahoe Resorts, Vail Resorts, and Aspen Resorts all have their own separate foundations.

Ms. Talbot stated that there is an existing Tahoe Donner Charitable Fund under the umbrella of the Truckee Community Foundation that was established in 2008. She explained that, along with the 2008 Director Election materials, property owners were provided the option of making a separate tax deductible donation to the Tahoe Donner Charitable Fund for the benefit of the Truckee Tahoe region or to the Tahoe Donner Employee Scholarship Fund. Since the response from property owners was poor, the organizer of the foundation at the time, Lisa Dobey, suggested that it be discontinued. Ms. Talbot noted that there were never any disbursements of the funds that were collected and the funds have continued to accrue interest, with approximately \$9,000 in the Tahoe Donner Charitable Fund and \$800 in the Employee Scholarship Fund.

In the Benefit/Give foundation model, Ms. Talbot said, the individual would receive something in return for their donation. Donor levels would be established and certain benefits would accompany the give, with greater benefits offered at higher levels of giving. For example, benefits could be ski passes, dining discounts, tickets to performances, et cetera, depending on the amount of the give.

Director Gander indicated that it would probably be a good idea to ascertain the level of interest from our members in establishing a foundation. There are a lot of nonprofit organizations in the area where individuals can contribute. The question is, he continued, would we want a Tahoe Donner branded foundation that would give us recognition in the community. Also, if there is interest, we would need to determine what the funds would be used for; perhaps open space, trails, and environmental restoration.

A discussion ensued regarding the number of competing foundations in the area, and the fact that any funds collected could not be used for the Association's infrastructure, but would have to be used for things that benefit the greater Truckee community.

Additional discussion took place regarding the advantages and disadvantages of establishing a public benefit corporation separate from Tahoe Donner or continuing to operate under the Truckee Community Foundation.

Following discussion, the Board requested that Director Gander write an article for a future issue of Tahoe Donner News with the aim of understanding the level of interest by the membership in creating charitable foundation.

F. BOARD MEETING CALENDAR

The Board briefly discussed changing the dates for the November 23 and December 28 Board meetings and decided to leave them the same.

F. DIRECTOR OF FINANCE AND ACCOUNTING REPORT

Director of Finance & Accounting, Mike Salmon, provided the Board with a presentation on the Association's unaudited preliminary September 2013 financial reports, a complete set of which are attached to these minutes as Exhibit "A".

Following discussion, Director Miller made a motion and Director Stang seconded to approve the unaudited preliminary September 2013 financial reports as presented. Motion passed 5-0

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:

- The current liquid assets of Tahoe Donner are just under \$13 million.
- As of the end of September, \$2 million were in certificates of deposit, \$5 million in US Treasury & Government Obligations, and \$5.8 million in cash and money accounts.

Account balances are reflected in the Cash & Investment Summary Report within the monthly Finance Reports presented to the Board by the Director of Finance & Accounting. This information is readily available to Owners at www.tahoedonner.com, click on "Members" link, and then click "Financials" link, where you can select a specific Monthly Report.

G. ACTION: 2014 TEMPORARY OPERATIONS

The Board was provided with an Information Paper outlining options for the trailhead access, Bikeworks, and the Equestrian temporary operations in 2014.

Director of Facilities & Risk Management Annie Rosenfeld stated that, as a result of the construction of the new Nordic Center in 2014, trailhead access, Bikeworks, and the Equestrian operation will be negatively impacted and the Board tasked management with developing temporary solutions for operating next season. She explained that an initial presentation of possible options was provided to the Board at the August 24th Board meeting and from that meeting, the Board provided direction to management for options to be considered at the September 28th Board meeting. Management also provided a member workshop on October 4th to review all potential options as well as to explore any new considerations. The workshop was comprised of 14 members, most of whom were Equestrian users. Ms. Rosenfeld stated that these options were presented at the meeting along with all potential operational dynamics and comments were solicited from the members regarding their thoughts and opinions. She noted that the PowerPoint presentation is posted on the Association's Web site on the Capital Projects Page.

Ms. Rosenfeld stated that the majority consensus of the workshop attendees seemed to be:

- Trailhead parking could happen along the Town of Truckee roads, but Staff should establish signage to direct people to other trailhead parking areas in addition to the end of alder Creek Road, specifically the green gate location on the north end of Skislope Way.
- Bikeworks should be relocated to the Downhill Ski Area or Northwoods Clubhouse.
- Equestrian should try to operate from its current location and offer as many of the current services as possible.

Following Ms. Rosenfeld's presentation, the Board discussed the options being presented for consideration for the temporary operation of Bikeworks, Equestrian, and Trailhead access in 2014. Following discussion, Director Stang made a motion and Director Miller seconded to approve the operation of Bikeworks at Northwoods Clubhouse, Equestrian member boarding only, and no Trailhead parking in 2014. Motion passed 5-0

**Break
(10:25)**

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

H. EQUESTRIAN CAMPUS

Director Johns explained that the GPC Sub Group has developed a feasible preliminary plan for the Equestrian Campus as outlined in the Equestrian Center Facility Plan. The plan categorizes all the existing equestrian facilities and operations as well as future requirements for facilities and transition going forward. He said this is an excellent starting point in the development of what we eventually want this operation to look like. Mr. Johns noted that, as part of the process, Staff and the GPC held a Workshop for the Equestrian facility seeking additional input from the membership for further planning purposes and that the equestrian community had provided substantial input. He stated that moving forward the process used in the development of the Nordic Center should be followed. He suggested that the recommendations in the Equestrian Center Facility Plan be accepted as a foundation for the development of the operation and that a Steering Committee be formed to further refine the plan. The Steering Committee should be comprised of Staff, Board members, GPC members, and Tahoe Donner Equestrian users.

A lengthy discussion ensued regarding long-term plans for the construction of the Equestrian Campus, budget limitations for many of the GPC recommendations in the plan and the need to establish actual costs for the operation. The Board fielded a number comments and questions from the members present, many of whom were equestrian users.

Following discussion, the Board directed Staff to form a Steering Committee to further study options for this operation.

GENERAL MANAGERS REPORT

The Board was provided with a written report from General Manager Robb Etnyre on various Association operations.

2014 BUDGET

Director of Finance & Accounting Mike Salmon took the Board through a PowerPoint presentation on the variables and key assumptions that were considered in the preparation of the draft Annual Budget as well as key changes from the 2013 Annual Budget as compared to the proposed 2014 Annual Budget. A copy of Mr. Salmon's PowerPoint presentation is attached to these minutes as exhibit "B".

Following discussion, Director Murrell made a motion and Director Stang seconded to approve the following

- An increase of the Recreation Fee from \$225 to \$245 beginning 5/1/2014.
- A 2014 Annual Assessment amount of \$1,600; an increase over 2013 of \$95 or 6% percent.

EXECUTIVE SESSION AND LUNCH

The Board adjourned to Executive Session at 11:40 a.m.

Director Murrell left the meeting at 1:00 p.m.

The Board reconvened to an Appeal Hearing at 1:10 p.m.

The Board convened to a second Appeal Hearing at 1:45

The Board reconvened to Open Session at 2:10 p.m.

EXECUTIVE SESSION REPORT

Director Gander reported that the Board met in Executive Session today and discussed legal and contractual matters.

ADJOURNMENT

Director Stang made a motion and Director Miller seconded to adjourn the meeting at 2:20 p.m. Motion passed 4-0 (Director Murrell Absent)

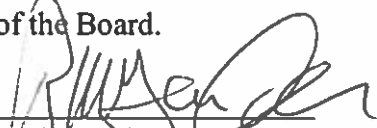
Submitted by:



Bonnie Watkins, Recording Secretary

SECRETARY'S CERTIFICATE

I, Dick Gander, 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 26, 2013, as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.



Dick Gander, Secretary