

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

Northwoods Clubhouse
Friday, June 24, 2016
9:00 a.m.

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held that the Northwoods Clubhouse, 11509 Northwoods Blvd., Truckee, California on Friday, June 24, 2016. Vice 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, Vice President
Jeff Bonzon, Treasurer
Courtney Murrell, Secretary
Ron Wulff, Director

Directors Absent: Steve Miller, President

Staff Present: Robb Etnyre, General Manager
Miguel Sloane, Director of Operations
Mike Salmon, Director of Finance & Accounting
Annie Rosenfeld, Director of Facilities & Risk Management
Brinn Talbot, Director of Marketing
Megan Rodman, Recording Secretary and Executive Assistant

I. CALL TO ORDER

II. MEMBER & DIRECTOR COMMENTS

Property owners' comments were welcomed at this time for matters not on the agenda and were limited to three minutes. The Board Vice President, Jim Stang, recognized members to comment on agenda items as they occurred. General member comments were expressed on a variety of topics, including the construction of new mailbox clusters, Board communication and formulating a Board governance policy. Directors responded briefly to member comments.

Members may submit additional comments by email to the Board at board@tahoedonner.com.

III. A. **ACTION: APPROVAL OF MINUTES**

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

- May 27, 2016 Regular Meeting Minutes
- June 6, 2016 Special Joint Meeting Minutes

Director Jeff Bonzon moved and Director Courtney Murrell seconded to approve the May 27 and June 6, 2016 meeting minutes as presented. Motion passed: 3 – 0 . Director Ron Wulff abstained, since he was absent for the June 6, 2016 Special Joint Meeting.

IV. B. **DISCUSSION: COMMITTEE MANAGEMENT**
(Committee Chairs)

- **Architectural Standards** – The Board was provided with the Architectural Standards and Covenants Board of Directors Monthly Summary for May 2016.
 - Rod Whitten, Chairman of the Architectural Standards Committee, reported that 6 new houses were approved in June and that business is good.
- **Covenants** – The Board was provided with the Architectural Standards and Covenants Board of Directors Monthly Summary for May 2016.
- **Election** – No report.
- **Equestrian Steering Committee** – No report.
- **Finance** – The Board was provided with the committee’s June 9, 2016 meeting minutes.
 - Art King, Chairman of the Finance Committee, reported that the Fraud Prevention Policy is ready for Board approval, and that the financials look good.
- **General Plan (GPC)** – The Board was provided with the committee’s June 6, 2016 meeting minutes.
 - Nan Meek, Vice Chair of the General Plan Committee, reported that the new Capital Process Flow Chart has been further updated, to better explain to members how the process works.
- **Tahoe Donner Giving Fund Committee** – The Board was provided with the committee’s June 6, 2016 meeting minutes.

V. C. **ACTION: ON-GOING MAINTENANCE RULES**

The Board was provided with a Decision Paper proposing new on-going maintenance rules from the Architectural Standards Committee based on past observations and membership feedback. The Architectural Standards Committee drafted rules specific to on-going maintenance to improve member education, understanding and compliance, as well as reaffirm the inspection scope and association authority to pursue compliance

with the Associations Covenants and Restrictions, Architectural Standards Rules and Procedures and Land Use. Rod Whitten, Chairman of the Architectural Standards Committee stated that their goal is to clarify what is being looked at regarding maintenance standards and to update old policies and rules.

After listening to Rod Whitten's presentation and member feedback, the Board approved Option 2 of the Decision Paper to approve the on-going maintenance rules as drafted and presented to the Board.

Director Jeff Bonzon moved and Director Courtney Murrell seconded to approve Option 2 of the Decision Paper as presented. Motion passed: 4 – 0 .

VI. D. ACTION: AUTHORIZATION OF DELEGATION OF AUTHORITY TO STAFF ARCHITECTURAL STANDARDS IMPROVEMENTS

The Board was provided with a Decision Paper and appropriate board Resolution to authorize the delegation of authority for Architectural Standards improvements to the General Manager for minor projects without neighbor notification. Annie Rosenfeld, Director of Facilities and Risk Management, informed the Board that this Resolution will speed up the process for members to complete minor projects and that it will lessen the work load on staff. The Resolution will also allow the General Manager to delegate duties to staff as deemed appropriate regarding minor projects.

The Board approved Option 1 of the Decision Paper to resolve as presented in Attachment A, delegating authority for Architectural Standards improvements to the General Manager for minor projects without neighbor notification.

Director Ron Wulff moved and Director Courtney Murrell seconded to approve Option 1 of the Decision Paper as presented. Motion passed: 4 – 0 .

VII. E. ACTION: ARCHITECTURAL STANDARDS PERMIT REQUIREMENTS

Annie Rosenfeld, Director of Facilities and Risk Management and Ron Whitten, Chair of the Architectural Standards Committee gave a presentation to the Board proposing their recommended changes on minor project permit requirements.

The recommended changes proposed were:

- Elimination of site inspections for some of the changes to existing projects and allowing before and after photo verification in lieu of final site inspections. This would include doors (garage and front door), paint changes, and light fixtures.
- Clarifying which projects necessitate a full property inspection, specifically clarifying a procedure on project inspections that any project invoking an updating of the site plan would require a full property inspection.

Ron Whitten also reported that the committee has been working to revisit the fee structure, to look into automation of processes, to further educate members, and review other project requirements that are needing to be updated.

No Action Taken

VIII. F. ACTION: DIRECTOR OF FINANCE & ACCOUNTING REPORT
(Director of Finance & Accounting, Mike Salmon)

The Board was provided with the 2016 May Financials report by Mike Salmon, Director of Finance and Accounting.

• **2016 May Financials**

- We have just closed the month of May, one of our smallest financial months. Mike noted that we did have record revenues of \$451,300 for the month of May, due primarily to on time openings for summer amenities and favorable weather. Trending last 18 months, for each month we continue to see record revenues and levels of visitation at amenities. Expenses are at \$1,321,700 for the month, leaving us with a NOR of \$870,400 favorable to budget \$4,000.
- Year to Date NOR of (\$1,550,000) is favorable to budget \$1,590,000; including \$925,000 of this variance contributed by favorable Tahoe Donner's Downhill Ski Area results.
- Operating Fund Members' equity as of May 31, 2016 is \$3,544,000, favorable to policy balance by \$2.6 million and will be part of 2017 Budget strategic planning.
- For the current active month of June, budget revenues are \$920,000, which are 158% greater than the month of May.
- Month to Date as of June 20th is running favorable to budget in both revenues and wages.
- Forecast for the Month of June, NOR favorable \$10,000 to \$25,000 range.
- Payment of the Annual Assessment – 1.3% of owners have not yet paid the 2016 Annual Assessment. These owners are properly suspended from amenities and liens have been filed with the county to protect the association rights. The 1.3% trends favorably to prior years and is significantly better than homeowner's association's national trend average of closer to 10%.
- The Replacement Reserve account balance is currently at \$10 million and will drop to \$7 million by the end of the year, as budgeted post-expenditures.
- The Development Fund is currently at \$1.3 million and is forecasted to drop to \$200,000 by the end of the year, as budgeted post-expenditures.

Following discussion, Director Ron Wulff moved and Director Jim Stang seconded to approve the 2016 May Financials as presented. Motion passed: 4 – 0 .

IX. BREAK 10:50 A.M.

The regular meeting reconvened at 11:00 A.M.

X. G. ACTION: CONSENT CALENDAR

The Board was provided with following for consideration:

- General Manager Job Description
 - Updates were made to the General Manager Job description to include capital projects, additional supervisory responsibilities, membership outreach, community engagement and mentoring staff to effectively prepare for Board meetings, which includes all essential functions and supervisory responsibilities of the position, as it has evolved over time. In addition, a range change from 48 (\$12,878-\$17,621) to 52 (\$16,436-\$22,488). This pay rage is to commensurate with the General Manager's past approved rate and additional responsibilities, as well as expected future responsibilities, as growth and change occur under the direction of the board of directors. No additional salary was given at this time.

Following discussion, Director Jeff Bonzon moved and Director Jim Stang seconded to approve the Option 3 of the Decision Paper as presented. Motion passed: 3 – 1.

XI. H. ACTION: WINTER TRAIL SUMMER MAINTENANCE – RESERVE REPLACEMENT COMPONENT ADDITION

Miguel Sloane, Director of Operations presented to the Board a Decision Paper asking for their approval to add a new Reserve Replacement element to address winter trail maintenance during the summer months. By adding ski trail and slope maintenance to the reserve study, with the intent to follow certain plans for maintenance, it would ensure that funding would be available to maintain the upkeep of Tahoe Donner's winter trails allowing us to elongate our operating seasons and to reduce potential damages to grooming machines and snowmobiles.

Following discussion, Director Ron Wulff moved and Director Courtney Murrell seconded to approve Option 1 of the Decision Paper as presented. Motion passed: 4 – 0 .

XII. EXEC. EXECUTIVE SESSION AND LUNCH

The Board adjourned to Executive Session at 11:30 A.M.

CLOSED SESSION

XIII. APPEAL HEARING

The Board reconvened to an Appeal Hearing at 12:30 P.M.

OPEN SESSION

The Board reconvened to Open Session at 1:30 P.M.

XIV. EXEC. EXECUTIVE SESSION REPORT

Board Secretary, Courtney Murrell reported that the Board met in Executive Session today and reported that:

- On June 13, 2016, the Board discussed personnel matters.
- And, that on June 24, 2016 the Board voted 4 to 0 (Director Steve Miller absent) in favor of extending an employment agreement to Robb Etnyre as the General Manager of the Tahoe Donner Association thru September 15, 2020. The Board also appointed Vice President Jim Stang to execute this employment agreement on the Boards behalf.

XV. I. GENERAL MANAGER'S REPORT

Robb Etnyre, General Manager updated the Board on all departments, Strategic Plan Goals, a draft governance policy and a Board meeting broadcast timeline.

Maja Thaler, Principal Creative Director of SDBX, a web design and online marketing solutions company, presented to the Board and members the latest draft for the new Tahoe Donner website. The goal of the new website it to make it more user friendly by adding simplification to content and search options and by providing more visual imaging.

XVI. J. ACTION: FRAUD PREVENTION POLICY RESOLUTION

The Finance Committee, at the direction of the Board and in accordance with the Association's commitment to review and update resolutions every five years, has reviewed the Association's Fraud Policy, Resolution 2005-3. A final draft of the updated policy, entitled Administrative Resolution 2016-5, Fraud Prevention Policy. Key provisions and/or changes were made as either enhancements to the overall Fraud Management program or changes to the written Policy itself. Art King, Chairman of the Finance Committee, recommended to the Board that they approve Option A of the Decision Paper, to approve the updated Resolution 2016-5 and to review it again in 5 years.

Following discussion, Director Jeff Bonzon moved and Director Jim Stang seconded to approve Option A of the Decision Paper as presented. Motion passed: 4 – 0 .

XVII. K. ACTION: WHISTLEBLOWER PROTECTION POLICY RESOLUTION

The Finance Committee, at the direction of the Board and in accordance with the Association's commitment to review and update resolutions every five years, determined during the review and update of the Fraud Prevention Policy that there was a need to establish a Whistleblower Protection Policy. A final draft of the new policy entitled Administrative Resolution 2016-6, Whistleblower Protection Policy, was

presented to the Board. Art King, Chairman of the Finance Committee, explained that this new policy will help to improve corporate governance and it included independent party verification. Art recommended to the Board that they approve Option A of the Decision Paper, to approve the new Resolution 2016-6 and to review it again in 5 years.

Following discussion, Director Jeff Bonzon moved and Director Courtney Murrell seconded to approve Option A of the Decision Paper as presented. Motion passed: 4 – 0.

XVIII. POTENTIAL FUTURE BOARD MEETING AGENDA ITEMS

No proposed future agenda items were listed at this time.

XIX. This meeting remained open to facilitate the counting of ballots in accordance with election procedures.

By consensus the Board concluded the agenda items at 2:10 P.M.

Submitted by:

Megan Rodman, Recording Secretary and Executive Assistant

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 June 24th, 2016 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Courtney Murrell, Board Secretary

MINUTES

TAHOE DONNER ASSOCIATION ANNUAL MEMBERSHIP MEETING

Northwoods Clubhouse
Sunday, June 26, 2016
10:00 a.m.

An Annual Membership Meeting of the Tahoe Donner Association was held that the Northwoods Clubhouse 11509 Northwoods Blvd., Truckee, California on Sunday, June 26, 2016. Vice President Jim Stang called the meeting to order at 10:00 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, Vice President
Jeff Bonzon, Treasurer
Courtney Murrell, Secretary
Ron Wulff, Director

Directors Absent: Steve Miller, President

Staff Present: Robb Etnyre, General Manager
Miguel Sloane, Director of Operations
Mike Salmon, Director of Finance & Accounting
Annie Rosenfeld, Director of Facilities & Risk
Brinn Talbot, Director of Marketing
Megan Rodman, Recording Secretary and Executive Assistant

I. CALL TO ORDER

II. A. DISCUSSION: PRESIDENT'S ANNUAL MESSAGE

Steve Miller, President of the Board of Directors, presented to members his annual Board of Directors message via a taped video message.

III. B. DISCUSSION: TREASURER'S REPORT

Jeff Bonzon, Treasurer of the Board of Directors, presented to members a summary of the financial standing and happenings of Tahoe Donner.

IV. C. DISCUSSION: GENERAL PLAN COMMITTEE UPDATE ON NEW CAPITAL PROCESS

Michael Sullivan, Chair of the General Plan Committee, presented to members information about the General Plan Committee. Michael briefly described the 2030 General Plan projects that were completed in 2015/2016, member survey results with regard to capital project ideas, projects that are currently underway and how the Capital Projects Process works overall.

V. D. DISCUSSION: TAHOE DONNER GIVING FUND UPDATE

Richard Gander, Co-Chair of the Tahoe Donner Giving Fund Committee, presented to members general information about what the Tahoe Donner Giving Fund is, how it works, what the committee's goals are, and where money is donated. Richard informed members that two scholarships were given out this year – one to Adam Alessi, honor roll graduate of Forest Charter School, and the second to Alondra Delgadillo, graduate of Sierra Continuation High School.

VI. E. DISCUSSION: GENERAL MANAGER MESSAGE

Robb Etnyre, General Manager of the Tahoe Donner Association, gave a speech to members, thanking committee volunteers and staff for all of their hard work, briefly describing his background and updating members of the current standing of the Tahoe Donner Association.

VII. F. DISCUSSION: KIDZONE MUSEUM

Representatives of the KidZone Museum were unable to attend the Annual Membership meeting.

VIII. G. DISCUSSION: QUESTION AND ANSWER

At this time, members were allowed to ask questions of Board members and staff, as well as to give comments. General questions and comments included, annual assessment fees, the city of Truckee's plans for a potential round-about at the bottom of Northwoods Blvd., speeding in the community, Board Communication, the Affordable Care Act, cell service and the effect that business like VRBO and Airbnb are having on Tahoe Donner homeowners.

IX. H. DISCUSSION: INTRODUCTION OF NEW BOARD

Brent P. Collinson, Inspector of Elections for the 2016 Tahoe Donner Board of Directors Elections, reported that five candidates ran for two available seats in this year's election with Mr. Darius Brooks and Mr. Jeff Schwerdtfeger each being elected to a three-year term. Results below.

Election Results

Candidate	Votes
Kenneth Knutsen	578
Darius Brooks	985
Jeff Schwerdtfeger	714
Courtney Murrell	622
James Stang	673
Total Votes	3,572

2016 Director Election Quorum Summary

Type of Ballot	Ballots Cast	Votes Cast
Ballots with Candidates Votes	1,596	3,572
Quorum Purposes Only	374	N/A
Totals	1,970	3,572
Members Eligible to Vote		6,348
Required Quorum 25%		1,587

Other Information

Total Ballots Counted	1,970
Disqualified Ballots	41
Total Ballots Received	2,011

X. Following the meeting, the new Board convened to an Organizational Meeting held at 12:30 p.m. at the Northwoods Clubhouse.

The Membership Picnic and Expo immediately followed the meeting at the Alder Creek Adventure Center.

By consensus the Board concluded the agenda items at 12:05 P.M.

Submitted by:

Megan Rodman, Recording Secretary and Executive Assistant

SECRETARY'S CERTIFICATE

I, _____, 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 Annual Membership Meeting held on June 26, 2016 as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.

Board Secretary

MINUTES
TAHOE DONNER ASSOCIATION
ORGANIZATIONAL BOARD OF DIRECTORS MEETING

Northwoods Clubhouse
Sunday, June 26, 2016
12:30 p.m.

An organizational meeting of the Board of Directors of the Tahoe Donner Association was held that the Northwoods Clubhouse 11509 Northwoods Blvd., Truckee, California on Sunday, June 26, 2016. President Steve Miller called the meeting to order at 12:30 p.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
Jeff Bonzon, Treasurer
Ron Wulff, Director
Jeff Schwerdtfeger, Director

Directors Absent: Darius Brooks, Director

Staff Present: Robb Etnyre, General Manager
Miah Cottrell, Computer Network Manager
Megan Rodman, Recording Secretary and Executive Assistant

I. CALL TO ORDER

II. A. ACTION: APPOINTMENT OF BOARD MEMBER OFFICERS

Director Jeff Bonzon, Director Ron Wulff, Director Jeff Schwerdtfeger, and Director Steve Miller (via teleconference) (Director Darius Brooks absent) established a quorum. With the director election results having been announced and certified at the Annual Membership Meeting, the Board met to consider the election of the following officers:

- President
- Vice President
- Treasurer
- Secretary

At this time, the Board was unable to elect officers. As such, the incumbent Board members will hold their current titles until new ones are chosen. Either a Special Board

Meeting shall be held or the election of officers will be conducted at the next Regular Board of Directors Meeting on Saturday, July 23, 2016.

III. ACTION: COMMITTEE LIAISON APPOINTMENTS

The Board considered the appointment of liaisons to the following committees:

- Finance
- Architectural Standards
- Covenants
- General Plan
- Giving Fund

At this time, the Board was unable to appoint liaisons to the above committees. As such, the incumbent Board members will remain liaisons to their current committees. Either a Special Board Meeting shall be held or the appointment of liaisons will be conducted at the next Regular Board of Directors Meeting on Saturday, July 23, 2016.

IV. B. ACTION: ADOPTION OF A BOARD MEETING SCHEDULE

The Board reviewed a draft of the 16/17 Annual Board Meeting Schedule. The Board was unable to approve the 16/17 Annual Board Meeting Schedule, however the board agreed by consensus to hold the next Regular Board of Directors Meeting on Saturday, July 23, 2016, at which time the Board will again review the 16/17 Annual Board Meeting Schedule.

V. C. ACTION: 2016 BOARD TRAINING PLAN

The Board was given an information paper regarding a 2016 Board Training Plan to review. Topics for each training session were discussed and a more finalized schedule will be determined at the next Regular Board of Directors Meeting on July 23, 2016.

VI. ADJOURNMENT

By consensus the Board adjourned the meeting at 12:46 P.M.

Director Jeff Bonzon moved and Director Ron Wulff seconded to approve adjournment of the Board Meeting at 12:46 p.m. Motion passed: 4 – 0 . (Director Darius Brooks absent).

Submitted by:

Megan Rodman, Recording Secretary and Executive Assistant

SECRETARY'S CERTIFICATE

I _____, 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 organizational meeting held on June 26, 2016 as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.

_____, Board Secretary

DRAFT