

AGENDA
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

March 25, 2017
Northwoods Clubhouse
9:00 a.m.

To enhance the quality of information and scheduling, this timed Agenda is prepared one week in advance of the meeting, and the Board reserves the right to adjust this schedule during the meeting by adding, deleting, and/or moving matters as required and as permitted by law. Association Board of Director's meetings are open to members, but not the general public.

This meeting is being recorded.



Please silence your cell phone.

OPEN SESSION

SECTION

I. 9:00 a.m. Call to Order

Opening Procedures:

- Pledge of Allegiance

II. 9:02 a.m. Social Media Update

(Gretchen Sproehnle, Marketing Communications Manager)

A brief high level summary will be provided of issues and topics that impact Tahoe Donner currently being discussed on various social media platforms.

A

III. 9:10 a.m. Member & Director Comments

Property owners' comments are welcomed at this time for matters not on the agenda and are limited to three minutes. However, members may submit additional comments by email to the Board (board@tahoedonner.com). The Board president may recognize members to comment on agenda items as they occur. Members are requested to identify themselves and to include Unit and Lot Number. Directors and Staff are limited by law to brief responses and clarifying questions to matters not on the agenda. Directors may request Staff to report back

to the Board concerning such matters and place the matter on a future Board agenda.

Board meetings are defined by the Davis-Stirling Act as a gathering of a majority of directors at the same time and place to "hear, discuss, or deliberate upon any item of business that is within the authority of the Board." (Civ. Code §4090.) A Board meeting is a meeting of the corporation's Board of Directors to conduct business of the corporation.

IV. 9:20 a.m. Action: Approval of Minutes B

- February 25, 2017 Regular Meeting Minutes

V. 9:22 a.m. Action: 2016 Financial Independent Audit C
(Gilbert Associates, Inc.)

The Board will be presented with the results of the 2016 Annual Audit by Gilbert Associates, Inc.

VI. 9:55 a.m. Discussion: Town of Truckee TSSA-1 Fund D
(Dan Wilkins, Director of Public Works for the Town of Truckee)

The Town of Truckee Engineering department will provide a presentation on the TSSA-1 Fund 2016 projects, fund balance, and potential 2017 Town of Truckee Capital Improvement projects funded by TSSA-1 funds.

VII. 10:10 a.m. Discussion: Town of Truckee Long-Range Transit Plan E
(Dan Wilkins, Director of Public Works for the Town of Truckee)

The Town of Truckee staff will provide a presentation on the Town's current efforts to develop a long-range transit plan for the community.

VIII. 10:25 a.m. Discussion: Elements Mountain Company F
(Matt Warren, Elements Mountain Company)

Matt Warren, Co-owner of Elements Mountain Company, will present to the Board of Directors and to the membership what the merger of Waltman Construction and SnowTech into Elements Mountain Company means for Tahoe Donner customers.

OPEN & PENDING ITEMS

IX. 10:45 a.m. Discussion: Committee Management G

- **Committee Task Reports** – Committee Chairs
Purpose: To update the Board on the status of 2017 assigned tasks and recent committee meetings.

- Architectural Standards Committee
- Covenants Committee
- Elections Committee
- Finance Committee
- General Plan Committee
- Tahoe Donner Giving Fund Committee

X. 10:50 a.m. BREAK

XI. 11:00 a.m. Action: Consent Calendar

H

All items listed under the Consent Calendar are considered to be routine and will be approved by one motion. There will be no separate discussion of these items unless a member of the Board or Staff requests a specific item to be removed from the Consent Calendar for separate action. Any item so removed will be taken up following the motion to approve the Consent Calendar.

- Decision Paper – Accelerate Reserve Replacement Funds, Trail Segment 28-30
- Decision Paper – Uniforms for Downhill Ski Area Operations
- Decision Paper – Rental Equipment for Downhill Ski Area Rental Shop

Discussion: Tahoe Donner Lessons Learned

I

(Robb Etnyre, General Manager)

Robb Etnyre, General Manager, will discuss with the Board of Directors a Lessons Learned report for the Tahoe Donner Association for the 2016-2017 winter season.

*** Discussion Item – I was removed from the Agenda during the March 25, 2017 Board Meeting, and has been rescheduled to included on the Agenda for the next regularly scheduled Board Meeting. ***

XII. 11:20 a.m. Action: Director of Finance & Accounting Report

J

(Mike Salmon, Director of Finance & Accounting)

- 2017 February Financials, unaudited

Discussion: Underground Utilities

K

(Board of Directors)

The Board of Directors would like to discuss options working with the Tahoe Donner Public Utility District regarding installing underground utilities within the Tahoe Donner Association.

*** Discussion Item - K was removed from the Agenda during the March 25, 2017 Board Meeting, and has been rescheduled to included on the Agenda for the next regularly scheduled Board Meeting. ***

XIII. 11:55 p.m. Discussion: Tahoe Donner Association Master Plan **L**
(General Plan Committee and Forrest Huisman, Director of
Capital Projects)

The General Plan Committee in conjunction with Forrest Huisman, Director of Capital Projects, will discuss with the Board a draft of the Association Master Plan. A specific focus discussion will address Priority 1 and 2 Capital Projects over the next 1 to 5 years.

EXECUTIVE SESSION

XIV. 12:10 p.m. Executive Session **EXEC**

The Board is allowed to meet in "executive session" to discuss certain topics. The Board is required to notify the Members of the date, time, location, and agenda of each executive session Board meeting at least two days in advance but, unlike "open" Board meetings, non-director members are not allowed to attend executive session Board meetings. The Board may adjourn to executive session from an open Board meeting, or may meet separately in an executive session that is not held in conjunction with an open Board meeting. Immediately before adjourning to executive session from an open Board meeting, the Board shall announce the general nature of the matter(s) to be discussed in executive session, without detail and without compromising the confidentiality or privacy of the matter.

According to Civil Code §4935, the Board may meet in "executive session" for the following purposes:

to consider:

- litigation
- matters relating to the formation of contracts with third parties
- member discipline
- personnel matters
- to meet with a member regarding the member's payment of assessments
- to discuss a payment plan for delinquent assessments
- to decide whether to foreclose on a lien for delinquent assessments

The Board may also meet in "executive session" when appropriate to protect the Association's attorney-client privilege. *All* communications between the Board and the Association's legal counsel are protected by the attorney-client privilege (Evidence Code §950 *et seq.*); therefore, the Board may always meet with the Association's legal counsel in executive session, whether or not "litigation" is being discussed or considered.

Any matter discussed in executive session must be generally noted in the minutes of the immediately following meeting that is open to the entire membership. (Civ. Code §4935(e).)

- Topics for this month's Executive Session:
 - Litigation
 - Personnel Matters
 - Contracts

OPEN SESSION

- | | | |
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| XV. | 1:00 p.m. Executive Session Report | EXEC |
| XVI. | 1:02 p.m. Action: Senior Management Compensation Study Update
(Romanoff Consulting) | M |
| | The Board of Directors will review a Consultant Services Contract with Romanoff Consulting for the Senior Management Compensation study. | |
| XVII. | 1:20 p.m. Potential Future Board Meeting Agenda Items | |
| VIII. | 1:25 p.m. Adjournment | |

The next Board meeting will be **April 22, 2017** at the Northwoods Clubhouse.

Tahoe Donner Committee Meeting Schedule

- Architectural Standards Committee – April 5 and April 26, 2017 , 2017 9:00 a.m. (Northwoods Clubhouse)
- Covenants Committee – April 13, 2017 3:00 p.m. (Northwoods Clubhouse)
- Elections Committee – No future meetings have been scheduled at this time.
- Finance Committee – April 13, 2017 at 3:30 p.m. (Northwoods Clubhouse)
- General Plan Committee – April 3, 2017 at 3:00 p.m. (Northwoods Clubhouse)
- Tahoe Donner Giving Fund Committee – April 4, 2017 at 3:00 p.m. (Northwoods Clubhouse)

As provided for in Civil Code §4920 – Notice of Board Meetings: This agenda was posted at least four days prior to the meeting.

Look for board meeting details and supporting documents online at:

<http://www.tahoedonner.com/board/>

Enroll in our electronic communication's email opt-in program to receive official communications via email.

<http://www.tahoedonner.com/update-your-profile/opt-in-to-go-paperless/>

Megan Rodman

March 25, 2017

Megan Rodman, Executive Assistant

Date