

ACTION ON January 27, 2018

VERIFIED Megan Rodman

E.A. - TDA ASSOC.

<p><b>MINUTES</b></p> <p><b>TAHOE DONNER ASSOCIATION</b></p> <p><b>REGULAR BOARD OF DIRECTORS MEETING</b></p> <p><b>December 16, 2017</b></p> <p><b>Northwoods Clubhouse</b></p> <p><b>9:00 a.m.</b></p>
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A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held at the Northwoods Clubhouse 11509 Northwoods Blvd., Truckee, California on Saturday, December 16, 2017. President Connors called the meeting to order at 9:01 a.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

**Directors Present:** Jeff Connors, President  
Jeff Schwerdtfeger, Vice President  
Jeff Bonzon, Treasurer  
Jennifer Jennings, Secretary  
Darius Brooks, Director

**Directors Absent:** none

**Staff Present:** Robb Etnyre, General Manager  
Forrest Huisman, Director of Capital Projects  
Miguel Sloane, Director of Operations  
Annie Rosenfeld, Director of Risk Management & Real Property  
Christina Schwartz, Director of Marketing & Member Relations  
Tom Knill, Director of Human Resources  
Mike Peters, Director of Food and Beverage  
Miah Cottrell, Computer Network Manager  
Megan Rodman, Executive Assistant  
Michael Salmon, Director of Financing and Accounting

**I. CALL TO ORDER 0:00:20**

**II. A. ACTION: APPROVAL OF MINUTES 0:00:36**  
(Jennifer Jennings, Board of Directors Secretary)

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

- November 18, 2017 Regular Meeting Minutes

Director Jennings moved and Director Schwerdtfeger seconded to approve the November 18, 2017 meeting minutes as amended. Motion passed: 3 – 2. (Directors Jennings, Schwerdtfeger and Connors voted yes; Directors Bonzon and Brooks voted no).

**III. B. DISCUSSION: EXECUTIVE SESSION REPORT 0:08:50**  
(Jennifer Jennings, Board of Directors Secretary)

Director Jennings reported that, in the November 18, 2017 Executive Session, the Board of Directors discussed personnel matters and no action was taken.

Director Brooks moved and Director Schwerdtfeger seconded to approve the executive session report as presented. Motion passed: 4 – 0. (Director Bonzon abstained).

**IV. MEMBER & DIRECTOR COMMENTS 0:10:54**

Board President Connors, invited brief member and director comments on items that are not on the agenda.

- Current Board of Directors not signing the Code of Conduct
- Town of Truckee Solid Waste Disposal program
- Banquet Tent – resume bookings for 2019.
- Resume burning of debris piles in Tahoe Donner
- Completion of Crabtree Canyon work

Members may submit additional comments by email to the Board of Directors at [board@tahoedonner.com](mailto:board@tahoedonner.com). (Members are recognized to comment on agenda items as they occur).

**V. C. DISCUSSION: SOCIAL MEDIA UPDATE AND TAHOE DONNER ASSOCIATION'S RESPONSE 0:37:50**  
(Christina Schwartz, Director of Marketing & Member Relations)

Christina Schwartz, Director of Marketing & Member Relations, presented to the Board and to the membership a summary of comments and activities across all Tahoe Donner social media platforms and on NextDoor.com as an additional way to stay abreast of emerging issues among the membership.

**VI. D. DISCUSSION: COMMITTEE MANAGEMENT 0:38:52**  
(Committee Chairs)

**1. Discussion: Committee Task Reports –**

- **Architectural Standards Committee** – A verbal report was given.
- **Covenants Committee** – A verbal report was given.
- **Election Committee** – The Board of Directors was provided with the committee's December 7, 2017 meeting minutes. A verbal report was also given.

- **Finance Committee** – The Board of Directors was provided with the committee’s November 16, 2017 meeting minutes. A verbal report was also given.
- **General Plan Committee (GPC)** – A verbal report was given.
- **Tahoe Donner Giving Fund Committee** – The Board of Directors was provided with the committee’s December 5, 2017 meeting minutes. A verbal report was also given.

**2. Action: Revisions to the Election Committee Charter**

- Director Brooks moved and Director Bonzon seconded to defer consideration of the proposed revisions to the Elections Committee Charter until the January 27, 2018 regular board meeting. Motion passed: 4 – 1. (Directors Brooks, Bonzon, Schwerdtfeger and Jennings voted yes; Director Connors voted no).

**3. Discussion/Action: Resolution 2008-2 Committee Policy**

- The Board of Directors reviewed committee initial appointments and/or reappointments, along with the committee’s recommendation with regard to such requests. The committees also presented their goals for 2018 for review. The Board of Directors voted as such on both committee initial appointments and reappointments:

Rod Whitten, Chair of the Architectural Standards Committee, requested and Director Connors moved and Director Bonzon seconded to approve the following committee membership recommendations for the Architectural Standards Committee:

- **Membership Renewals** – Bill Staehlin, Jason Wooley
- **Initial Applicant** – Debra Phelps

Motion passed: 5 – 0.

Fred Zapponi, Chair of the Covenants Committee, requested and Director Jennings moved and Director Bonzon seconded to approve the following committee membership recommendations for the Covenants Committee:

- **Membership Renewals** – Leonard LeClerc, Jo Ann McDermott, Al Noyes
- **Initial Applicant** – Stanley Dienus

Motion passed: 5 – 0.

Bette Rohrback, Chair of the Elections Committee, requested and Director Jennings moved and Director Bonzon seconded to approve the following committee membership recommendations for the Elections Committee:

- **Membership Renewal** – Bette Rohrback

Motion passed: 5 – 0.

Bette Rohrback, Chair of the Elections Committee, requested and Director Bonzon and Director Brooks seconded to approve the following committee membership recommendations for the Elections Committee:

- **Initial Applicant** – Courtney Murrell

Motion passed: 3 – 2. (Directors Bonzon, Brooks and Schwerdtfeger voted yes, Directors Jennings and Connors voted no.)

Art King, Chair of the Finance Committee, requested and Director Bonzon moved and Director Connors seconded to approve the following committee membership recommendations for the Finance Committee:

- **Membership Renewals** – John Dundas, Dave Hunter, Corey Leibow, Tom Johns, Jim Stang, Cathy Ravano

Motion passed: 5 – 0.

Michael Sullivan, Chair of the General Plan Committee, requested and Director Connors moved and Director Schwerdtfeger seconded to approve the following committee membership recommendations for the General Plan Committee:

- **Membership Renewals** – Michael Sullivan, Nan Meek
- **Initial Applicants** – Rob McCray, Don Koenes

Motion passed: 5 – 0.

Michael Sullivan, Chair of the General Plan Committee, requested and Director Bonzon moved and Director Brooks seconded to approve the following committee membership recommendations for the General Plan Committee:

- **Initial Applicants** – Courtney Murrell, Steve Miller

Motion passed: 3 – 2. (Directors Bonzon, Brooks and Schwerdtfeger voted yes, Directors Connors and Jennings voted no.)

Richard Gander, Chair of the Tahoe Donner Giving Fund, requested and Director Brooks moved and Director Bonzon seconded to approve the waiver of Resolution 2008-2 to allow spouses – Catherine Pellegrini and Tom Pellegrini – to both serve on the Tahoe Donner Giving Fund Committee at the same time and the approval of the following committee membership recommendations for the Tahoe Donner Giving Fund Committee:

- **Membership Renewals** – Pamela English, Lois Ermak, Jeanette Fagerskog, Linda Slattery
- **Initial Applicant** – Catherine Pellegrini, Tom Pellegrini

Motion passed: 4 – 1. (Directors Bonzon, Jennings, Brooks and Schwerdtfeger voted yes; Director Connors voted no).

## VII.

**BREAK 11:19 A.M.**

2:17:15

The Board of Directors reconvened at 11:25 a.m.

**VIII. D. DISCUSSION: COMMITTEE MANAGEMENT**

2:17:35

**4. Discussion/Action: Special Task Force Reports**

(Task Force Chairs)

- **ASO/ASC Task Force** – The Board of Directors was provided with the committee’s December 2, 2017 report. Charles Wu, Task Force Team Leader, also made a verbal report.
  - Approval of ASO/ASC Task Force Charter
    - The Board of Directors deferred approval of the ASO/ASC Task Force charter until the January 27, 2018 regular board meeting.
- **Equestrian Blue-Ribbon Panel Task Force** – The Board of Directors was provided with the committee’s December 3, 2017 meeting minutes. Nan Meek, chair of the Task Force, also made a verbal report.
- **Short-Term Rental/Amenity Access Task Force** – The Board of Directors was provided with the committee’s status report and recommendations for Phase I. Laura Lindgren, Chair of the Task Force, also made a verbal report.

Director Brooks moved and Director Bonzon seconded to approve the Short-Term Rental/Amenity Access Task Force’s 3 recommendations for Phase 1 as presented. Motion passed: 5 – 0.

**5. Discussion/Action: Review of the Tahoe Donner Board of Directors Election Fair Campaign Guidelines**

Director Brooks moved and Director Jennings seconded to table this agenda item until the January 27, 2018 regular board meeting. Motion passed: 5 – 0.

**IX. E. DISCUSSION/ACTION: ARCHITECTURAL STANDARDS 2018 FEE SCHEDULE**

3:13:26

(Rod Whitten, Chair of the Architectural Standards Committee)

The Board of Directors was presented with a decision paper to review and consider approving the Architectural Standards 2018 Fee Schedule for 45-day member comment.

Director Schwerdtfeger moved and Director Brooks seconded to approve the Architectural Standards 2018 Fee Schedule for 45-day member comment as presented. Motion passed: 5 – 0.

- X. F. DISCUSSION/ACTION: HUMAN RESOURCES COMMITTEE CHARTER 3:17:00**  
 (Jennifer Jennings, Board of Directors Secretary)
- The Board of Directors will review and consider approving the charter for the Human Resources Committee. The formation of the Human Resources Committee was approved at the regular board meeting on November 18, 2017.
- Director Jennings moved and Director Schwerdtfeger seconded to approve the Human Resources Committee Charter with amendments to: delete page 2; add a last sentence to the “Authority” section, regarding contracts; and delete reference to members serving on the Committee. Motion passed: 4 – 1. (Director Bonzon, Connors, Schwerdtfeger and Jennings voted yes; Director Brooks voted no).
- XI. G. DISCUSSION: REVIEW OF POTENTIAL LAWYERS UNDER 3:34:39**  
CONSIDERATION TO SUBMIT PREVIOUSLY APPROVED  
REQUEST FOR PROPOSAL  
 (Jennifer Jennings, Board of Directors Secretary)
- The Board of Directors reviewed a list of law firms that would receive the request for proposals for legal services.
- XII. H. DISCUSSION: CONTROLLED BURNS IN TAHOE DONNER 3:41:40**  
 (Board of Directors)
- Staff presented the Board with the costs of alternative options to remove piles of wood debris and the cost of hiring a professional to light and monitor the burn piles. This followed a Board decision at the Nov. 18 Board meeting to suspend all controlled burns in TD until staff provides the costs to have a trained professional at all TD burn piles until the fire is out.
- Director Jennings and Director Bonzon seconded to convert this discussion item into an action item. Motion passed: 5 – 0.
- Director Brooks moved and Director Bonzon seconded a motion to restore authority to TD staff to conduct the controlled burn program consistent with the TD Forester’s professional judgement and the practices outlined in the staff report and to further refine current Tahoe Donner Association burn practices. Motion passed 5 – 0.
- XIII. I. WORKING LUNCH WITH THE MEMBERSHIP 1:50 P.M. 4:37:30**
- The Board of Directors took a brief break for lunch at 1:50 p.m. The Board of Directors resumed the regular Board meeting at 2:15 p.m. with agenda item XV – Review of the Downhill Ski Area Snowbird Chair Replacement.

**XIV. J. DISCUSSION/ACTION: NORTH AMERICAN SKI TRAINING CENTER AND CLIMBING SCHOOL CONTRACT 4:38:00**  
(Board of Directors)

The Board of Directors, pursuant to the direction given at the November 18, 2017 regular board meeting, will review and consider approving backcountry service offerings and programs for members with the North American Ski Training Center (NASTC).

Director Bonzon moved and Director Brooks seconded to approve the planned backcountry service offerings and programs for members with the North American Ski Training Center (NASTC) as presented. Motion passed: 3 – 1. (Directors Bonzon, Jennings and Brooks voted yes, Director Connors voted no, and Director Schwerdtfeger was absent).

**XV. K. DISCUSSION: GOVERNING DOCUMENTS UPDATE 5:08:57**  
(Robb Etnyre, General Manager)

The Board of Directors were briefed on proposed changes to the Tahoe Donner Association Governing Documents, as a part of the project update, along with a draft timeline to meet the Board goal of obtaining final documents by March 2018 and member approval by June 2018. The Board of Directors and members in attendance were asked for their feedback on these documents. No feedback was provided at this time from either members or the Board of Directors.

**XVI. L. DISCUSSION: REVIEW OF THE DOWNHILL SKI AREA SNOWBIRD CHAIR REPLACEMENT 5:22:35**  
(Forrest Huisman, Director of Capital Projects)

The Board of Directors reviewed and discussed the replacement of the Snowbird Chair lift at the Downhill Ski Area.

**XVII. M. DISCUSSION/ACTION: ASSOCIATION KEY PERFORMANCE INDICATORS UPDATE 6:00:47**  
(Tahoe Donner Association Senior Management)

The Board of Directors were provided with key performance indicators from the previous month. General Manager Etnyre presented a dashboard summary of Association activities. Annie Rosenfeld, Director of Risk Management and Real Property, reported on covenants enforcement. Michael Salmon, Director of Finance, presented the October financial report.

Director Bonzon moved and Director Connors seconded to accept the unaudited 2017 October financials as presented. Motion passed: 4 – 0. (Director Schwerdtfeger absent).

**XVIII. N. DISCUSSION/ACTION: NEW YEAR'S FIREWORKS DISPLAY AT DOWNHILL SKI AREA 6:39:30**  
(Robb Etnyre, General Manager)

The Board of Directors was presented with a decision paper recommending approval of a variance from association rules for a TD-fireworks show on New Year's Eve at the Downhill Ski Area similar to the one conducted in 2016.

Director Brooks moved and Director Bonzon seconded the staff recommendation. Motion passed: 4 – 0. (Director Jeff Schwerdtfeger absent).

**XIX. O. DISCUSSION: RENEWABLE ENERGY POLICY STATEMENT 6:45:30**  
(Deirdre Henderson, 100% Renewable Truckee Citizen Coalition)

The Board of Directors did not discuss this agenda item because no supporting materials were provided, nor was anyone in attendance to present this item.

**XX. P. DISCUSSION/ACTION: APPROVAL OF SPONSORSHIP OF MARK ENGEL 6:47:15**  
(Christina Schwartz, Director of Marketing & Member Relations)

The Board of Directors will consider approving sponsorship of Mark Engel, an Olympic Alpine Skier – Pyeongchang, South Korea 2018 – who first learned to ski at Tahoe Donner. (<https://usskiteam.com/athletes/mark-engel>)

Director Brooks moved and Director Bonzon seconded to approve a \$15,000 sponsorship of Mark Engel contingent upon his qualification for the 2018 U.S. Olympics team and Engel's commitment of at least five ski days and one dinner to Tahoe Donner. Motion passed: 3 – 1. (Directors Brooks, Bonzon and Jennings voted yes; Director Connors voted no, and Director Schwerdtfeger was absent).

**XXI. Q. ACTION: APPOINTMENT OF INDEPENDENT AUDITORS FOR 2017 AUDIT 7:18:24**  
(Mike Salmon, Director of Finance & Accounting)

The Board of Directors reviewed and considered approving the Finance Committee's recommendation to appoint Gilbert Associates as the service provider for the 2017 financial statement audit and tax return preparation.

Director Bonzon moved and Director Connors seconded to approve appointment of Gilbert Associates as the service provider for the 2017 financial statement audit and tax return preparation. Motion passed: 4 – 0. (Director Schwerdtfeger absent).

**XXII. R. ACTION: APPROVE ADDITION OF BANKING INSTITUTION FOR TAHOE DONNER ASSOCIATION 7:20:37**  
(Michael Salmon, Director of Finance & Accounting)

The Board of Directors were provided with a decision paper to approve the addition of a new banking institution for the Tahoe Donner Association.



Director Brooks moved and Director Bonzon seconded to approve the addition of a new banking institution, US Bank, for the Tahoe Donner Association. Motion passed: 4– 0. (Director Schwerdtfeger absent).

**XXIII. S. ACTION: APPROVE REVISED RESOLUTION 2012-5, NEW MACHINERY & EQUIPMENT FUND 7:24:48**  
(Art King, Chair of the Finance Committee)

The Finance Committee, at the direction of the Board of Directors and in accordance with the Association’s commitment to review and update resolutions every five years, has reviewed the Association’s Resolution 2012-5, New Machinery and Equipment Fund Policy, and is providing a final draft of the revised and updated resolution, Resolution 2017-4, New Equipment Fund Policy, for Board review and approval.

Director Jennings moved and Director Connors seconded to approve Resolution 2017-4, New Equipment Fund Policy. Motion passed: 4 – 0. (Director Schwerdtfeger absent).

**XXIV. BREAK 4:50 P.M. 7:27:57**

**XXV. EXECUTIVE SESSION (closed to members) 7:32:27**

The Board of Directors reconvened and adjourned to Executive Session at 5:01 p.m.

Director Connors moved and Director Bonzon seconded to approve the board meeting moving into Executive Session. Motion passed: 4 – 0. (Director Schwerdtfeger absent).

**XXVI. ADJOURNMENT**

Director Brooks moved and Director Connors seconded to approve adjournment of the regular Board Meeting at 5:45 p.m. Motion passed: 4 – 0. (Director Schwerdtfeger absent).

Submitted by:

  
Jennifer Jennings, Board of Directors Secretary

**SECRETARY’S CERTIFICATE**

I, Jennifer Jennings, 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 December 16, 2017 as approved by the Board

members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.

  
Jennifer Jennings, Board of Directors Secretary

**POTENTIAL FUTURE BOARD MEETING AGENDA ITEMS**

- 2018 Committee Goals
- Governing Documents Update
- 2017 November Financials
- Snowbird Chair Replacement