

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

March 24, 2018
Northwoods Clubhouse
9:02 a.m.

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, March 24, 2018. President Connors called the meeting to order at 9:02 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 (via conference call)

Directors Absent: none

Staff Present: Robb Etnyre, General Manager
 Christina Schwartz, Director of Marketing & Member Relations
 Tom Knill, Director of Human Resources
 Mike Peters, Director of Food and Beverage
 Michael Salmon, Director of Financing and Accounting
 Miah Cottrell, Computer Network Manager
 Megan Rodman, Executive Assistant

- I. **CALL TO ORDER** 0:00:17
- II. A. **ACTION: APPROVAL OF MINUTES** 0:01:23
 (Jennifer Jennings, Board of Directors Secretary)

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

- February 24, 2018 Regular Meeting Minutes

Director Connors moved and Director Bonzon seconded to approve the February 24, 2018 meeting minutes as presented. Motion passed: 5 – 0.

III. B. DISCUSSION: EXECUTIVE SESSION REPORT 0:01:58
(Jennifer Jennings, Board of Directors Secretary)

Director Jennings reported that, in the February 24, 2018 Executive Session, the Board of Directors discussed legal and personnel issues and no action was taken. The Board also discussed the formation of contracts and no action was taken.

IV. MEMBER & DIRECTOR COMMENTS 0:02:28

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

No member or Director comments were made at this time.

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

V. C. DISCUSSION: TOWN OF TRUCKEE UPDATES 0:03:02
(Town of Truckee Staff)

Staff members from the Town of Truckee were present to discuss the following topics:

- Roundabout at Northwoods Boulevard and Donner Pass Road – Dan Wilkins and Scott Mathot, Town of Truckee Engineers
- Public Safety – Chief Robert Leftwich, Town of Truckee Police
- Short-Term Rentals and Housing – Jeff Loux, Town of Truckee Manager
- Update of Truckee General Plan will be discussed at a later meeting

VI. BREAK 11:24 A.M. 2:21:16

The Board of Directors reconvened at 11:35 a.m.

VII. D. ACTION: 2017 DECEMBER FINANCIALS 2:21:30
(Michael Salmon, Director of Finance & Accounting)

The Board of Directors reviewed and considered approving the 2017 unaudited December financials.

Director Schwerdtfeger moved and Director Bonzon seconded to approve the 2017 unaudited December financials as presented. Motion passed: 5 – 0.

VIII. E. DISCUSSION/ACTION: 2017 AUDIT REPORT 2:34:38
(Gilbert Associates, Inc.)

The Board of Directors were presented with the Tahoe Donner Association 2017 Audit Report from Gilbert Associates, Inc. for review and consideration for acceptance.

Director Bonzon moved and Director Connors seconded to approve the 2017 Audit Report, by Gilbert Associates, Inc., as presented. Motion passed: 5 – 0.

IX. F. DISCUSSION: NET OPERATING RESULTS 2:44:24
(Jeff Connors, Board of Directors President)

The Board of Directors discussed expanding the reporting of Departmental results in the yearly Annual and Budget report so as to include the applicable costs of 1) capital 2) allocation overhead costs 3) depreciation/amortization expenses.

X. G. DISCUSSION/ACTION: 2018 GOLF RATES 3:44:09
(Michael Salmon, Director of Finance and Accounting)

The Board of Directors considered approving 2018 Golf Rates as presented in the decision paper.

Director Connors moved and Director Schwerdtfeger seconded to approve the 2018 Golf Rates, with the exception of rates that have not changed in the last 5 years, which should be increased by 3 – 5%. Motion failed: 2 – 3. (Directors Connors and Schwerdtfeger voted yes, Director Bonzon, Brooks and Jennings voted no).

Director Bonzon moved and Director Brooks seconded to approve Option A of the 2018 Golf Rates decision paper as presented. Motion failed: 2 – 3 (Directors Bonzon and Brooks voted yes, Directors Jennings, Schwerdtfeger and Connors voted no).

Director Jennings moved and Director Schwerdtfeger seconded to approve the pass rates that need to be approved for advertisement now and the rates for products that have been increased by 3-5% over the past 5 years. All other rates will be considered at the next regular board meeting. Motion passed: 5 – 0.

XI. WORKING LUNCH WITH THE MEMBERSHIP 1:40 P.M. 4:08:53

The Board of Directors took a brief break for lunch at 1:40 p.m. The Board of Directors resumed the regular Board meeting at 2:03 p.m. with agenda item XII – Capital Expenditures Limit.

XII. H. DISCUSSION: CAPITAL EXPENDITURES LIMIT 4:09:08
(Jeff Connors, Board of Directors President)

The Board of Directors reviewed and discussed the applicable bylaws concerning member voting on Capital Expenditures. As part of the review, the Board of Directors gave directional input on the relevance of the Development Fund to the original bylaws and at

what expenditure level for a specific project should a more definitive member vote be considered.

XIII. L. DISCUSSION/ACTION: LAND USE AGREEMENT WITH THE TRUCKEE DONNER LAND TRUST 5:08:27

(Brian Yohn, Assistant Director of Risk Management and Real Property)

The Board of Directors considered approving an agreement with the Truckee Donner Land Trust to allow the Land Trust to construct a parking lot, bridge and trails on Tahoe Donner's Crabtree Canyon property. The construction is proposed to facilitate access to the Land Trust's Carpenter Valley property.

Director Jennings moved and Director Schwerdtfeger seconded to approve entering into an agreement with the Truckee Donner Land Trust to construct a parking lot, bridge and trails on Tahoe Donner's Crabtree Canyon property, while also delegating to the General Manager the authority to sign the final agreement on behalf of the Board. Motion passed: 5 – 0.

XIV. I. DISCUSSION/ACTION: MEMBER ENGAGEMENT TASK FORCE 5:29:48
(Jeff Connors, Board of Directors President)

The Board of Directors were given an update and considered approving the redraft of the presented Member Engagement Task Force charter from the regular board meeting on February 24, 2018.

Director Schwerdtfeger moved and Director Jennings seconded to approve Jennifer Jennings' draft with the removal of the first and second bullet under the formal communications paragraph. Motion passed: 3 – 2. (Directors Connors, Schwerdtfeger and Jennings votes yes, Directors Brooks and Bonzon voted no).

XV. J. DISCUSSION: GOVERNING DOCUMENTS UPDATE 5:57:00
(Brian Yohn, Assistant Director of Risk Management and Real Property)

The Board of Directors was provided with an update on the progress of the Governing Documents project.

XVI. K. DISCUSSION/ACTION: TAHOE DONNER ASSOCIATION EMPLOYEE SURVEY

(Tom Knill, Director of Human Resources)

This agenda item was deferred until the next regular board meeting on April 28, 2018.

XVII. L. COMMITTEE MANAGEMENT 6:10:05

1. Discussion: Committee Task Force Reports
(Committee Chairs)

- **Covenants Committee** – The Board of Directors was provided with the committee’s February 8, 2018 meeting minutes. A verbal report was also given.
 - o **ACTION: New Member – Vladimir Rivkin**
 - The Board of Directors considered approving Vladimir Rivkin as a new alternate member to the Covenants Committee.

Director Jennings moved and Director Schwerdtfeger seconded to reject the nomination of Vladimir Rivkin to be appointed as an alternate member to the Covenants Committee. Motion passed: 5 – 0.

- **Elections Committee** – The Board of Directors was provided with the committee’s March 6, 2018 meeting minutes. A verbal report was also given. Courtney Murrell resigned from the Elections Committee.
- **Architectural Standards Committee** – The Board of Directors was provided with a summary for February 2018. A verbal report was also given.
- **Tahoe Donner Giving Fund Committee** – The Board of Directors was provided with the committee’s March 6, 2018 meeting minutes.
 - o **ACTION: New Member – Barbara Ramsey**
 - The Board of Directors considered approving Barbara Ramsey as a new member to the Tahoe Donner Giving Fund Committee. Director Schwerdtfeger moved and Director Bonzon seconded to approve Barbara Ramsey as a new member to the Tahoe Donner Giving Fund Committee. Motion passed: 5 – 0.
- **Finance Committee** – The Board of Directors was provided with the committee’s March 15, 2018 meeting minutes.
- **General Plan Committee (GPC)** – The Board of Directors was provided with the committee’s March 5, 2018 meeting minutes.

2. Discussion: Special Task Force Reports
(Task Force Chairs)

- **ASO/ASC Task Force** – No report.
- **Equestrian Blue-Ribbon Panel Task Force** – The Board of Directors was provided with the task force’s March 14, 2018 update report.
- **Short-Term Rental/Amenity Access Task Force** – The Board of Directors was provided with the task force’s March 16, 2016 report. A verbal report was also given.

XVIII.

BREAK 4:35 P.M.

6:39:37

The Board of Directors reconvened at 4:43 p.m.

XIX. M. DISCUSSION: KEY PERFORMANCE INDICATORS REPORT

(Robb Etnyre, General Manager)

This agenda item was deferred until the next regular board meeting on April 28, 2018.

XX. N. DISCUSSION: ADAMS STIRLING LAW FIRM BOARD TRAINING

(Adams Stirling Law Firm)

Not
Recorded

The Board of Directors was given a presentation from Adams Stirling on Board training 101. *Due to proprietary reasons, this portion of the regular board meeting was not recorded or broadcasted, members were however welcomed to attend in person.*

XXI. EXECUTIVE SESSION (closed to members)

The Board of Directors adjourned to Executive Session at 7:10 p.m.

Director Jennings moved and Director Connors seconded to approve the board meeting moving into Executive Session. Motion passed: 5 – 0.

XXII. ADJOURNMENT

Director Jennings moved and Director Schwerdtfeger seconded to approve adjournment of the regular board meeting at 8:30 p.m. Motion passed: 5 – 0.

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 March 24, 2018 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Jennifer Jennings, Board of Directors Secretary

MINUTES
TAHOE DONNER ASSOCIATION
BOARD OF DIRECTORS SPECIAL MEETING

March 30, 2018
Northwoods Clubhouse
9:00 a.m.

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 Thursday, March 30, 2018. 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
Michael Salmon, Director of Finance and Accounting
Miguel Sloane, Director of Operations
Tom Knill, Director of Human Resources
Annie Rosenfeld, Director of Risk Management and Real Property
Miah Cottrell, Computer Network Manager
Jesse Strzok, Assistant Director of Operations
Megan Rodman, Executive Assistant

I. CALL TO ORDER/ 0:01:40

II. MEMBER & DIRECTOR COMMENTS 0:02:24

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

Member comments:

- Praise for the Tahoe Donner Insurance Coverage and Wildfire Readiness meeting on Wednesday, March 28, 2018.
- Requests for Fire Danger signs to be placed around Tahoe Donner Association

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

III. A. ACTION: TROUT CREEK REALLOCATION PROJECT 0:04:47
 (John Stubbs, Trout Creek Task Force Chair)

The Board of Directors reviewed the General Plan Committee and the Task Force recommendations for project scope and construction schedule for the upgrades and building expansion at Trout Creek Recreation Center.

IV. BREAK 10:40 A.M.

The Board of Directors reconvened at 10:50 a.m.

V. ACTION: TROUT CREEK REALLOCATION PROJECT (continued) 2:11:45
 (John Stubbs, Trout Creek Task Force Chair)

The Board of Directors further reviewed the General Plan Committee and the Task Force recommendations for project scope and construction schedule for the upgrades and building expansion at Trout Creek Recreation Center.

Director Jennings moved and Director Bonzon seconded to approve Option 1, Phases 1 and 2, the 670 sq. ft. addition, and the accessibility improvements detailed in the 2013 CASP report, with a budget not to exceed \$2.4 million from a combination of Replacement Reserve Funds (\$1,630,000) and Development Funds (\$770,000), during a multi-year, phased approach, designed to reduce member impact and preserve amenity access. Motion passed: 5 – 0.

VII. EXECUTIVE SESSION (closed to members) Not Recorded

Director Connors moved and Directors Brooks seconded to approve the Board meeting moving into Executive Session. Motion passed 5 – 0.

VII. ADJOURNMENT

Director Jennings moved and Director Connors seconded to approve adjournment of the regular board meeting at 4:45 p.m. Motion passed.

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 special meeting held on March 30, 2018 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Jennifer Jennings, Board of Directors Secretary

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