

**MINUTES**  
**TAHOE DONNER ASSOCIATION**  
**REGULAR BOARD OF DIRECTORS MEETING**

**July 21, 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 Saturday, July 21, 2018. President Jennings 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:** Jennifer Jennings, President  
Jeff Schwerdtfeger, Vice President (via conference call)  
Jeff Connors, Treasurer  
Don Koenes, 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  
Annie Rosenfeld, Director of Risk Management & Real Property  
Miguel Sloane, Director of Operations  
Miah Cottrell, Computer Network Manager  
Lee Gray, Recording Secretary

1. **CALL TO ORDER** 0:03:31  
Part 1
2. **ACTION: APPROVAL OF MINUTES & BOARD REGULAR MEETING** 0:04:39  
**SCHEDULE 2018 – 2019** Part 1  
(Jennifer Jennings, Board President and Don Koenes, Board Secretary)

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

- June 22, 2018 Regular Meeting Minutes
- June 24, 2018 Organizational Meeting Minutes

- June 26, 2018 Special Meeting Minutes
- Board Meeting Schedule 2018 – 2019

Director Connors moved and Director Schwerdtfeger seconded to approve the June 22, 2018 regular meeting minutes as presented. Motion passed: 4 – 0. (Director Koenes abstained).

Director Brooks motioned to amend the minutes; motion failed to receive a second. Director Connors moved and Director Schwerdtfeger seconded to approve the June 24, 2018 organizational meeting minutes as presented. Motion passed: 5 – 0.

Director Connors moved and Director Jennings seconded to approve the June 26, 2018 special meeting minutes as presented. Motion passed: 4 – 0. (Director Brooks abstained).

By consensus, the Board of Directors decided to postpone approving the presented Board Meeting Schedule for 2018 – 2019.

3. **DISCUSSION: EXECUTIVE SESSION REPORT** 0:12:55  
 (Jennifer Jennings, Board of Directors President) Part 1

Director Jennings reported that, in the June 22, 2018 Executive Session, the Board of Directors discussed property claims against Tahoe Donner and issues related to delinquent assessments and fines. No action was taken.

4. **ACTION: APPOINTMENT OF DIRECTORS TO THE HUMAN RESOURCES COMMITTEE** 0:13:39  
 (Jennifer Jennings, Board of Directors President) Part 1

The Board will consider appointing two directors to the Human Resources Committee.

Director Jennings moved and Director Schwerdtfeger seconded to approve Director Koenes to be appointed to the Human Resources Committee. Motion passed: 5 – 0.

5. **MEMBER & DIRECTOR COMMENTS** 0:15:50  
 Part 1

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

Member Comments:

- Concerns about wood burning, specifically fire pits, in Tahoe Donner

Director Comments:

- ADA (deferred to Executive Session)
- Homeowner amenities usage stats
- Member opt-in email list for use by Board candidates;
- Value of committees and task forces
- Fire safety, including posting of fire danger signage

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).

6. **ACTION: TROUT CREEK RECREATION CENTER REMODEL PROJECT** 0:23:48  
(Forrest Huisman, Director of Capital Projects) Part 1

The Board of Directors considered approving the next steps in the Trout Creek Recreation Center remodel project.

Director Connors moved and Director Koenes seconded to approve proceeding with Building Permit application and to obtain bids from three qualified General Contractors. Final award of construction contract and issuance of the Building Permit remains contingent upon forthcoming Board review and approvals. Motion passed: 5 – 0.

7. **ACTION: 2018 RESERVE REPLACEMENT ITEMS REVIEW** 0:38:12  
(Forrest Huisman, Director of Capital Projects) Part 1

The Board of Directors reviewed and considered approving the below 2018 Reserve Replacement items:

- Trout Creek Recreation Center Pool Resurfacing Phase II

Director Brooks moved and Director Connors seconded to approve option 1 of the decision paper as presented – to approve Burkett’s pool Plastering Inc. to perform the necessary repairs for Phase II in the Fall of 2018 with a budget not to exceed \$292,445, utilizing Replacement Reserve Capital Funds. Motion passed: 5 – 0.

- Downhill Ski Area Groomer Replacement

Director Koenes moved and Director Brooks seconded to approve option 1 of the decision paper as presented –to purchase a new snowcat for the Downhill Ski Resort fleet – current budget \$397,450. Motion passed: 4 – 1. (Director Connors voted no).

- Cross Country Center Groomer Replacement

Director Jennings moved and Director Koenes seconded to approve option 1 of the decision paper as presented – to purchase a new small snowcat to add to the XC fleet so there would be a total of four machines with the oldest, the Prinoth 350 #114, to be used as a backup – current budget \$373,852. Motion passed: 3 – 2. (Directors Connors and Schwerdtfeger voted no).

8. **KEY PERFORMANCE INDICATOR REPORT** 0:06:27  
(Robb Etnyre, General Manager) Part 2

The Board of Directors were given an update on Association operations.

**Action: 2018 Quarterly Financials & Replacement Reserve Projects**  
(Mike Salmon, Director of Finance & Accounting & Forrest Huisman,

Director of Capital Projects)

The Board of Directors were given an update on the Association's quarterly financials including an updated forecast of Replacement Reserve projects for 2018.

Director Connors moved and Director Koenes seconded to approve the unaudited 2018 June financials as presented. Motion passed: 5 – 0.

**Discussion: Emergency Preparedness Plan**

(Annie Rosenfeld, Director of Risk Management & Real Property)

The Board were updated on the current status of the Association and Local Government Emergency Preparedness Plans.

**9. ACTION: CONSENT CALENDAR 0:39:16  
Part 2**

All items listed under the Consent Calendar are considered to be routine and were approved by one motion.

- 2018 Election Results
- Social Media Report

Director Jennings moved and Director Connors seconded to approve the 2018 Election Results as presented. Motion passed: 5 – 0.

**10. COMMITTEE / TASK FORCE REPORTS 0:40:45  
(Committee Chairs) Part 2**

The Board of Directors reviewed the Committee / Task Force written minutes and reports as a routine monthly procedure. An update from the Member Engagement Committee, the Finance Committee and the Tahoe Donner Giving Fund Committee were provided.

**11. ACTION: NEW MEMBER CLUB – DUAL SPORT RIDERS 0:49:31  
(David O'Dell, Homeowner) Part 2**

Club contact person absent; deferred to future agenda.

**12. BREAK 11:00 A.M. 0:50:04  
Part 2**

The Board of Directors reconvened at 11:10 a.m.

**13. DISCUSSION: BOARD AND COMMITTEE CODE OF CONDUCT 1:02:35  
(Curtis C. Sproul, Sproul Trost LLP) Part 2**

The Board of Directors discussed updating the existing Director Code of Conduct and creating a Committee / Task Force Code of Conduct.

Regarding creating a Code of Conduct for Committees and Task Forces, the Board reached consensus to draft Guiding Principles for Committee Members in lieu of a formal Code with Director Koenes to lead the effort.

Regarding updating the existing Director Code of Conduct, the Board reached consensus to not consider revisions to the existing Director Code of Conduct and to consider such revisions in the context of the governing document updates.

14. **WORKING LUNCH WITH THE MEMBERSHIP 12:00 P.M.** 1:57:58  
Part 2

All members were invited to join the Board of Directors for lunch provided by Pizza on the Hill. The Board Meeting resumed promptly at 12:30 p.m. to agenda item 15 – Board Training.

15. **DISCUSSION: BOARD TRAINING** 2:26:20  
(Curtis C. Sproul, Sproul Trost LLP) Part 2

The Board of Directors were provided with board training on updates to the Davis-Stirling Common Interest Development Act and Corporations Code from Curtis C. Sproul, Sproul Trost LLP.

16. **BREAK 2:10 P.M.** 3:59:14  
Part 2

The Board of Directors reconvened at 2:15 p.m.

17. **DISCUSSION: DEVELOPMENT OF STRATEGIC GOALS AND 2019 BUDGET CYCLE PROCESS** 4:06:29  
(Robb Etnyre, General Manager) Part 2

The Board of Directors discussed strategic goals and the 2019 budget cycle process.

18. **EXECUTIVE SESSION (closed to members)** 5:08:59  
Part 2

The Board of Directors adjourned to Executive Session at 3:18 p.m.

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

19. **ACTION: CONTRACT – TROUT CREEK RECREATION CENTER POOL RESURFACING** Not Recorded  
(Don Koenes, Board Secretary)

*This item was discussed and approved earlier in the board meeting at Agenda Item 6 – Trout Creek Recreation Center Remodel Project.*

20. **ADJOURNMENT** Not Recorded

The Board did not reconvene into open session.

Submitted by:

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Don Koenes, Board of Directors Secretary

### **SECRETARY'S CERTIFICATE**

I, Don Koenes, 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 July 21, 2018 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

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Don Koenes, Board of Directors Secretary

### **POTENTIAL FUTURE BOARD MEETING AGENDA ITEMS**

- Moving standing Board meetings from the 3<sup>rd</sup> to 4<sup>th</sup> Saturday, monthly, with exceptions for holidays
- Woodburning firepits
- New Member Club – Dual Sport Riders
- Guiding Principles for Committee Members
- Bylaws Revisions / Director Code of Conduct
- Committees & Task Forces as work groups balanced with open meeting expectations / committee charters