

MINUTES

TAHOE DONNER ASSOCIATION
BOARD OF DIRECTORS SPECIAL MEETING

August 24, 2018
Northwoods Clubhouse
10:00 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 Friday, August 24, 2018. President Jennings called the meeting to order at 10:03 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 and Member Relations
 Tom Knill, Director of Human Resources
 Mike Peters, Director of Food and Beverage
 Michael Salmon, Director of Financing and Accounting
 Miguel Sloane, Director of Operations
 Miah Cottrell, Computer Network Manager
 Megan Rodman, Executive Assistant and Recording Secretary

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| 1. | <u>CALL TO ORDER</u> | 0:04:40
Part 1 |
| 2. | <u>MEMBER & DIRECTOR COMMENTS</u> | 0:05:59
Part 1 |
- Board President Jennings, invited brief member and director comments on items that are not on the agenda.

Member Comments: none

Director Comments: none

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).

3. **ACTION: COMMITTEE APPOINTMENTS** 0:07:32
(Jennifer Jennings, Board President) Part 1

The Board of Directors considered approving new members to the Finance and Tahoe Donner Giving Fund Committees.

Director Jennings moved and Director Connors seconded to approve Jennifer Jordan as a new alternate member to the Tahoe Donner Giving Fund Committee. Motion passed: 5 – 0.

Director Koenes moved and Director Connors seconded to approve Cathy Ravano as a new regular member to the Finance Committee. Motion passed: 5 – 0.

Director Connors moved and Director Schwerdtfeger seconded to approve Charles Wu as a new alternate member to the Finance Committee. Motion passed: 3 – 0. (Directors Koenes and Brooks abstained).

4. **ACTION: GUIDING PRINCIPLES OF CONDUCT FOR COMMITTEES AND TASK FORCES** 0:29:36
(Don Koenes, Board Secretary) Part 1

The Board of Directors considered a draft Guiding Principles of Conduct for Committees and Task Forces of the Board of Directors. The action under consideration was to authorize sending the draft to Committees and Task Forces for their review and comment prior to formal adoption at a future Board meeting.

Director Schwerdtfeger moved and Director Connors seconded to approve sending the draft Guiding Principles of Conduct to both the Committees and Task Forces with the addition of a provision that Committee and Task Force members consider the overall best interest of the Association. Motion passed: 5 – 0.

5. **ACTION: COVENANTS PRIVATE PROPERTY RULES AMENDMENTS** 0:35:57
(Robb Etnyre, General Manager) Part 1

The Board of Directors considered modifying, adopting or rejecting the proposed rules governing all property in Tahoe Donner (addressing noise, light pollution and business activity). Any significant proposed modification by the Board will trigger a new 45-day member comment period.

6. **ACTION: COVENANTS PRIVATE PROPERTY RULES AMENDMENTS** 0:01:02
(continued) Part 2
(Robb Etnyre, General Manager)

Following discussion, the Board acted on each component separately.

Noise: Director Koenes moved and Director Jennings seconded to accept the Noise Rule as presented. Motion passed 4-0, Director Schwerdtfeger absent.

Light Pollution: the proposed rule was clarified to read, “All exterior lights must be turned off between the hours of 10:00 p.m. and 7:00 a.m., seven days a week that are no longer needed for safety or other outdoor use to the extent that such other outdoor use is not an unreasonable annoyance or nuisance to neighbors. Motion detector lights may remain energized. Exterior light fixture standards are established and shall be enforced by the Architectural Standards Committee.” Director Jennings moved and Director Connors seconded acceptance of the rule as restated. Motion passed 4-0, Director Schwerdtfeger absent.

Business Activities: the proposed rule was modified to (1) strike the words “renting or leasing: that had been proposed to be added to the existing rule, and (2) modify the proposed addition to the existing rule, for clarity, to read, “...other than residential use. Such prohibition includes...” Director Jennings moved and Director Connors seconded to accept the Business Activities rule as restated. Motion passed 4-0, Director Schwerdtfeger absent.

The Board determined by consensus that the modifications approved only clarified or reduced the scope of the rules proposed in the original 45-day notice and comment period, so no further posting for notice or comment is required.

The Board considered a preamble consisting of “Whereas” statements outlining the Board’s authority to adopt these rules. Director Jennings moved and Director Connors seconded the acceptance of the preamble statements as discussed. Motion passed 4-0, Director Schwerdtfeger absent.

The Board acted to adopt the above rules and preamble statements as a single document, attached to these minutes. Director Jennings moved and Director Connors seconded to adopt the consolidated rules. Motion passed 4-0, Director Schwerdtfeger absent.

7. **LUNCH WITH THE MEMBERSHIP 12:25 P.M.** 1:28:36
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 1:00 p.m. to agenda item 7 – 2019 Budget Workshop.

8. **DISCUSSION: 2019 BUDGET WORKSHOP** 2:07:43
(Michael Salmon, Director of Finance & Accounting) Part 2

The Board of Directors discussed the following items during the 2019 Budget Workshop:

- 2018 Current financial structure/budget and current year financial performance to date
- 2019 Strategic Planning Guidance including Transfer from Operating Fund Members Equity
- 2019 Allocated Overhead Draft

- 2019 Pricing Strategies Draft
- 2019 Key Board Drivers with Financial Impacts for 2019

Director Schwerdtfeger rejoined the meeting during the above discussion.

9. EXECUTIVE SESSION (closed to members)

Not
Recorded

The Board of Directors adjourned to Executive Session at 4:45 p.m.

Director Schwerdtfeger moved and Director Koenes seconded to approve the board meeting moving into Executive Session. Motion passed: Motion passed: 5 – 0. (Director Schwerdtfeger absent).

10. ADJOURNMENT

Not
Recorded

Director Brooks moved and Director Koene seconded to approve adjournment of the regular board meeting at 6:05 p.m. Motion passed: 5– 0.

Submitted by:

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

Don Koenes, Board of Directors Secretary