

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

December 15, 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, December 15, 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 Connors, Treasurer
Don Koenes, Secretary
Darius Brooks, Director
Michael Fajans, Director (seated upon election, at conclusion of item 4)

Directors Absent: none

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

1. **CALL TO ORDER** 0:09:38

2. **MEMBER & DIRECTOR COMMENTS** 0:10:15

Board President Jennings 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).

3. **ACTION: CONSENT CALENDAR** 0:10:38
(Board of Directors)

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

- November 17, 2018 Regular Meeting Minutes
- Executive Session Report for November 17, 2018
- Executive Session Report for December 14, 2018
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Director Koenes moved and Director Brooks seconded to approve the consent calendar items as presented. Motion passed: 4 – 0.

4. **ACTION: APPROVAL OF MEMBER TO FILL DIRECTOR VACANCY** 0:11:26
(Board of Directors)

The Board of Directors reviewed and discussed member applications for the director vacancy and considered approving one of those members to fill the vacancy.

1st Round – 2-2 vote.

2nd Round – 2-2 vote.

3rd Round – 2-2 vote.

Director Brooks made a motion to flip a coin to break the 2-2 vote of the Board in choosing an applicant to fill the director vacancy. This motion was not seconded.

Director Jennings moved and Director Brooks seconded to cut the live broadcast so that there are no recordings of the discussion, give people the option to leave the room and to then discuss each candidate that applied for the director vacancy in open session. Motion passed: 4 – 0.

Director Jennings moved and Director Brooks seconded to resume recording of the board meeting at 10:04 a.m. Motion passed: 4 – 0.

Director Jennings moved and Director Koenes seconded to approve Michael Fajans to fill the Director vacancy until the next election cycle in June 2019. Motion passed: 3 – 1. (Director Connors voted no).

5. **BREAK 10:10 A.M.** Not Recorded

The Board of Directors reconvened at 10:23 a.m. Michael Fajans joined the meeting as a Director.

6. **COMMITTEE / TASK FORCE REPORTS** 1:04:41
(Committee/Task Force Chairs)

The Board of Directors reviewed the Committee / Task Force written minutes and reports as a routine monthly procedure. A verbal report was given by Michael Sullivan, Chair of the General Plan Committee and Richard Gander, Chair of the Tahoe Donner Giving Fund Committee.

7. **ACTION: COMMITTEE APPOINTMENTS**

1:15:05

(Board of Directors)

The Board of Directors discussed the upcoming committee appointment process. The Board discussed taking action on an application form for members to use in seeking committee appointments and reappointments.

Director Jennings moved and Director Brooks seconded to approve the reappointments of Rod Whitten (regular), Nick Sonder (regular) and David Hipkins (alternate) and the initial appointment of Tom Gray (alternate) to the Architectural Standards Committee as presented in the decision paper. Motion passed: 5 – 0.

Director Connors moved and Director Brooks seconded to approve the reappointment of Karoly Gander (regular) and the initial appointment Nan Carnal (alternate) to the Elections Committee as presented in the decision paper. Motion passed: 5 – 0.

Director Jennings moved and Director Connors seconded to approve the initial appointment of Jeff Shelito (regular) to the General Plan Committee as presented in the decision paper. Motion passed: 5 – 0. No action was taken on the reappointment of existing members with expiring terms.

Director Jennings moved and Director Connors seconded to approve the reappointments of Dick Gander (regular) and Suzanne Sullivan (regular) to the Tahoe Donner Giving Fund Committee as presented in the decision paper. Motion passed: 5 – 0.

Director Jennings moved and Director Connors seconded to approve the initial appointment of James Stark (alternate) to the Member Engagement Committee as presented in the decision paper. Motion passed: 5 – 0.

Director Fajans moved and Director Brooks seconded to approve the reappoint Michael Eyton-Lloyd as a regular member, reappoint Marty Anderson as an alternate member and appoint Jeff Bonzon as a regular member, Motion passed: 4 – 1. (Director Connors voted no).

Director Jennings moved and Director Brooks seconded to approve the reappointments of the Covenants Committee as presented in the decision paper. Motion passed: 5 – 0.

There was a consensus of the Board to address potential changes to committee charters specific to the number of members on various committees at a special meeting in early January 2019, with further consideration of committee charter amendments to be considered at a future date with a review of all charters.

8. **DISCUSSION: PROPOSED 2019 COMMITTEES ACTIVITIES**

1:50:03

(Board of Directors)

The Board of Directors reviewed each committee's proposed 2019 goals.

9. **ACTION: PROPOSED 2019 ARCHITECTURAL STANDARDS FEES AND FINES SCHEDULE** 2:12:09
 (Rod Whitten, Architectural Standards Chair)
- The Board of Directors discussed and considered approving the proposed changes to the 2019 Architectural Standards Fee and Fines Schedule to go out for 45-day member comments.
- This item will be brought back before the Board at the proposed special board meeting in early January 2019.
10. **ACTION: PROPOSED 2019 COVENANTS FINE SCHEDULE** 2:31:46
 (Fred Zapponi, Covenants Chair)
- The Board of Directors discussed and considered approving the proposed changes to the 2019 Covenants Fine Schedule to go out for 45-day member comments.
- Director Brooks moved and Director Koenes seconded to approve going out for 45-day notice on the 2019 Covenants Fine Schedule as proposed with the following change:
- Accurately reflect the doubling of fines thereafter on subsequent violations within 12 month period following a prior violation.
- Motion passed: 5 – 0.
11. **LUNCH WITH THE MEMBERSHIP 12:25 P.M.** 3:00:12
- All members were invited to join the Board of Directors for lunch provided by Pizza on the Hill. The Board Meeting resumed promptly at 12:55 p.m. to Agenda item 12 – Tahoe Donner Amenity Access Policy.
12. **DISCUSSION: TAHOE DONNER AMENITY ACCESS POLICY** 3:02:52
 (Robb Etnyre, General Manager)
- The Board of Directors reviewed the association amenity access policy, amenity usage by different user groups and information technology improvements that might provide the Association with better user data.
13. **DISCUSSION: 2019 BOARD TASK CALENDAR AND PRIORITIES** 3:42:59
 (Board of Directors)
- The Board of Directors discussed a draft calendar of tasks and the priority issues it wants to address going into 2019.
14. **DISCUSSION: EQUESTRIAN TASK FORCE FINAL REPORT** 4:14:15
 (Nan Meeks, Equestrian Task Force Chair)
- The Board of Directors were given a final report from the Equestrian Blue-Ribbon Panel Task Force.
15. **BREAK 2:54 P.M.** 4:58:14
- The Board of Directors reconvened at 10:23 a.m.

16. **DISCUSSION: FINANCE COMMITTEE REPORT ON TAHOE DONNER FISCAL YEAR** 5:03:54
(Art King, Finance Committee Chair)

The Finance Committee gave a report on whether Tahoe Donner should modify its fiscal year. By consensus, the Board accepted the Committee's recommendation to leave the fiscal year as is.

17. **ACTION: CALIFORNIA ASSEMBLY BILL 2912 RESOLUTIONS** 5:11:58
(Michael Salmon, Director of Finance & Accounting)

The Board of Directors discussed AB 2912 which is effective January 1, 2019. The Board then considered approving two resolutions – Resolution 2018-8 Board Review of Monthly Financial Records in Accordance with CA Civil Code Sections 5500/5501 and Resolution 2018-9 Board Authorization of Transfer of Funds for 2019.

Director Jennings moved and Director Fajans seconded to approve Resolution 2018-8 as presented. Motion passed: 5 – 0.

Director Connors moved and Director Jennings seconded to approve Resolution 2018-9 with the addition of listing exactly where third-party funds are being paid. Motion passed: 5 – 0.

18. **DISCUSSION: KEY PERFORMANCE INDICATOR REPORT** 5:37:00
(Robb Etnyre, General Manager)

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

Discussion: Short-Term Rental Rollout Process

(Annie Rosenfeld, Director of Risk and Real Property)

The Board of Directors were briefed on the detailed rollout process for the Short-Term Rental Rules.

Discussion: Association Wide Member Survey

(Christina Schwartz, Director of Marketing and Member Relations)

The Board of Directors were briefed on a draft association wide member survey to obtain further board survey refinement guidance. The Board also reviewed the Association's use of Flash Vote.

Discussion: Preliminary briefing on unaudited 2018 November Financials

(Mike Salmon, Director of Finance & Accounting)

The Board of Directors were provided with a preliminary briefing on the unaudited financial results for November 2018.

Action: Unaudited 2018 October Financials

(Mike Salmon, Director of Finance & Accounting)

The Board of Directors were provided with and considered approving the unaudited financial results for October 2018.

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

Discussion: Emergency Preparedness

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

The Board of Directors were provided with an update on the Association and Town of Truckee’s emergency preparedness plans.

Discussion: Trout Creek Expansion Project Report

(Forrest Huisman, Director of Capital Projects)

The Board of Directors were provided with an update on the Trout Creek expansion project.

19. EXECUTIVE SESSION (closed to members)

6:42:19

The Board of Directors adjourned to Executive Session at 4:38 p.m.

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

Director Jennigs moved and Director Koenes seconded to move back in to Open Session at 6:34 p.m. Motion passed: 4 – 0. (Director Brooks absent).

20. ACTION: 2018 AUDIT AND TAX SERVICES CONTRACT AWARD

Not
Recorded

(Michael Salmon, Director of Finance & Accounting)

The Board of Directors discussed and considered approving a contract award for 2018 Audit and Tax Services.

Director Connors moved and Director Koenes seconded to retain Gilbert & Associates for the 2018 Audit and Tax Services contract and to engage in a process for choosing a firm for audit and advisory services for 2019. Motion passed: 4 – 0. (Director Brooks absent).

Director Jennings moved and Director Fajans seconded to authorize Duggan Law to formally engage with Curtis Sproul regarding ADA improvements. Motion passed: 4 – 0. (Director Brooks absent).

21. EXECUTIVE SESSION (closed to members)

Not
Recorded

The Board of Directors adjourned to Executive Session at 6:37 p.m.

Director Jennings moved and Director Koenes seconded to approve the board meeting moving back into Executive Session at 6:37 p.m. Motion passed: 4 – 0. (Director Brooks absent).

22. **ADJOURNMENT**

Not
Recorded

Director Koenes moved and Director Jennings seconded to approve adjournment of the regular board meeting at 8:04 pm. Motion passed: 4-0 (Director Brooks absent).

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 regular meeting held on December 15, 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

Items identified in the course of this meeting for future agendas:

- Policy for filling vacant positions based on prior election results
- Liaison appointment to Architectural Standards Committee
- Covenants Committee charter amendments including number of members, applicant meeting attendance and or subcommittees
- General Plan Committee membership renewal applications (inadvertently skipped this meeting)
- Finance Committee charter amendments including committee composition
- Lobbying efforts for relief on AB2912 as an audited HOA
- Cascading strategy for surveying for the whole year (management to present recommendation / plan)