

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

February 23, 2019
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, February 23, 2019. 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
Don Koenes, Vice President
Jeff Connors, Treasurer
Michael Fajans, Secretary
Suzy Knisley, Director (via conference call)

Directors Absent: none

Staff Present: Robb Etnyre, General Manager
Tom Knill, Director of Human Resources
Michael Salmon, Director of Financing and Accounting
Annie Rosenfeld, Director of Risk and Real Property
Miguel Sloane, Director of Operations
Miah Cottrell, Computer Network Manager
Felicia Bateman, Recording Secretary

1. **CALL TO ORDER** 0:11:53
2. **MEMBER & DIRECTOR COMMENTS** 0:12:40

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

Director comments were made regarding:

- Amending the rule so that all members have to respond to noxious activity complaints in 45 minutes, not just registered members who short-term rent their home
- Staff was asked to consider a “community” dumpster for members to use to dispose of green waste (as an alternative to the green cans which are not an ideal solution for part-time residents).

Member comments were made regarding:

- Member does not understand the STR agreement that he is being asked to sign
- A MEC member asked the Board to approve the committees proposed tasks for the upcoming member elections

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
(Board of Directors)

0:24:50

Items listed under the Consent Calendar are considered to be routine and were acted on as follows:

- December 15, 2018 Regular Meeting Minutes
- January 9, 2019 Special Meeting Minutes
- Executive Session Report for January 26, 2019
- Convert Jim Stark from an alternate member to a full member of the Member Engagement Committee
- Transfer of \$20,000 from Tahoe Donner Giving Fund's General Fund to the Scholarship Fund

Director Jennings moved and Director Connors seconded to approve the Consent Calendar items as presented. Motion passed: 5 – 0.

The following Consent Calendar items were voted upon individually:

- January 26, 2019 Regular Meeting Minutes

Director Jennings moved and Director Connors seconded to approve the January 26, 2019 regular meeting minutes with the proposed amendments to agenda item 18, number 3 – to charge the GPC to augment the resources on the golf subcommittee as needed to conduct a study similar to that conducted by the Blue-Ribbon Equestrian Task Force and to agenda item 9 – to reflect that the Board asked that RFPs for the Inspector of Election and Accountancy Firm be used ahead of the next election cycle. Motion passed: 5 – 0.

- 2019/2020 Spring/Winter Ski Pass Rates for Downhill and Cross Country

Director Connors moved and Director Fajans seconded to approve the 2019/2020 Spring/Winter Pass Rates for Downhill and Cross Country with future consideration of potential changes for senior, public users. Motion passed: 5 – 0.

- Purchase of Forestry Chipper and Truck

Director Fajans moved and Director Koenes moved to approve the purchase of a Forestry Chipper and Truck. Motion passed: 5 – 0.

- Appointment of Laura Lindgren and John Maciejewski as members of the General Plan Committee

Director Jennings moved and Director Connors seconded to approve Laura Lindgren and John Maciejewski as members of the General Plan Committee. Motion passed: 5 – 0.

4. **COMMITTEE / TASK FORCE REPORTS** 0:46:57
(Committee/Task Force Chairs)

The Board of Directors reviewed the Committee / Task Force written minutes and reports as a routine monthly procedure.

5. **DISCUSSION: HUMAN RESOURCES COMMITTEE CHARTER AMENDMENTS** 0:47:27
(Board of Directors)

The Board of Directors discussed amendments to broaden the Board Committee’s duties. There was no consensus and further discussion will be held at the March meeting.

6. **ACTION: FINANCE COMMITTEE – MEMBERSHIP AND SUBCOMMITTEE** 1:04:30
(Board of Directors)

The Board of Directors considered to do the following:

- Amend the Finance Committee charter to increase the number of members of the Committee
- Make new appointments to the Finance Committee
- Amend the Finance Committee charter to allow for creation of subcommittees
- Direct the Finance Committee to create an investment subcommittee

Following discussion on the merits of adding two or four members to the Finance Committee, Director Koenes moved and Director Fajans seconded to amend the Finance Committee charter to increase the number of members of the Committee by 2 to 12. Motion passed: 3-2. Director Jennings and Connors voted no.

Director Connors moved and Director Jennings seconded to approve moving Charles Wu from an alternate member to a regular member of the Finance Committee. Motion failed: 2 – 3. Directors Fajans, Koenes and Knisley voted no.

Director Koenes moved and Director Connors seconded to approve moving Marty Anderson from an alternative member to a regular member of the Finance Committee. Motion passed: 5 – 0.

Director Connors moved and Director Koenes seconded to approve Ed Melia as a regular member of the Finance Committee. Motion passed: 5 – 0.

Director Koenes moved and Director Fajans seconded to approve Steve Mahoney as an alternate member of the Finance Committee. Motion passed: 5 – 0.

Director Connors moved and Director Koenes seconded to approve Charles Wu as a regular member of the Finance Committee. Motion passed: 5 – 0.

Director Jennings moved and Director Fajans seconded to table the action of directing the Finance Committee to create an investment subcommittee at this time. Motion passed: 5 – 0.

7. **ACTION: 45-DAY NOTICE – RULES OF FIRE SAFETY** 1:37:53
(Annie Rosenfeld, Director of Risk Management and Real Property)

The Board of Directors discussed and considered approving going out to 45-day notice on permanent rules of fire safety.

Director Jennings moved and Director Fajans seconded to table the discussion of going out to 45-day member comment on the proposed new rule and fines relating to fire safety, pending action on similar rules by the Truckee Fire Protection District. Motion passed: 5 – 0.

8. **DISCUSSION: MEMBER COMMENT – PROPOSED 2019 ARCHITECTURAL STANDARDS FEE AND FINE SCHEUDLE** 1:42:35
(Annie Rosenfeld, Director of Risk Management and Real Property)

The Board of Directors invited member comments on the proposed changes to the Architectural Standards Fee and Fine Schedule that was approved for 45-day member comment at the special board meeting on January 9, 2019. There were no member comments and no action was taken.

9. **BREAK AT 10:35 A.M.** 1:43:29

The Board meeting resumed at 10:45 a.m.

10. **ACTION: 2019 ELECTION PROCEDURES AND VOTING RECORD DATE** 1:53:05
(Bette Rohrback, Elections Committee Chair)

The Board of Directors reviewed and considered approving the 2019 Election Procedures and setting the voting record date as May 1, 2019.

Director Jennings moved and Director Fajans seconded to approve May 1, 2019 as the voting record date. Motion passed: 5 – 0.

Director Fajans moved and Director Koenes seconded to approve the 2019 Election Procedures as presented. Motion passed: 5 – 0.

11. **ACTION: MEMBER ENGAGEMENT COMMITTEE’S ROLE OF ENGAGEMENT IN THE 2019 MEMBER ELECTIONS** 2:06:46
(Board of Directors)

The Board of Directors discussed and considered approving the Member Engagement Committee’s tasks for the two upcoming member elections (Director and Covenants update).

Director Knisley moved and Director Koenes seconded to thank the MEC for their work thus far, but to have no further involvement in the upcoming Board Director Election. Motion passed: 3 – 2. Director Connors and Jennings voted no.

Director Connors resigned from the being a liaison to the Member Engagement Committee.

12. **ACTION: MEMBER ENGAGEMENT COMMITTEE CHARTER AMENDMENTS** 2:44:05
(Board of Directors)

The Board of Directors considered approving Member Engagement Committee (MEC) charter amendments to (1) add a second Board liaison and (2) authorize the two liaisons to approve MEC communications.

The Board of Directors agreed by consensus to not amend the Member Engagement Committee Charter.

Director Jennings moved and Director Fajans seconded to approve tabling this discussion. Motion passed: 4 – 1. Director Connors abstained.

13. **DISCUSSION: REVIEW PRELIMINARY DRAFT GOVERNING DOCUMENTS UPDATE** 2:48:20
(Annie Rosenfeld, Director of Risk Management and Real Property)

The Board of Directors was updated on the current status of the current Association governing documents update project and agreed to hold a Special Board Meeting to review the latest draft in detail.

14. **LUNCH WITH THE MEMBERSHIP 11:58 A.M.** 3:05:29

All members were invited for lunch provided by Pizza on the Hill. The Board Meeting resumed promptly at 12:40 p.m. to Agenda item 15 – Capital Projects Status Priorities.

15. **DISCUSSION: CAPITAL PROJECT STATUS PRIORITIES** 3:47:16
(Board of Directors)

The Board of Directors discussed priorities for capital projects. A board member suggested consideration of changing the inflation factor in the forecasts from 2% to 4%.

16. **ACTION: SHORT-TERM RENTALS** 4:06:37
(Annie Rosenfeld, Director of Risk Management and Real Property)

Staff briefed the Board on the status of the Short-Term Rental Program. To date, fewer than 50% of STRs in Tahoe Donner have registered with the Association. There was discussion regarding options for receiving the list of all TD STRs from the Town.

Director Jennings moved and Director Connors seconded to approve a letter of support from the TDA Board to encourage the Town of Truckee to adopt Short Term Rental Rules.

Director Jennings moved and Director Koenes seconded to approve Director Jennings to submit a Public Records Act request to the Town of Truckee to obtain a list of members who pay Town of Truckee Transient and Occupancy Tax in Tahoe Donner. Motion passed: 5-0.

17. **ACTION: RECONSIDERATION OF THE BOARD’S APPROVAL OF A ROOF OVER THE STAIRWAY IN BETWEEN PARKING LOTS AT THE LODGE RESTAURANT AND PUB** 4:44:51
(Board of Directors)

The Board of Directors reconsidered its January 26, 2019 decision to approve a roof over the heated stairway between parking lots at the Lodge Restaurant and Pub.

Director Koenes moved and Director Fajans seconded to rescind the prior action and to evaluate other heated ground alternatives between parking lots and to the entrance to the Lodge Restaurant and Pub. Motion passed: 5 – 0.

18. **ACTION: CAPITAL PROJECTS** 4:59:10
(Forrest Huisman, Director of Capital Projects)

The Board of Directors discussed and considered approving the following:

1. Grade Mile Run

- The Board of Directors discussed and considered approval to start engineering drawings for agency approvals in 2019 and construction for this project during summer of 2020.

Director Fajans moved and Director Knisley seconded to approve the following:

- Using allocated funds for Mile Run improvements in 2019 and 2020;
- Proceeding with engineering efforts for regrading Mile Run in three locations;
- Proceeding with agency approvals as required for further Board consideration and approval, and prior to estimated construction efforts during summer months of 2019 and 2020. Engineering and permitting efforts should not exceed \$50k from the allocated \$250k development fund budget.

Motion passed: 5 – 0.

2. Expand Downhill Snowmaking

- The Board of Directors considered approval to spend soft costs and obtain agency clearances to expand snowmaking capabilities at Downhill.

Director Knisley moved and Director Koenes seconded to approve using allocated development funds for snowmaking improvements in 2019, and to proceed with Pure Flow Mechanics, for engineering updates and additions to their existing snowmaking plans and documents, with a budget not to exceed \$20k from the allocated \$600k development fund budget. Motion passed: 4 – 1. Director Connors voted no.

3. Snowmaking at Snowplay and the Cross Country Center

- The Board of Directors considered approval to spend soft costs and obtain agency clearances to have snowmaking capabilities at Snowplay and the Cross Country Center.

Director Connors moved and Director Jennings seconded to approve to proceed with Pure Flow Mechanics, for engineering of necessary snowmaking plans and documents, with budget not to exceed \$15k from the allocated \$100k development fund budget, providing that a revenue analysis on Snowplay be presented to the Board. Motion passed: 5 – 0.

Director Knisley moved and Director Connors seconded to approve to proceed with Pure Flow Mechanic, for engineering of necessary snowmaking plans and documents, with a budget not to exceed \$35k from the allocated \$100k development fund budget, providing that a revenue analysis for the Cross Country area be prepared. Motion passed: 5 – 0.

19. **ACTION: LODGE / BANQUET ACCOUNTING** 5:39:02
(Board of Directors)

The Board of Directors discussed and considered whether to direct staff to distinguish between Lodge and tent Banquet revenue.

Director Koenes moved and Director Knisley seconded to approve a semi annually review of the tent season versus the non-tent season regarding revenue. Motion passed: 4 – 1
Director Connors voted no.

20. **DISCUSSION: KEY PERFORMANCE INDICATOR REPORT** 5:56:00
(Robb Etnyre, General Manager)

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

Action: Association Wide Member Survey
(Robb Etnyre, General Manager)

The Board of Directors considered approving the final draft of the association wide member survey. No action was taken at this time, but the board established consensus that Director Koenes and Director Connors would finalize the survey as previously established at the January 26, 2019 board meeting.

Action: Unaudited 2018 December and Unaudited 2019 January Financials
(Mike Salmon, Director of Finance & Accounting)

The Board of Directors were provided with and considered approving the unaudited financial results for December 2018 and January 2019.

Director Jennings moved and Director Connors seconded to approve the unaudited December 2018 financials. Motion passed: 5 – 0.

Director Fajans moved and Director Knisley seconded to approve the unaudited January 2019 financials. Motion passed: 5 – 0.

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.

Discussion: Banquet Tent Acoustical Report

(Mike Peters, Director of Food and Beverage)

The Board of Directors were provided with an updated acoustical report on the banquet tent at the Lodge Restaurant and Pub.

21. EXECUTIVE SESSION (closed to members) 6:38:11

The Board of Directors adjourned to Executive Session at 3:30 p.m.

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

22. ADJOURNMENT Not Recorded

Director Fajans moved and Director Jennings seconded to approve adjournment of the regular board meeting at 7:10 p.m. Motion passed: 4 – 0. Director Knisley absent.

Submitted by:

Michael Fajans, Board of Directors Secretary

SECRETARY’S CERTIFICATE

I, Michael Fajans, 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 February 23, 2019 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Michael Fajans, Board of Directors Secretary

23. POTENTIAL FUTURE BOARD AGENDA ITEMS Not Recorded

- Consider 45 minute rule for all owners to respond to covenants complaints
- Human Resources Committee Charter
- Past Compensation Studies
- Investment Policy
- ASO 45 Day Notice
- ¼ Turnover Report & FTEs covered in KPIs