

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

April 27, 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, April 27, 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 (via conference call)
Michael Fajans, Secretary
Suzy Knisley, Director

Directors Absent: none

Staff Present: Robb Etnyre, General Manager
Tom Knill, Director of Human Resources
Michael Salmon, Director of Financing and Accounting (via Phone)
Annie Rosenfeld, Director of Risk and Real Property
Miguel Sloane, Director of Operations
Miah Cottrell, Director Information Technology
Forrest Huisman, Director of Capital Projects
Felicia Bateman, Recording Secretary

1. **CALL TO ORDER** 0:18:19
2. **MEMBER & DIRECTOR COMMENTS** 0:19:15

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

Director comments were made regarding:

- Town council meeting on STR regulations

Member comments were made regarding:

- Wildfire insurance, and insurance companies dropping TD customers

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: ASSIGNMENT OF BOARD DIRECTOR DUTIES** 0:26:34
(Director Knisely & Director Fajans)

The Board of Directors will consider director duties.

Director Knisley moved and Director Fajans seconded to move this Agenda item up in the meeting, from Agenda item 18 to 3. Motion passed.: 3 – 2. (Directors Jennings and Connors voted no).

Director Knisley moved and Director Fajans seconded to approve removing Director Jennings as Board President, and to appoint the current Vice President, Director Koenes as the new President. Motion passed: 3 – 2. (Directors Jennings and Connors voted no).

Director Connors moved and Director Jennings seconded to get legal opinion on the removal of the Board President. Motion passed: 3 – 2. (Directors Knisley and Fajans voted no).

3 **ACTION: CONSENT CALENDAR** 1:00:59
(Board of Directors)

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

- March 22, 2019 Special Meeting Minutes
- March 23, 2019 Regular Meeting Minutes
- Executive Session Report for March 22, 2019
- Executive Session Report for March 23, 2019
- 2019 Group Golf Rates
- 2019 Pending Suspension of Membership Rights and Authorization to Record Lien

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

The following items were removed from the Consent Calendar to be addressed at a later board meeting:

- Executive Session Report for April 8, 2019

4. **COMMITTEE / TASK FORCE REPORTS** 1:04:45
(Committee/Task Force Chairs)

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

5. **ACTION: TAHOE DONNER GIVING FUND – CONSIDER 2019 SCHOLARSHIP AWARDS** 1:05:25
 (Suzanne Sullivan, Tahoe Donner Giving Fund Committee Chair)
- The Board of Directors discussed and considered approving the Tahoe Donner Giving Fund Committee’s recommendations for 2019 Scholarship Awards.
- Director Knisley moved and Director Fajans seconded to approve the Tahoe Donner Giving Fund Committee’s recommendations for 2019 Scholarship Awards items as presented. Motion passed: 5 – 0.
6. **ACTION: WRITTEN RESOLUTION – ADDING THE GENERAL MANAGER FUNCTION TO THE DIRECTOR & OFFICER SECTION OF THE BYLAWS UPDATE** 1:29:43
 (Directors Knisley and Fajans)
- The Board of Directors reviewed and considered a written resolution requiring the Board to add the role of the General Manager of Tahoe Donner to the revised Bylaws as a part of the Governing Documents Project update.
- Director Fajans moved and Director Knisley seconded to defer and pull the current draft and refine it further to be discussed at the next regular board meeting. Motion passed: 3 – 2. (Directors Jennings and Connors voted no).
7. **ACTION: BOARD OF DIRECTOR MEETING DATES – MAY & JUNE 2019** 2:08:29
 (Board of Directors)
- The Board of Directors reviewed planned Board meeting dates for May & June 2019, and discussed modifying the existing board meeting schedule for those months.
- No action was taken.
8. **DISCUSSION: PROPOSED NEW COVENANTS RULE – SEASONAL FIRE BAN 45-DAY NOTIFICATION** 2:23:14
 (Annie Rosenfeld, Director of Risk Management & Real Property)
- The Board of Directors heard member comment relating to the 45-day notice published in the April TDNews for the proposed new covenants rule for a seasonal fire ban.
9. **ACTION: TAHOE DONNER LIMITED ABILITIES PERSONS GOLF CLUB** 2:50:54
 (Denise Rebar, Homeowner)
- The Board of Directors discussed and considered approving a new club – the Tahoe Donner Limited Abilities Persons Golf Club.
- Director Fajans moved and Director Knisley seconded to approve bylaws of the new Tahoe Donner Limited Abilities Persons Golf Club as presented. Motion passed: 5 – 0.

10. **ACTION: TOWN OF TRUCKEE TSSA-1 FUND** 2:57:15
(Robb Etnyre, General Manager)

The Board of Directors considered approving a letter to the Truckee Town Council regarding use of the Truckee Special Services Area (TSSA-1) funds and 2019 projects.

Director Jennings moved and Director Koenes seconded to approve the presented letter to the Truckee Town Council with the changes of addressing the letter to the Town Council, signed by the Board of Directors and to remove the first paragraph on the second page. Motion passed: 5 – 0.

11. NO BREAK

12. **ACTION: THIRD ACCESS ROAD TO TAHOE DONNER** 3:01:39
(Board of Directors)

The Board of Directors discussed and considered taking action on the issue of additional ingress and egress routes for Tahoe Donner.

Director Fajans moved and Director Kinsley seconded to approve staff to draft a letter addressed to the Town council regarding this topic for approval by the Board at the next regular board meeting. Motion passed: 5 – 0.

13. **EXECUTIVE SESSION (closed to members)** 3:21:25

By consensus the Board of Directors adjourned to Executive Session at 12:12 p.m.

14. **LUNCH WITH THE MEMBERSHIP 12:15 P.M.** 4:04:50

All members were invited for lunch provided by Pizza on the Hill. The Board Meeting resumed promptly 12:51 p.m. to Agenda item 15 – Replacement Reserves Expenditure – Governing Documents Project.

15. **ACTION: REPLACEMENT RESERVES EXPENDITURE – GOVERNING DOCUMENTS PROJECT** 4:06:53

(Forrest Huisman, Director of Capital Projects)

The Board of Directors reviewed and considered approving a replacement reserve fund expenditure in 2019 for the governing documents update project. This is a planned 2019 Budgeted expenditure reserve study item for \$101,000, which per policy, in excess of \$50,000 items requires specific Board approval of expenditure.

By consensus, the Board of Directors (Director Connors absent) agreed to direct staff to write a draft budget amendment for this project and to present it at the next regular board meeting.

16. **ACTION: NATURE LOOP IMPROVEMENT PROJECT** 4:18:07
(Annie Rosenfeld, Director of Risk Management & Real Property)

Following the presentation by staff, the Board of Directors discussed and considered approving 2019 budgeted expenditure of \$60,000 of Reserve Replacement Funds for soft costs relating to permitting for the Nature Loop Improvement project. Per capital policy, expenditures in excess of \$50,000 items requires specific Board approval. Anticipated construction costs are estimated for \$610,000 of Reserve Replacement Funds.

Director Fajans moved and Director Jennings seconded to approve the Nature Loop Improvement Project as presented. Motion passed: 4 – 0. (Director Connors absent).

17. **ACTION: COMPENSATION STUDY CONTRACT AWARD** 4:36:23
(Director of Human Resources, Tom Knill)

The Board of Directors considered awarding a contract to conduct a professional compensation study.

By consensus, the Board of Directors agreed to direct staff to continue to secure other bids for the Compensation Study.

18. ITEM MOVED UP TO #3

19. **DISCUSSION: KEY PERFORMANCE INDICATOR REPORT** 4:37:38
(Robb Etnyre, General Manager)

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

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.

Action: Development Fund – Capital Funds Projection Q1 Update
(Forrest Huisman, Director of Capital Projects)

The Board of Directors reviewed and considered approving the 1st quarter update of the Development Fund’s Capital Funds Projection schedule.

By consensus, the Board of Directors asked for further updates to be made to this report before it can be approved.

Action: Bermgarten Trail Head Improvement Project – Budget 2019
(Annie Rosenfeld, Director of Risk Management & Real Property)

The Board of Directors reviewed plans for improvement of the Bermgarten trailhead scheduled for 2019 using Development Funds & Replacement Reserve Funds for under \$45,000.

No action was taken.

Discussion: Short Term Rental Registration Update

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

The Board of Directors were provided with an update on the short term rental program.

Action: Unaudited 2019 March Statements/Financial Reports

(Mike Salmon, Director of Finance and Accounting)

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

Director Fajans moved and Director Knisley seconded to approve the unaudited financial results for March 2019 as presented. Motion passed: 4 – 0. (Director Connors absent).

Action: 5501 Committee Report - February

(Mike Salmon, Director of Finance and Accounting)

The Board reviewed and considered for acceptance the 5501 Committee's April 1, 2019 review meeting report of February 2019 financial details.

Director Fajans moved and Director Knisley seconded to approve the 5501 Committee Report for February as presented. Motion passed: 4 – 0. (Director Connors absent).

Action: Green Waste Disposal Options

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

Staff presented the current green waste disposal options available to Tahoe Donner homeowners. The Board of Directors considered authorizing the use of non-budgeted operational funds to pay for green waste dumpsters during this upcoming summer.

Director Fajans moved and Director Knisley seconded to approve hosting of a green waste dumpster and approving unbudget expenses to do this as a biweekly service during peak periods. Motion passed: 4 – 0. (Director Connors absent).

Action: Annual Meeting Program of Speakers and Events

(TDA Staff)

The Board of Directors reviewed and discussed the program of events and speaker(s) for the 2019 Annual Membership Meeting – June 23, 2019.

By consensus the Board of Directors (Director Connors absent) recommended two speakers for the Annual Membership Meeting; Truckee Chief of Police, and, or someone from the Insurance Industry.

20. EXECUTIVE SESSION (closed to members)

6:12:28

The Board of Directors adjourned to Executive Session at 3:05 p.m.

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

21. **ADJOURNMENT**

Not
Recorded

Director Fajans moved and Director Koenes seconded to approve adjournment of the regular board meeting at 4:30 p.m. Motion passed: 4 – 0. (Director Connors 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 April 27, 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

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