

AGENDA
TAHOE DONNER ASSOCIATION
SPECIAL BOARD OF DIRECTORS' MEETING

Amended May 25, 2019
June 1, 2019
Northwoods Clubhouse
9:30 a.m.

This timed Agenda is prepared one week in advance of the meeting. The Board reserves the right to adjust this schedule during the meeting by adding, deleting, and/or moving matters as permitted by law. Association Board of Directors' meetings are open to members, but not the general public.

Members have the opportunity to make comments during each Agenda item in person at the meeting or via teleconference call. All board meetings are broadcast live. To watch board meetings live and for instructions on how to call into board meetings please visit the Tahoe Donner website at: <http://www.tahoedonner.com/members/governance/board-meetings/>.

Agenda items shall be designated either as an "Action" or a "Discussion" item. Items listed as Action will include discussion and are intended for the Board to make a determination on. Items listed as Discussion are intended to inform the Board on topics that might later be brought before the Board as Action items. *Board Resolution 2017-2*.

Special Board Meetings are called between regular meetings to conduct business that cannot wait until the next regularly scheduled board meeting. Special Board Meetings can be called by the board president or any two directors (Tahoe Donner Bylaws Article VIII, Section 4 (a)). This Special Board Meeting is called by the board president to address items that could not be addressed at the regular board meeting scheduled for May 18, 2019, since that meeting did not have a quorum of directors available to attend.

This meeting is being recorded and broadcast live.



Please silence your cell phone.

OPEN SESSION

- 1. 9:30 a.m. Board of Directors Re-Convene**

2. 9:31 a.m. Executive Session

The Board is allowed to meet in "executive session" to discuss certain topics. (Civil Code §4935).

The Board of Directors plan to meet in Executive Session to discuss the following:
List topics categories only:

- Legal Matters
 - Attorney-Client Communications

3. 9:50 am Return to Open Session

4. 9:51 a.m. Discussion/Action: Attorney-Client Communications
(Board of Director)

The board will report on the status of the legal opinion regarding the April 27 vote on President and may disclose as authorized relevant attorney-client information related to the board decision and proper authority to change officer positions at the April 27, 2019 regular board meeting.

5. 10:10 a.m. Discussion/Action: Board of Director Officer Positions
(Board of Directors)

The Board of Directors will consider voting on the officer positions of the Board of Directors. This agenda item is intended to address concerns of notice to the membership by two board directors with regard to the board action at the April 27, 2019 regular board meeting. The vote will address President and any positions that are or may become vacant by or during the discharge of this agenda item.

6. 10:25 a.m. Discussion/Action: Classification of 2019 Budgeted Replacement Reserve Fund Legal Expense for Governing Document Update Project
(Director of Finance & Accounting, Mike Salmon)

The board will review options to address the 2019 governing document update project legal expenses as an operating or capital expense and may take action to approve one of the options presented, or a variation thereof.

7. 10:40 a.m. Break

8. 10:50 a.m. Discussion/Action: Tahoe Donner Governing Document Update Project
(Director of Risk & Real Property, Annie Rosenfeld)

An update will be provided to the board on the current governing document update project. This will include reviewing the current recommended format changes to the existing baseline governing documents (Covenants & Restrictions [C&Rs], and Bylaws) and the source of these recommended changes (legal, Davis Stirling reorganization, best practice, and other). The Board may take action to direct staff on next steps.

EXECUTIVE SESSION

9. 11:20 a.m. Executive Session

The Board is allowed to meet in "executive session" to discuss certain topics. (Civil Code §4935).

The Board of Directors plan to meet in Executive Session to discuss the following:
List topics categories only:

- Legal Matters & Contracts
 - Legal Services
 - Consulting Services for GM evaluation
- Lodge Water Damage Remediation and Reconstruction Services Contracts
- Personnel Matters

OPEN SESSION

10. 12:00 p.m. Action out of Executive Session

Action: Board Consultant Engagement for General Manager Evaluation

(Board of Directors)

Action: Contract for Legal Services

(Board of Directors)

11. 12:15 a.m. Discussion/Action: Consent Calendar

All items listed under the Consent Calendar are considered to be routine and will be approved by one motion. There will be no separate discussion of these items unless a member of the Board requests a specific item to be removed from the Consent Calendar for separate action. Any item so removed will be taken up following the motion to approve the remainder of the Consent Calendar.

- Executive Session Reports
- April 27, 2019 Regular Meeting Minutes
- 5501 Committee Reports
- Unaudited 2019 April Statements/Financial Reports
- Committee / Task Force Reports
 - Architectural Standards Committee
 - Covenants Committee
 - Elections Committee
 - Finance Committee
 - General Plan Committee
 - Tahoe Donner Giving Fund Committee
- Lodge Water Damage Remediation and Reconstruction Services Contracts

12. 12:30 p.m. Adjournment

12:30 p.m. LUNCH

All members are invited to join the Board of Directors for a lunch provided by Pizza on the Hill. Should the meeting be running long, lunch may be moved up on the agenda.

The next regularly scheduled board meeting will take place on **June 21, 2019** at the Northwoods Clubhouse, Mezzanine Room.

Tahoe Donner Committee Meeting Schedule

- Architectural Standards Committee
 - Next Meeting – June 5, 2019 9:00 a.m.
- Covenants Committee
 - Next Meeting – June 13, 2019 at 3:00 p.m.
- Elections Committee
 - Next Meeting – June 11, 2019 at 1:00 p.m.
- Finance Committee
 - Next Meeting – June 13, 2019 at 3:00 p.m.
- General Plan Committee
 - Next Meeting – June 3, 2019 at 2:30 p.m.
- Member Engagement Committee
 - No future meetings have been scheduled at this time.
- Tahoe Donner Giving Fund Committee
 - Next Meeting – June 17, 2019 at 3:00 p.m.

All committee meetings are held at the Northwoods Clubhouse.

As provided for in Civil Code §4920 – Notice of Board Meetings This agenda was posted at least four days prior to the meeting.

Look for board meeting details and supporting documents online at:

<http://www.tahoedonner.com/board/>

Enroll in our electronic communication's email opt-in program to receive official communications via email. <http://www.tahoedonner.com/update-your-profile/opt-in-to-go-paperless/>

Robin Bennett
Executive Assistant

May 25, 2019
Date