

**MINUTES**  
**TAHOE DONNER ASSOCIATION**  
**SPECIAL BOARD OF DIRECTORS MEETING**

**June 1, 2019**  
**Northwoods Clubhouse**  
**9:30 a.m.**

A special meeting of the Board of Directors of Tahoe Donner Association was held at the Northwoods Clubhouse 11509 Northwoods Blvd., Truckee, California on Saturday, June 1, 2019. President Koenes called the meeting to order at 10:10 a.m. The following Directors were in attendance, thus constituting a quorum of the authorized number of Directors of the Association:

**Directors Present:** Don Koenes, President  
Jennifer Jennings, Director  
Jeff Connors, Treasurer  
Michael Fajans, Vice President/Secretary  
Suzy Knisley, Director (on the phone)

**Directors Absent:** none

**Staff Present:** Robb Etnyre, General Manager  
Tom Knill, Director of Human Resources  
Michael Salmon, Director of Finance and Accounting  
Annie Rosenfeld, Director of Risk and Real Property  
Miah Cottrell, Director Information Technology  
Forrest Huisman, Director of Capital Projects  
Robin Bennett, Recording Secretary

1. **BOARD OF DIRECTORS RE-CONVENE**
2. **EXECUTIVE SESSION (closed to members)**  
Item removed from the agenda.
3. **RETURN TO OPEN SESSION**  
The Board of Directors returned to open session at 10:10 a.m.
4. **DISCUSSION/ACTION: ATTORNEY-CLIENT COMMUNICATIONS**

5. **DISCUSSION/ACTION: BOARD OF DIRECTOR OFFICER POSITIONS**  
(Board of Directors)

Mr. Molsby explained the voting procedures. Voting took place for President and Vice President positions.

Director Fajans nominated Director Koenes for President and Director Knisely seconded. Director Connors nominated Director Jennings for President and Director Jennings seconded. Motion to elect Director Koenes passed: 3 – 2.

Director Koenes nominated Director Fajans for Vice President and Director Knisely seconded the motion. Motion passed: 3 – 2.

6. **DISCUSSION/ACTION: CLASSIFICATION OF 2019 BUDGETED REPLACEMENT RESERVE FUND LEGAL EXPENSE FOR GOVERNING DOCUMENT UPDATE PROJECT**

(Director of Finance & Accounting Mike Salmon)

Director of Finance, Mike Salmon, provided an update on the 2019 Replacement Reserve Fund which included 3 options for Board action. Mike's recommendation to the board was Option 2 - Make no Budget 2019 Amendment, charge governing documents revision's costs incurred in 2019 to Operating Fund – Governing Documents specific Expense account.

Director Connors moved to take the expense out of the reserve fund and put expense in the operating fund without moving any budgets and bring in outside experts; noting that legal advice will be given before moving funds to operating account. Director Jennings seconded the motion. Motion passed: 5 – 0.

7. **BREAK**

8. **DISCUSSION/ACTION: TAHOE DONNER GOVERNING DOCUMENT UPDATE PROJECT**

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

Annie Rosenfeld provided a presentation on the Governing Document update and sought direction from the board on the next steps.

Annie provided three edited versions:

1. Redline version
2. Highlighted version
3. Master Clean version

Director Koenes moved to seek re-engagement with Sproul Trost to complete this project Director Connors seconded. Motion passed: 5 – 0.

**9. DISCUSSION/ACTION: CONSENT CALENDAR**

(Board of Directors)

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

- April 27, 2019 Regular Meeting Minutes
- 5501 Committee Reports

Director Koenes moved and Director Fajans 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 Reports
- Unaudited 2019 April Statements/Financial Reports
- Committee/Task Force Reports
- Finance Committee
- Lodge Water Damage Remediation and Reconstruction Services Contracts

Director Koenes moved to direct the Finance Committee within the scope of their charter to assist with an RFP to select a new auditor and assist staff consistent with the objectives set with management. Director Connors seconded. Motion passed: 5 – 0.

**10. EXECUTIVE SESSION (closed to members)**

The Board of Directors adjourned to Executive Session at 1:10 p.m.

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

Director Fajans moved and Director Knisley seconded to approve adjournment of executive session. Motion passed: 4 – 0. Director Connors absent.

**11. ACTION OUT OF EXECUTIVE SESSION**

(Board of Directors)

The Board of Directors reconvened at 2:37 p.m.

Director Knisely moved and Director Fajans seconded to approve the legal services matters. Motion passed: 3 – 2. Director Connors absent and Director Jennings opposed.

Director Knisely moved and Director Fajans seconded to approve the engagement with Castle Law. Motion passed: 4 – 0. Director Connors absent.

Direction Koenes moved and Director Knisely seconded to approve the reconstruction services at the Lodge not to exceed \$65,000. Motion passed: 4 – 0. Director Connors absent.

**12. ADJOURNMENT**

Director Fajans moved and Director Knisely seconded to approve adjournment of the special board meeting at 2:40 p.m. Motion passed: 4 – 0. Director Connors absent.

Submitted by:

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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 special meeting held on June 1, 2019 as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.

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Michael Fajans, Board of Directors Secretary

**POTENTIAL FUTURE BOARD AGENDA ITEMS**