

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

January 26, 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, January 26, 2019. President Jennings called the meeting to order at 9:01 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
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
Miguel Sloane, Director of Operations
Miah Cottrell, Computer Network Manager
Megan Rodman, Executive Assistant and Recording Secretary

1. **CALL TO ORDER** 0:13:00
2. **MEMBER & DIRECTOR COMMENTS** 0:15:05

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

Director comments were made in memoriam of Director Darius Brooks.

Member comments were made regarding welcoming the new Board Directors, the correction of the Finance Committee meeting time for February, and also in memoriam of Director Brooks.

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: APPOINTMENT OF BOARD MEMBER OFFICERS** 0:21:58
(Board of Directors)

With new directors having been chosen at the regular board meeting on December 15, 2018 and at the special board meeting on January 9, 2019, to fill the vacancies on the Board, the Board considered the election of the following officers and committee liaison appointments:

- Vice President
- Architectural Standards Committee

Director Fajans moved and Director Knisley seconded to approve Don Koenes as the Board Vice President. Motion passed: 5 – 0.

Director Jennings moved and Director Koenes seconded to approve Michael Fajans as the Board Secretary. Motion passed: 5 – 0.

Director Jennings moved and Director Connors seconded to appoint Michael Fajans as the liaison to the Architectural Standards Committee. Motion passed: 5 – 0.

4. **ACTION: CONSENT CALENDAR** 0:24:23
(Board of Directors)

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

Director Jennings moved and Director Koenes seconded to remove the above two items from the Consent Calendar until the February 23, 2019 regular board meeting.

- Executive Session Report for December 15, 2018
- Executive Session Report for January 9, 2019
- Approve Resolution 2019-2, Application for Grant Funds

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

- Update 2013-03 Replacement Reserve Fund Policy

The above item was removed from the consent calendar for discussion. Following discussion, Director Jennings moved and Director Connors seconded to approve the

updates to Resolution 2013-03, Replacement Reserve Fund Policy, now Resolution 2019-1. Motion passed: 5 – 0.

5. **COMMITTEE / TASK FORCE REPORTS** 0:31:00
(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. There was discussion relative to extending the Equestrian Blue-Ribbon Panel Task Force for a year to monitor success in improving equestrian financial performance and also noting that the Short-term Rental/Amenity Access Task Force would not tackle amenity access questions.

6. **ACTION: 2019 COMMITTEE GOALS** 0:33:05
(Committee Chairs)

The Board of Directors considered approving 2019 goals for each standing committee:

- Architectural Standards Committee
- Covenants Committee
- Elections Committee
- Finance Committee
- General Plan Committee
- Member Engagement Committee
- Tahoe Donner Giving Fund Committee

Director Fajans moved and Director Jennings seconded to approve the Architectural Standards Committee 2019 Goals as presented. Motion passed: 5 – 0.

Director Jennings moved and Director Connors seconded to approve the Covenants Committee 2019 Goals as presented. Motion passed: 5 – 0.

Director Jennings moved and Director Connors seconded to approve the Elections Committee 2019 Goals as presented. Motion passed: 5 – 0.

Director Connors moved and Director Koenes seconded to approve the Finance Committee 2019 Goals with the addition of two special projects – review the investment policy and strategy and Replacement Reserve Fund (cash flow and Operating Fund vs. Replacement Reserve Fund classification). Motion passed: 5 – 0.

Director Koenes moved and Director Fajans seconded to approve the General Plan Committee 2019 Goals with the removal of items “i” and “ii” under Communicate to Stakeholders number (2), adding the words “factual and unbiased” to number (1), same section, and adding review/update of GPC charter under Project Priorities. Motion passed: 5 – 0.

Director Connors moved and Director Knisley seconded to approve the Member Engagement Committee 2019 Goals as presented. Motion passed: 5 – 0.

Director Jennings moved and Director Koenes seconded to approve the Tahoe Donner Giving Fund Committee 2019 Goals as presented. Motion passed: 5 – 0.

7. **DISSCUSSION: TOWN OF TRUCKEE EVACUATION AND EMERGENCY PREPAREDNESS PLANS** 1:00:17
(Robert Womack, Emergency Services Coordinator)

The Board of Directors heard a presentation from Robert Womack, the Truckee Police Department Emergency Services Coordinator, regarding year-round evacuation and emergency preparedness plans for the Town of Truckee and Tahoe Donner. Discussion focused on potential traffic volumes for a summer fire event and regional steps to mitigate winter snow traffic emergencies.

8. **ACTION: TAHOE DONNER FIRE SAFETY** 2:05:45
(Bill Houdyshell, Forester)

The Board of Directors heard a presentation from Bill Houdyshell, the Tahoe Donner Forester, on fire safety, including potential modifications to existing defensible space programs and potential future permanent rules banning open fires during high fire danger season.

The Board of Directors gave Bill their consensus to proceed with the recommendations given at the end of the PowerPoint presentation. It was agreed that staff would prepare a package detailing Tahoe Donner fire prevention activities that members could provide to their insurance carrier.

9. **ACTION: APPROVE INSPECTOR OF ELECTION, ACCOUNTANCY FIRM AND REVIEW FAIR CAMPAIGN GUIDELIENS AND 2019 ELECTION PROCEDURES** 2:45:16
(Bette Rohrback, Elections Committee Chair)

The Board of Directors reviewed and considered approving the Inspector of Election retainer agreement and the Accountancy Firm agreement. The Board also reviewed proposed changes to the Fair Campaign Guidelines and 2019 Election Procedures.

Director Jennings moved and Director Koenes seconded to approve Brent P. Collinson, from Best Best and Krieger LLP, as Inspector of Election for the 2019 Tahoe Donner Association Board Director Election. Motion passed: 5 – 0.

Director Fajans moved and Director Koenes seconded to approve McClintock Accountancy for the 2019 Tahoe Donner Association Board Director Election. Motion passed: 5 – 0.

10. **TRUCKEE FIRE PROTECTION DISTRICT OF NEVADA COUNTY ORDINANCE 01-2019** 3:10:42

(TDA Staff)

The Board of Directors considered taking a position on the Fire Protection Districts proposed ordinance related to mandatory defensible space inspections upon the sale, transfer, or exchange of ownership of real property within the Truckee Fire Protection District.

Director Jennings moved and Director Fajans seconded to support the Fire Protection Districts proposed ordinance 01-2019. Motion passed: 5 – 0.

11. LUNCH WITH THE MEMBERSHIP 12:10 P.M. 3:16:12

All members were invited for lunch provided by Pizza on the Hill while the Board met over lunch in Executive Session.. The Board Meeting resumed promptly at 12:40 p.m. to Agenda item 14 – Quarterly Capital Projects Spending – Actual v. Forecasted.

12. EXECUTIVE SESSION (closed to members) 3:16:12

The Board of Directors adjourned to Executive Session at 12:10 p.m.

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

13. EXECUTIVE SESSION REPORT 4:06:13

Director Jennings moved and Director Koenes seconded to move back in to Open Session at 12:40 p.m. Motion passed: 5 – 0.

Director Jennings reported that in the Executive Session the Board of Directors discussed the contract bids for one of the projects to be discussed later on in agenda item 16 – Capital Projects.

14. DISCUSSION: QUARTERLY CAPITAL PROJECTS SPENDING – ACTUAL v. FORECASTED 4:06:35

(Forrest Huisman, Director of Capital Projects)

The Board of Directors was briefed on actual capital projects spending v. budget and forecasted spend for the remainder of the year.

15. DISCUSSION: TROUT CREEK EXPANSION PROJECT REPORT 4:22:33

(Forrest Huisman, Director of Capital Projects)

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

16. DISCUSSION: ANNUAL RECREATION FEE 4:28:09

(Robb Etnyre, General Manager)

The Board of Directors was provided with an update on the current status of the annual recreation fee.

17. **DISCUSSION: MEMBER COMMENT – PROPOSED 2019 COVENANTS FINE SCHEDULE** 4:43:16

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

The Board of Directors asked if there were any member comments on the proposed changes to the 2019 Covenants Fine Schedule that was approved for 45-day member comment at the regular board meeting on December 15, 2018. No additional member comments were made at this time.

18. **ACTION: CAPITAL PROJECTS** 4:44:22
(Forrest Huisman, Director of Capital Projects)

The Board of Directors discussed and considered approving the following capital projects:

1. ADA Restrooms at NWCH

- The Board of Directors discussed and considered awarding a contract for ADA and other functional improvements to the outside restrooms at the Northwoods Clubhouse.

Director Koenes moved and Director Connors seconded to approve using allocated Replacement Reserve Funds for accessibility improvements at the Northwoods Clubhouse pool-side locker rooms and to proceed with a Contractor for final construction this Spring, and ahead of 2019 summer operations, with a budget not to exceed \$215,000. Motion passed: 5 – 0.

2. Covered Stairway in between parking lots at the Lodge Restaurant & Pub

- The Board of Directors discussed and considered awarding a contract for construction of a stairway at the Lodge Restaurant & Pub this spring using development funds.

Director Knisley moved and Director Fajans seconded to approve using allocated Development Funds to build a covered and heated stairway in between parking lots at the Lodge Restaurant & Pub, with a budget not to exceed \$125,000. Motion passed: 3 – 2. (Directors Jennings and Connors voted no).

3. Golf Course Improvements

- The Board of Directors discussed and considered awarding a contract to proceed with golf course design and bid documents using replacement reserve funds.

Director Koenes moved and Director Connors seconded to approve Staff to proceeding with necessary detailed drawings and specifications that are required for accurate project cost estimates, construction scheduling, agency approvals, construction administration, and preparation of the Master Plan update. Once completed, the list of potential improvements for 2019 will be prioritized within available budget by the Golf Course

Subcommittee and General Plan Committee with the final recommendation to be reviewed by the Board prior to contractor award and construction. Motion passed: 5 – 0.

19. **DISCUSSION: KEY PERFORMANCE INDICATOR REPORT** 5:52:13
(Robb Etnyre, General Manager)

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

Discussion: Governing Documents Update Project

(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.

Discussion: Short-Term Rental Rollout Process

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

The Board of Directors was updated on the status of the new Short-Term Rental Registration Requirement.

Action: Association Wide Member Survey

(Christina Schwartz, Director of Marketing and Member Relations)

The Board of Directors was briefed on a draft association wide member survey to obtain further board survey refinement guidance and approval.

Discussion: Preliminary briefing on unaudited 2018 December Financials

(Mike Salmon, Director of Finance & Accounting)

The Board of Directors was provided a preliminary briefing on the unaudited financial results for December 2018.

Action: Unaudited 2018 November Financials and AB 2912 Review

(Mike Salmon, Director of Finance & Accounting)

The Board of Directors was provided with and considered approving the unaudited financial results for November 2018. The Board also considered ratifying the AB 2912 review (5501 Committee Report) conducted by Directors Connors and Jennings on January 22, 2019.

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

Director Connors moved and Director Fajans seconded to ratify the AB 2912 review conducted by Directors Connors and Jennings on January 22, 2019. Motion passed 5 – 0.

20. **EXECUTIVE SESSION (closed to members)** 6:41:18

The Board of Directors adjourned to Executive Session at 3:35 p.m.

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

21. **ADJOURNMENT**

Not
Recorded

Director Knisley moved and Director Fajans seconded to approve adjournment of the regular board meeting at 6:55 p.m. Motion passed: 5 – 0.

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 January 26, 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

22. **POTENTIAL FUTURE BOARD AGENDA ITEMS**

Not
Recorded

- Review Committees items
 - Committee chair terms
 - Membership limits
 - Charter reviews/updates
 - Committee chair succession planning
- Go out to 45-day Notice for Fire Ban
- Proposed 2019 Covenants Fine Schedule
- Meeting minutes for December 15, 2018 and January 9, 2019
- Review of an election guideline policy on the use of association email lists, club email lists and candidate email lists
- Fair Campaign Guidelines
- Housing update from Housing Council
- STR/Amenity Task Force – same or separate committees?