

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

December 14, 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, December 14, 2019. President Wu 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: Charles C. Wu, President (via phone)
Don Koenes, Vice President
Jeff Connors, Treasurer
Jim Roth, Secretary
Jennifer Jennings, Director

Directors Absent: none

Staff Present: Michael Salmon, Director of Finance and Accounting
Tom Knill, Director of Human Resources
Miguel Sloane, Director of Operations
Lindsay Hogan, Marketing Manager
Jon Mitchell, Director of Capital Projects
Annie Rosenfeld, Director of Risk and Real Property
Robin Bennett, Recording Secretary

1. CALL TO ORDER

2. MEMBER & DIRECTOR COMMENTS

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

Director comments were made regarding:

- Director Koenes made a comment about the safety and driving on the icy roads.

Member comments were made regarding:

Director Koenes read two comments that were emailed on 12/14/19

- What are the consulting tasks that the Board has/is assigning to Mike Shellito per the 12/3 and 12/4 executive session minutes?
- Why wasn't/weren't the/these tasks set forth in the executive session minutes to keep the membership informed per the Board's commitment to "transparency"?

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)

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

- November 15, 2019 Meeting Minutes
 - November 22, 2019 Meeting Minutes
 - November 23, 2019 Meeting Minutes
- Executive Session Report
- October 17, 2019
 - October 19, 2019
 - November 1, 2019
 - November 8, 2019
 - November 14, 2019
 - November 15, 2019
 - November 22, 2019
 - November 23, 2019
 - December 3, 2019
- Elections – DP for Inspector of Elections
 - 5501 Report - October
 - Transfer of Funds Authorization

Director Connors would like to remove the transfer of funds item for further discussion. Director Koenes moved the Executive Session report 12/3 and 12/4 due to a member comment.

Director Koenes moved to approve the consent calendar seconded by Director Connors
Motion passed: 5 – 0

After discussion, Director Wu moved to approve the 12/3 and 12/4 Executive Session
report seconded by Director Koenes Motion passed: 5 – 0

Director Koenes read a member comment that was emailed to the Board. Director Wu
stated that we can disclose the task that the Board has assigned to Mike Shellito.

Director Roth reported out on the two executive sessions that took place on December 6
and 9th. These reports will also be on the January agenda for approval.

4. COMMITTEE / TASK FORCE REPORTS

(Committee/Task Force Chairs)

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

Director Wu commented on the survey in the General Plan report about Trout Creek and
the impacts. He also asked the status of the capital projects survey. Lindsay Hogan,
Director of Marketing gave an update on the status of the Capital Projects survey.

Director Koenes, made a brief comment on the Architectural Standards Committee report.

5. DISCUSSION: SENIOR TRANSITION TEAM UPDATE

(Annie Rosenfeld, Miguel Sloane, and Michael Salmon)

The Senior Transition Team Annie Rosenfeld, Miguel Sloane, and Michael Salmon gave
an update to the Board on Operations, Risk Management and Real Property as well as a
Financial update. Michael Salmon, stated that the annual assessment payments are
looking good we have received approximately 1,000 payments which is 13% more at this
time then last year.

In addition to Annie Rosenfeld's update, she mentioned that we have been plowing
Burmgarten parking lot as requested by homeowners and stated that the soft surface does
not withstand the equipment that we use therefore it causes damage to the parking area.

Director Koenes asked about the meetings that are mentioned in the report and that he
wasn't aware of any meeting or task force being created.

Director Connors gave Miguel authorization to put a draft together of an amenity access
policy for the board to review.

Director Wu added two objectives for the senior transition team 1. Financial Transparency
2. Professional Development

6. **ACTION: GENERAL MANAGER TRANSITION**

(Board of Directors)

Director Wu congratulated the team and mentioned that has observed various meetings and is impressed by the team. He also gave an update on the General Manager transition. The Board has put together an RFP 7 recruiters received the RFP and the Board is in process of interviewing 5 of them and trying to narrow down in executive session. Director Koenes provided information on the agreement with Mike Shellito and the tasks that he has been assigned.

Director Wu mentioned the Charter for the search committee and asked Director Koenes to explain the charter. There was discussion on the number of members to be appointed. Director Koenes stated that he entered that number of 7 as a placeholder that number is up for discussion. We have received 15 emails from homeowners and the more input the better.

Director Connors moved to eliminate all homeowners that did not provide background seconded by Director Wu. Director Connors then withdrew his motion.

Director Jennings would like to have the HR Committee approve the homeowners and discuss with Mike Shellito.

There was board consensus to have the HR Committee review the homeowner emails and appoint the members for the task force.

Director Wu moved to approve the charter with removing the number of members listed seconded by Director Roth. Motion Passed: 5 – 0

Director Wu moved to accept all homeowners that submitted interest in the task force second by Jim Roth. Motion Passed: 4 – 0
Director Jennings Abstain

7. **BREAK**

The Board Adjourned to break at 10:40 a.m.

The Board reconvened at 10:55 a.m.

8. **ACTION: 2020 ARCHITECTURAL STANDARDS FEE AND FINES SCHEDULE
45-DAY NOTICE**

(Rod Whitten, Chair of the Architectural Standards Committee)

Rod Whitten reviewed the worksheet fees schedule with the Board of Directors.

After brief discussion, Director Jennings moved to approve the 45 day notice in increase in fees seconded by Director Connors. Motion Passed: 5 - 0

9. **ACTION: COMMITTEE CHARTERS AND COMMITTEE APPOINTMENTS**

(Board of Directors)

The Board of Directors reviewed the current charter for each committee and discussed the red line versions with proposed amendments.

The Board of Directors also reviewed the decision papers with reappointments and new appointment applications by each committee.

Architectural Standards Apointments –

Director Wu moved to approve the appointments seconded by Director Jennings
Motion Passed: 5 – 0

Covenants Committee Assignments –

After discussion of the revised committee charter Director Connors moved to approve the charter seconded by Director Koenes. Motion Passed: 4 – 1

Director Jennings moved to approve the reappointments as regular members with Len Leclerc alternate and Fred Zapponi as a regular member seconded by Director Roth.
Motion Passed: 5 – 0

Elections

After brief discussion, Director Jennings moved to approve the charter seconded by Director Wu. Motion Passed: 5 – 0

Director Jennings moved to approve reappointments seconded by Director Wu. Motion Passed: 5 – 0

Director Connors stated that he spoke with Michael Salmon, Director of Finance and Accounting at the break and wanted to discuss the Authorization of Transfer of Funds that was removed from consent.

Michael Salmon briefed the board on the resolution and revised resolution reviewed by legal. The Board will continue this discussion later.

Finance Committee

After discussion, Director Koenes moved to table the charter and appointments to the January meeting seconded by Director Roth. Motion Passed: 5 – 0

General Plan Committee

After discussion, Director Jennings moved to table this charter to the January meeting seconded by Director Roth. Motion Passed: 5 – 0

Director Koenes moved to table the reappointments to January seconded by Director Jennings. Motion Passed: 5 – 0

It was stated that the members due to expire will extend one month.

Giving Fund-

After discussion, Director Jennings moved to approve the revised charter amendments seconded by Director Wu. Motion Passed: 5 - 0

Director Jennings moved to approve the members on the committee list seconded by Director Koenes. Motion Passed: 5 – 0

10. ACTION: DOWNHILL SKI BUILDING REMODEL OR REBUILD WORKSHOP
(General Plan Committee and Jon Mitchell, Director of Capital Projects)

Jon Mitchell, Capital Projects Director provided a presentation to the board on the downhill ski building project.

After discussion, Director Jennings moved to approve option 1 on the decision paper, approval of the GPC and Downhill Ski Resort Subcommittee recommendation to move forward with a complete replacement/new structure for the downhill ski lodge and move out of Stage 3 – Conceptual Design and into Stage 4- Final Design. seconded by Director Roth. Motion Passed: 4 – 1 Director Connors No.

11. LUNCH

Taken at 1:00 p.m. the Board of Directors will return to item 12.

The Board reconvened at 1:15 p.m. to Executive Session.

12. EXECUTIVE SESSION (closed to members)

At 3:00 p.m. the Board reconvened to open session.

The Board of Directors reviewed the revised resolution on the authorization to transfer funds.

After discussion, Director Connors moved to approve the resolution adding language to paragraph 4 seconded by Director Roth. Motion Passed: 5 – 0

There was consensus by the board to name the 14 homeowners accepted for the task force

Karen Heitzman
Peggy Jensen
Edward Everett
Charlie DeLoney
Steven Meyers
Dan Muelrath
Sharon Ferrigno
Jean Pierre Patkay
Pat Gemma
John Maciejewski
Janet Keeter
Tanya Wolfe
Rob McCray
Elizabeth Creger

Director Roth would like to reschedule the January 25 meeting due to conflicts. After discussion the consensus by the Board was Friday, January 31 with confirmation early in the week so notice can be given to the membership.

At 3:35 p.m. the Board of Directors adjourned back to executive session.

13. ADJOURNMENT

There was board consensus to adjourn the meeting at _____p.m.

Submitted by:

Jim Roth, Board of Directors Secretary

SECRETARY'S CERTIFICATE

I, Jim Roth, 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 December 14, 2019 as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.

Jim Roth, Board of Directors Secretary

POTENTIAL FUTURE BOARD AGENDA ITEMS

- Mountain Housing Council
- Alert Wildfire Camera
- Fire Safety Board Workshop
- Management Objectives
- Architectural Fee Schedule
- Task Force for Downhill ski project