

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

**January 31, 2020**  
**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 Friday, January 31, 2020. 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  
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 Jennings would like to second the member comment in regard to recording committee meetings and providing video.
- Director Koenes concurred on the recording of committee meetings as mentioned by a home owner he also spoke on new legislation and he would like to add a

formal endorsement on the next agenda for supporting FEMA. Director Koenes also discussed 5500 legislation. According to the minutes we were supposed to have a downhill ski item and regardless that item requires a board discussion and request that it is put on the next agenda.

- Director Roth would like to have the downhill ski item added back on next month as well.

Member comments were made regarding:

- Member comment regarding recordings of meetings and recording committee meetings and providing the video to the membership.
- A member commented about the December financials and asked why Tahoe Donner is paying Robb \$200K

Members may submit additional comments by email to the Board of Directors at [board@tahoedonner.com](mailto: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:

- December 14, 2019 Meeting Minutes  
Executive Session Report
  - December 6, 2019
  - December 9, 2019
  - December 11, 2019
  - December 12, 2019
  - December 14, 2019
  - December 18, 2019
  - December 30, 2019
  - January 13, 2020
  - January 16, 2020

- Monthly Unaudited Financials – December 2019
- Letter in Support of Truckee Fire Protection District Ordinance 2019-X- Seasonal Outdoor Fire Ban
- Giving Fund Committee Charter and Appointments
- Proposed Revised 2019-3 Resolution Overview of Board Governance (2017-2 Amended)
- Proposed Revised 2020-X Delegation of Authority for Architectural Standards Improvements (2016-2 Amended)
- 5501 Report
- Transfer of Funds Authorization

Director Koenes pull 5501 report from the consent calendar.

Director Jennings pull resolution 2016-2 for Architectural Standards Item – we shouldn't have two options on the DP for a consent calendar item

Director Jennings would like to pull the fire district item as well.

Director Koenes mentioned an item in the minutes for the 5501 meeting, he wanted to express his opinion on specifics to depreciation and include in operating reports. Unsure who assigned the task to staff, it didn't come from the board. Cash is king and it is a matter of what we pay in fees and assessments. The future replacement costs not depreciation are what impact the reserve funds. Depreciation is misleading in general and adding depreciation causes extra work for staff and also causes confusion. The timing of the effort and this board made a commitment to the senior team and agreed that we would try not to add extra work at this time. Recommend that this board directs staff to defer the work on reporting depreciation until either one of two things happen context of overall project to make more clear, consise and understanding and/or we have a new General Manager on board and get through the audit and current work load.

Director Jennings mentioned resolution 2016-2 needs to be updated since it refers to the General Manager by name. Director Jennings moved to approve the second option on the decision paper seconded by Director Roth.

Motion Passed: 5 – 0

Director Jennings also mentioned the letter in support of the fire ordinance regarding the seasonal outdoor fire ban. The letter should come from the board president and she also mentioned a slight mistake in the letter to be corrected. If the changes are made to the letter as suggested this item can remain in the consent calendar. Membership needs to be clear and understand what Tahoe Donner is enforcing as well.

Director Jennings moved to approve the consent calendar with the specified changes seconded by Director Connors Motion passed: 5 – 0

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.

5. **BREAK Break taken later**

**The Board Adjourned to break at 10:47 a.m.**

**The Board reconvened at 10:58 a.m.**

6. **REPORT: 2020 ARCHITECTURAL STANDARDS FEE SCHEDULE 45-DAY NOTICE MEMBER COMMENT**

(Rod Whitten, Chair of the Architectural Standards Committee)

No Member comments.

Director Connors mentioned the Architectural Standards Task Force Committee formed last year and his understanding is there is a meeting scheduled for February 10 and they will be discussion their comments. Feels that acting on this now would be premature.

Director Wu stated that we need to do this as part of our bylaws and we are not making a decision on this today.

Annie Rosenfeld stated that February 22 is the final date for comments on the fee schedule. She reminded members to send their comments to the 45daynotice email not directly to the board.

7. **REPORT: ADU 45-DAY NOTICE MEMBER COMMENT**

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

A member commented on a primary property that has an ADU which had a restriction added to it. His understanding was the intent was not to discourage ADU's and adding a restriction to the primary unit would discourage the home owner from adding an ADU.

A member commented on why ADU is tied together with STR he feels that these are two different subjects. Director Wu stated that his question will be answered at the February meeting.

A member commented regarding the deed restriction.

**8. ACTION: COMMITTEE CHARTERS AND COMMITTEE APPOINTMENTS**  
(Board of Directors)

The Board of Directors reviewed the current charter for the Finance and General Plan Committees as well as discussion on the new proposed charter for the 5501 Audit Committee.

Director Jennings stated that the main change in the revised charter for GPC is to remove the alternates. She would like to change the 9 to 11 since we have members that would like to volunteer there time. Director Jennings moved to change the charter to 11 members not 9. There was no second motion died.

After discussion, Director Roth moved to approve the revised charter for GPC as proposed seconded by Director Wu Motion Passed: 5 – 0

The Board of Directors moved on to discuss the proposed 5501 Audit Committee.

After discussion, Director Connors moved to approve the 5501 audit committee as written renaming the committee to Financial Security to include up to 3 independent members that may be part of the finance committee and approving at the next board meeting depending on who applies seconded by Director Wu. Motion failed: 2 – 3  
Director Koenes, Roth, and Jennings: No

Director Jennings recommended that the resolution 2018-8 get updated and that this resolution is discussed this afternoon.

Director Koenes offered to redline the resolution 2018-8 document as Director Jennings proposed during lunch to discuss later.

Director Roth moved to continue the way things are currently being done with our 5501 Meetings. There was no second, motion died.

Director Roth moved to propose a committee with the Treasurer as the chair with a rotating board member and the function is to review the 6 items listed in the code seconded by Director Koenes. Motion withdrew.

Break was taken at 10:47 a.m.  
The board reconvened at 10:58 a.m.

The Board of Directors then discussed the GPC recommendations to fill the expired terms and current vacancies. Director Koenes moved to approve the recommendations of Rob McCray and Rob Kautz seconded by Director Wu. Motion Passed: 5 – 0

Director Roth moved to approve Sandi Cornell as the final vacancy for GPC seconded by Director Connors. Motion Passed: 5 – 0

The Board of Directors tabled the Finance Committee Charter and member appointments until after lunch.

At 4:10 p.m. the Board came back to discuss the 5501 and Finance Committee Charter.

After discussion, Director Connors would like to table the 5501 Committee Charter for further discussion and table to the February meeting.

The Board of Directors also reviewed the Finance Committee Charter. After discussion, Director Jennings moved to approve 9 members on the Finance Committee seconded by Director Roth. Motion Passed: 4 – 1 Connors No.

Director Roth moved to make Steve Mahoney a regular member instead of alternate.

Director Koenes moved to approve the five individuals continuing on the committee whose term is not expiring Mr. Mahoney, Mr Eyton-Lloyd, Mr. Bonzon, Mr. Melia and Mr. Anderson correcting the term expiration from 2022 to 2021 seconded by Director Roth. There was confirmation by the board.

Director Koenes moved to approve the appointments of Mr. Dundas, Ms. Ravano, Mr. Bonzon, Mr. Watson and Mr. Miller seconded by Director Roth. Motion Passed: 5 - 0

Director Roth moved to amend the current charter and have no alternates approve Steve Mahoney as a regular member not an alternate with his term expiring 2022 seconded by Director Koenes. Motion Passed: 5 – 0

Director Roth moved to table the Finance Committee Charter and the 5501 Charter to the February meeting seconded by Director Jennings. Motion Passed: 5 – 0

**9. ACTION: 2020 COMMITTEE GOALS**

(Board of Directors)

The Board of Directors reviewed the committee goals for 2020 for the following committees:

- Architectural Standards
- Covenants Committee
- Elections Committee
- Giving Fund Committee

Director Wu would like to add succession planning to the Architectural Standards goals. Also, add a goal on acceleration of enforcement on houses that are in violation. Director Wu asked that Rod Whitten make that an objection going forward. Director Jennings would like an open discussion on eye sore houses in Tahoe Donner.

Director Roth stated the business activity rule needs clarification and should be added to the Committee Goals for the Covenants Committee. Director Wu agreed and Director Jennings stated that it's inappropriate when it's a Board approved rule. Director Roth agreed not to make this a Covenants goal.

After discussion Director Wu moved to approve the 2020 committee goals with amendments stated above to ASC seconded by Director Jennings. Motion Passed: 5 - 0

**10. ACTION: 2020 ELECTION PROCEDURES AND 2020 FAIR CAMPAIGN GUIDELINES**

(Bette Rohrback, Elections Committee Chair)

The Board of Directors reviewed the 2020 election procedures and fair campaign guidelines. Bette Rohrback, Elections Committee Chair gave an update to the Board of the changes due to SB323.

After discussion, Director Jennings moved to approve the 2020 election procedures and fair campaign guidelines seconded by Director Connors Motion Passed: 5 - 0

**11. ACTION: SENIOR TRANSITION TEAM UPDATE**

(Annie Rosenfeld, Miguel Sloane, and Michael Salmon)

The Senior Transition Team, Miguel Sloane, Annie Rosenfeld and Michael Salmon provided an update to the Board.

The Board then discussed employee development and financial transparency the two new management goals and objectives.

There was discussion on the new auditors, the auditors will be providing their opinion on disclosure and financial transparency to the membership. Director Jennings suggested a special meeting open to the membership on characterizing transparency and what is shared to the membership.

**12. DISCUSSION: GENERAL MANAGER TRANSITION UPDATE**

(Board of Directors)

Board President Wu, provided an update to the membership on the General Manager transition.

**13. LUNCH**

Taken at 12:35 p.m. the Board of Directors will return to item 12.

The Board reconvened at 1:25 p.m.

**14. DISCUSSION: QUARTERLY FINANCIAL UPDATE**  
(Michael Salmon, Director of Finance and Accounting)

The Board of Directors received a quarterly financial update from Michael Salmon.

**15. ACTION: CAPITAL PROJECTS UPDATE**  
(Jon Mitchell, Director of Capital Projects)

The Board of Directors received an update from Michael Salmon and Jon Mitchell on actual capital projects spending vs. budget and forecasted expenditures for 2020.

Jon Mitchell also provided the board with an update on the Trout Creek Recreation Center expansion project.

**16. DISCUSSION: TAHOE DONNER FORESTRY**  
(Bill Houdyschell, Forester)

The Board of Directors received a year end presentation given by Bill Houdyschell and planned projects for 2020.

The Board adjourned for a 5 minute break at 3:45 p.m.  
The Board reconvened at 3:55 p.m. to agenda item 17.

**17. ACTION: PUBLIC SAFETY POWER OUTAGES 2020**  
(Annie Rosenfeld, Director of Risk Management and Real Property and Jon Mitchell, Director of Capital Projects)

Annie Rosenfeld briefed the Board on potential power outages in 2020 due to high winds in the area for safety precautions. Staff has a plan to notice the membership and to plan accordingly.

The Board went back to finish the discussion on the Finance Committee Charter and 5501 agenda item 8.

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

The Board adjourned to executive session at 5:25 p.m.

**19. ADJOURNMENT**

There was board consensus to adjourn the meeting at 6:30 p.m.



Submitted by:

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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 January 31, 2020 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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Jim Roth, Board of Directors Secretary

### **POTENTIAL FUTURE BOARD AGENDA ITEMS**