

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

**February 22, 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 Saturday, February 22, 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

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| <b>1. <u>CALL TO ORDER</u></b>                  | 00:18 |
| <b>2. <u>MEMBER &amp; DIRECTOR COMMENTS</u></b> | 00:53 |

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

Member comments :

- A Member gave kudos to the editors and designers of TD News. He also urged the Board to give a much higher priority to undergrounding power lines in TD

Director comments were made regarding:

- Director Roth congratulated the TD staff for their excellent work and attitude, especially at the downhill ski area
- Director Jennings commented that the cross country center staff has also been doing an excellent job. She also read the following statement from TD's counsel:

*We have been asked by certain members to comment and respond to a Moonshine Ink article published on February 13, 2020 on Robb's departure, as well as on internal complaints involving bullying or harassment. Personnel issues involve fundamental privacy rights of our employees, and the policy of the Board remains, on the advice of counsel, to honor those rights by limiting any comments on personnel matters. We can confirm that the TDA takes seriously all complaints involving bullying and harassment, as well as protecting complainants from retaliation. With regard to the Moonshine Ink article, the complaints referenced were fully investigated by independent professionals. Beyond that, the Board is limited in what it can disclose or discuss regarding personnel issues. To the extent that any interested party interprets the Board's sensitivity to public discussions about personnel matters as a cover up or a lack of transparency, they would be mistaken.*

- Director Connors commented on politics at Tahoe Donner

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)

08:52

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

- January 31, 2020 Meeting Minutes  
Executive Session Report
  - o January 31, 2020
- 2020/2021 Spring/Winter Ski Pass Rates for Downhill and Cross Country
- Covenants Committee Recommendation – New Member Michael Paparian
- Elections – Decision Paper for Accountancy Firm
- 5501 Report
- Disaster Response and Recovery Act (FEMA) Support Letter

Director Roth recommended removal of the draft Jan. 31 meeting minutes. There was a consensus that they would be brought back at the next Board meeting for consideration.

The following Consent Calendar items were voted upon individually:

After discussion, Director Wu moved to approve the spring pass rates only seconded by Director Koenes motion passed 5 – 0

Director Wu moved to approve the recommendation of Michael Paparian seconded by Director Jennings Motion Passed: 5 – 0

After discussion, Director Jennings moved to approve the remainder of the consent calendar seconded by Director Koenes Motion passed: 5 – 0

Director Koenes asked for a consensus that the Board’s position on the Disaster Response and Recovery Act be promoted in TD News. There was a consensus to do so.

**4. COMMITTEE / TASK FORCE REPORTS 26:30**  
(Committee/Task Force Chairs)

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

**5. Action: Proposed New Accessory Dwelling Unit and Junior Accessory Unit Rules 26:50**  
(Annie Rosenfeld, Director of Risk Management and Real Property)

The Board of Directors had received written member comments on the proposed rules. Some member comments were also received at the meeting.

After discussion, Director Wu moved to approve rule sections 1-4 and 6 (all except number 5) seconded by Director Koenes. Motion Passed: 4 – 1 Director Roth No

Director Roth moved to approve section 5 modifying the the first sentence by deleting the reference to the primary dwelling and deleting the third sentence. The motion was seconded by Director Wu. Motion Passed: 5 – 0

Director Koenes moved to approve the rules as modified effective today seconded by Director Wu. Motion Passed: 5 - 0

**6. Action: Proposed 2020 Architectural Standards Fee Schedule 1:29:24**  
(Rod Whitten, Chair of the Architectural Standards Committee)

The Board of Directors had previously received written comments on the proposed fee schedule. The Board received verbal comments at the meeting on the proposed fee schedule

Director Wu, with a second from Director Connors, moved to approve the proposed schedule as modified by the recommendations of the architectural standards task force. Motion failed 3-2 Directors Jennings, Roth and Koenes No

Director Koenes moved to approve the adoption of the increase in fees proposed except that there be no changes to the minor projects revision fee without neighbor notification seconded by Director Wu. Motion Passed: 3 – 2 Director Jennings and Director Roth No

7. **Action: Houses in Violation of Association Minimum Standards** 2:38:20  
(Rod Whitten, Architectural Standards Committee Chair)

Tabled to next month.

8. **BREAK taken at 11:25 a.m.**

**The Board of Directors reconvened at 11:40 a.m.**

9. ~~**Action: Covenants Enforcement Procedures 45-Day Notice**~~  
(Fred Zapponi, Covenants Committee Chair)

This item was removed from the agenda on February 14, 2020.

10. **Action: Working Lunch** 2:39:20  
(Charles Wu, Board President)

The Board of Directors discussed changing the board meetings to consist of a working lunch instead of a thirty minute scheduled lunch break.

After discussion, the meetings will remain status quo and lunch will be adjusted as needed.

The Board adjourned to lunch at 11:45

11. **LUNCH**

All members are invited to join the Board of Directors for lunch. The Board Meeting will resume promptly at 12:15 p.m. to Agenda item 12.

The board meeting reconvened at 12: 23

- 12. Action: Capital Projects Budget Update – Trout Creek/Downhill Ski Project** 3:19:50  
(Jon Mitchell, Director of Capital Projects)

The Board of Directors received an update on modifications to the 2020 capital plan. In addition, the Board of Directors were briefed on the Trout Creek Expansion project reconciliation summary.

The Board also discussed the current 5 year capital plan and DHS sizing methodologies.

After discussion, Director Wu moved to approve moving forward on the project and coming back to the board at the May board meeting with an update seconded by Director Koenes. Motion Passed: 5 – 0

- 13. Action: Information Technology and Aspenware Decision** 5:41:20  
(Miah Cottrell, Director of Information Technology)

The Board was briefed on the draft IT strategic plan and the Aspenware Software.

After discussion, Director Koenes moved to direct staff to persue a new proposal and bring forth the proposal within one week to the Board seconded by Director Roth. Motion Passed: 5 - 0

- 14. Action: Management Consultation Report** 4:23:50  
(Mike Shellito, Shellito Training and Consulting)

The Board of Directors received a presentation by Mike Shellito.

Break taken at 2:20 p.m.

Reconvened at 2:30 p.m.

- 15. Action: Committee Charters** N/A  
(Board of Directors)

The Board of Directors tabled this item to March 2.

- 16. Action: 2020 Committee Goals** N/A  
(Committee Chair)

The Board of Directors tabled this item to March 2.

17. **Action: Pending Suspension of Membership Rights and Authorization to Record Lien** Not Recorded  
(Annie Rosenfield, Director of Risk Management and Real Property)

The Board of Directors reviewed the resolution and were asked by staff to authorize the recording of liens against the properties of members who have failed to bring their assessment accounts current, which will result in the suspension of their membership rights.

APN- 45-330-11

After discussion, Director Jennings moved to approve the resolution and authorized recording the lien on APN-45-330-11 seconded by Director Wu Motion Passed: 5 – 0

18. **EXECUTIVE SESSION (closed to members)** Not Recorded

The Board adjourned to executive session at 3:17 p.m.

At 4:30 p.m. the board reconvened to open session to discuss item 17.

The Board adjourned back into executive session at 4:32 p.m.

19. **ADJOURNMENT**

There was board consensus to adjourn the meeting at 5:15 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 February 22, 2020 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.



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Jim Roth, Board of Directors Secretary