

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

December 17, 2021
Teleconference
9:00 a.m.

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held via teleconference on Friday, December 17, 2021. President Koenes called the meeting to order at 12:05 p.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
(Via Webinar) Courtney Murrell, Vice President
Jim Roth, Secretary
Steve Mahoney, Treasurer
Charles C. Wu, Director

Directors Absent: None

Staff Present: **David Mickaelian, General Manager**
Brian Yohn, Interim Director of Risk and Real Property
Joe Reeder, Manager of Communications & Member Relations
Jon Mitchell, Director of Capital Projects
Miguel Sloane, Director of Operations
Todd Martyn-Jones, Director of Finance, Accounting and Business Support
John Groom, Director of Land Management
Steve Turner, Director of Food & Beverage
Sheryl Walker, Manager of ASO
Patricia West, Recording Secretary
Blake Haverty, Recording Secretary

1. CALL TO ORDER

50th Anniversary Recognition

President Koenes recognized Tahoe Donner's heritage and community.

2. MEMBER & DIRECTOR COMMENTS

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

Member comments were made regarding:

- A member commented on the future of Tahoe Donner Ski Lodge, Covid-19 and climate change.
- A member commented on their concerns with TDA.

Members may submit additional comments by email to the Board of Directors at Memberletters@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 19, 2021 Regular Meeting Minutes
- December 1, 2021 Special Meeting Minutes
- Executive Session Report
 - November 17, 2021
 - November 19, 2021
 - December 8, 2021
- 5501 Report
- Financial Update
- Karate Club

Director Koenes moved to adopt the consent calendar seconded by Director Roth, with the removal of December 1, 2021 meeting minutes, Financial Update and Karate Club.
Motion Passed: 5 – 0

Director Wu moved to adopt the changes to the Financial Reports, seconded by Director Roth. Motion passed 5 – 0

Director Mahoney moved to adopt the changes to the Karate Club, seconded by Director Wu. Motion passed 5 – 0

4. COMMITTEE / TASK FORCE REPORTS

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

5. GENERAL MANAGER UPDATE

David Mickaelian, General Manager, along with Miguel Sloane, Director of Operations, provided the Board of Directors with an update on Summer Ops wrap-up and Winter Program.

Director Koenes opened up the meeting for Member Comments:

- A member commented on the hiring of the Head Pro and the golf course losing money.

6. COMMITTEE APPOINTMENTS/REAPPOINTMENTS

David Mickaelian, General Manager requested comment from the Board about Committee Appointments/Reappointments.

Director Koenes opened up the meeting for Member Comments:

- A member commented that the application process has not been updated with the 2021-5 resolution.
- A member commented that the timeline, application and process is not clear.

Director Mahoney moved to approve to accept staff recommendations, seconded by Director Roth. Motion passed 5 – 0

7. 2022 COMMITTEE ANNUAL TASK LIST

David Mickaelian, General Manager requested comment from the Board about the 2022 Committee Annual Task List.

Director Koenes opened up the meeting for Member Comments:

- A member commented on the time and effort on past reforms on election rules.
- A member commented on the availability of information on members to other members.

After discussion, Director Mahoney moved to accept all committee goals and add succession planning of each committee roles, seconded by Director Roth. Motion Passed: 5 – 0

8. CAPITAL FUND TRANSFER

Todd Martyn-Jones, Director of Finance, Accounting and Business Support presented to the Board of Directors and asked for approval of the transfer of funds from both the Reserve Replacement and Development Fund to the Operating Fund.

Motion to approve the following:

- Transfer \$1,775,271.34 from the Replacement Reserve Fund to the Operating Fund.
- Transfer \$563,837.54 from the Development Fund to the Operating Fund.
- Transfer \$17,828.92 from the New Machinery and Equipment Fund to the Operating Fund.

Director Roth moved to approve the above motion, seconded by Director Murrell. Motion passed 5 – 0

9. OPERATING SURPLUS TRANSFER

Todd Martyn-Jones, Director of Finance, Accounting and Business Support presented to the Board of Directors and asked for approval of the transfer of the 2020 Operating Fund Surplus to the Development Fund.

Motion to approve the audited 2020 Operating Fund surplus of \$696,534 to the Development Fund.

Director Mahoney moved to approve the above motion, seconded by Director Wu. Motion passed 5 – 0

- 10. Break was taken at 2:18 p.m.
The Board of Directors reconvened at 2:25 p.m.**

11. ARCHITECTURAL STANDARDS – EXTERIOR LIGHT RULES

Brian Yohn, Interim Director of Risk and Facility and staff presented to the Board of Directors a report for the proposed changes to the exterior light rules and sought guidance.

Director Koenes opened up the meeting for Member Comments:

- A member commented on Dark Sky rules and outside string lights.
- A member commented on the two Committees.

12. EXECUTIVE SESSION (closed to members)

The Board adjourned to executive session at 3:35 p.m.

13. ADJOURNMENT

There was a consensus of the Board to adjourn at 3:45 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 17, 2021 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Jim Roth, Board of Directors Secretary