

MINUTES
TAHOE DONNER ASSOCIATION
REGULAR BOARD OF DIRECTORS MEETING

December 16, 2022
The Northwoods Clubhouse, Mezzanine and Zoom Webinar
9:00 a.m.

A regular, scheduled meeting of the Board of Directors of Tahoe Donner Association was held at The Northwoods Clubhouse, Mezzanine and via Zoom webinar on Friday, December 16, 2022. President Koenes 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: Don Koenes, President
Benjamin Levine, Vice President
Steve Mahoney, Treasurer
Courtney Murrell, Secretary
Jim Roth, Director (via Zoom)

Directors Absent: None

Staff Present: David Mickaelian, General Manager
Miguel Sloane, Director of Operations
Lindsay Hogan, Director of Communications
Annie Rosenfeld, Director of Administrative Services
Todd Martyn-Jones, Director of Finance and Business Systems
John Groom, Director of Land Management
Steve Turner, Director of Food & Beverage
Miah Cottrell, Director of Information Services
Patricia West, Recording Secretary

1. Call to Order / Call for Quorum

The Board and David Mickaelian recognized all the Employee Award winners from the Employee Holiday Party.

2. Member Comments

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

No member comments were made.

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. Consent Calendar

All items listed under the Consent Calendar are considered to be routine and will be approved by one motion. There will be no separate discussion of these items unless a member of the Board requests a specific item to be removed from the Consent Calendar for separate action. Any item so removed will be taken up following the motion to approve the remainder of the Consent Calendar.

- October 28, 2022 Regular Board Meeting Minutes
- November 18, 2022 Regular Board Meeting Minutes
- Executive Session Report
 - 11/14/22
 - 11/18/22
- 5501 Report
- November Financial Report

Director Mahoney moved to accept the Consent Calendar, seconded by Director Levine. Motion passed 5 – 0.

4. Committee/Task Force Reports

The Board of Directors will review the Committee / Task Force written minutes and reports as a routine monthly procedure. Specific requests from Chairs for board Action or Discussion will be added to the agenda as separate topics. Routine committee membership adjustments will be placed on the consent calendar.

- Architectural Standards Committee
- Covenants Committee
- Elections Committee
- Finance Committee
- Long-Range Planning Committee
- Giving Fund Committee
- Trails & Open Space Committee
- Lodge at Downhill Ski

The Board of Directors received these items as information.

5. Trails Master Plan

The Board of Directors reviewed the changes to the Trails Master Plan.

Director Levine moved to adopt the 2022 Trails Master Plan, which replaces the 2013 Trails Master Plan, seconded by Director Murrell. Motion passed 5 – 0.

6. 2023 Committee Appointments

The Board received committee applications and reviewed each.

Architectural Standards Committee:

Director Levine moved to appoint Nick Sonder and David Hipkins as Regular Members of the Architectural Standards Committee for 2-year terms, seconded by Director Murrell. Motion passed 5 – 0.

Director Levine moved to appoint Graham Reid and Mitch Clarin as Alternate Members to the Architectural Standards Committee for 2-year terms, seconded by Director Murrell. Motion passed 5 – 0.

Covenants Committee:

The Board of Directors would like to recognize and thank Don Ermak for his service. He has resigned as of October 2022. Director Roth asked about Al Noyes applying to renew his service and staff will check with him.

Director Roth made a motion to approve Elizabeth Creger as a Regular Member of the Covenants Committee, seconded by Director Mahoney. Motion passed 5 – 0. There still remains 4 Alternate Member openings.

Elections Committee:

They have not received any applications and have 1 Member opening.

Finance Committee:

The Board of Directors would like to recognize and thank John Dundas for his service on this committee. He has resigned as of December 31, 2022.

Director Mahoney made a motion to accept Cathy Ravano to a 2-year term and to welcome Corey Leibow and Craig Falk as new members to a 3-year term, seconded by Director Levine. Motion passed 5 – 0.

Giving Fund Committee:

Director Roth moved to approve Betsy Noonan, Carla Brown and Nan Meek to the

Giving Fund for a 3-year term, seconded by Director Murrell. Motion passed 5 – 0.

Long-Range Planning Committee:

The Board of Directors would like to recognize and thank Jim Beckmeyer for his service. He has resigned as of December 31, 2022.

Director Koenes made a motion to appoint Denise Gauny, Daniel Simmons and Ward Sproat to 3-year terms, and to make an exception to waive qualifications for Beth Wang to serve a 3-year term. Motion seconded by Director Levine. Motion passed 5 – 0.

Director Levine moved to appoint Michael Sullivan to the LRPC to fill Jim’s remaining one-year term, seconded by Director Koenes. Motion passed 5 – 0.

Trails and Open Space Committee:

The Board of Directors would like to recognize and thank Charlene Simmons for her short-term fill in this past year when Benjamin had to resign due to joining the Board of Directors.

Director Levine noted that Amy Kaufman and Mitch Rohrer have not attended meetings or completed the requirements. He also stated that Amy Porter expressed concern about the time commitment, and he asked her if she would consider joining a subcommittee, and she agreed.

Director Levine moved to appoint Julie Thornton, Karen Aaron, Richard Bothwell and Carol Lindsay to 3-year terms, seconded by Director Mahoney. Motion passed 5 – 0.

7. Break 10:20 to 10:30 am.

8. 2023 Committee Annual Task Lists

The Board will receive 2023 Committee Annual Task Lists and consider approving or provide direction.

Architectural Standards Committee:

The Board of Directors provided some feedback and asked for a revision brought back to them at the January Special Board Meeting.

Covenants Committee:

The Board of Directors provided some feedback and asked for a revision brought back to them at the January Special Board Meeting.

Elections Committee:

Director Levine moved to approve the Elections Committee task list with one correction on #4, to delete the word “Fair.” Seconded by Director Murrell. Motion passed 5 – 0.

Giving Fund Committee:

Director Roth moved to approve the 2023 Annual Task List for the Giving Fund, seconded by Director Murrell. Motion passed 5 – 0.

The Board of Directors took a lunch break from 11:55 a.m. to 12:25 p.m.

Finance Committee:

The Board of Directors provided some feedback and asked for a revision brought back to them at the January Special Board Meeting.

Long-Range Planning Committee:

The Board of Directors provided some feedback and asked for a revision brought back to them at the January Special Board Meeting.

Trails and Open Space Committee:

Director Murrell moved to approve items 1, 2, 3 and remove #4 for the 2023 Annual Task List for the Trails and Open Space Committee, seconded by Director Levine. Motion passed 5 – 0.

The Board of Directors adjourned to Executive Session at 2:18 p.m.

The Board of Directors returned to Open Session at 3:02 p.m.

9. Ad Hoc Committee of the Board of Directors

The Board of Directors discussed creating an Ad Hoc committee of the board of directors to explore an operating fund policy.

Director Koenes made a motion to direct Director Mahoney and Director Levine to the Ad Hoc Committee of the Board of Directors to develop guidelines to address user fees versus assessment for the operations portion of the Annual Assessment by March 2023 for consideration of the full Board. Seconded by Director Mahoney. Motion passed 5 – 0.

10. Lunch Break was taken earlier, at 11:55 a.m. to 12:25 p.m.

11. General Manager Update

The Board of Directors received an update from the General Manager, and may provide direction to the General Manager for future Board consideration, on the following:

- A. Downhill Ski Lodge
- B. Food & Beverage – Summer Events Update
- C. Rec Pass Update
- D. Winter Events
- E. Winter Microtransit Program

12. Executive Session (closed to members)

The Board is allowed to meet in “executive session” to discuss certain topics (Civil Code §4935).

The Board of Directors plan to meet in Executive Session to discuss the following:

- Contracts
- Personnel Matters
- Legal
- Approval of Executive Session Minutes

13. Adjournment

There being no further regular business, there was consensus to adjourn at 4:52 p.m.

Submitted by:

SECRETARY’S CERTIFICATE

I, Courtney Murrell, 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 16, 2022 as approved by the Board members in attendance and constituting a quorum at a duty convened subsequent meeting of the Board.

Courtney Murrell, Board of Directors Secretary