

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

**July 28, 2023**  
**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, July 28, 2023. 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 & Business Solutions  
Jon Mitchell, Director of Capital Projects and Maintenance  
John Groom, Director of Land Management  
Steve Turner, Director of Food & Beverage  
Patricia West, Recording Secretary

**1. Call to Order / Call for Quorum**

Board President Koenes called to order at 9:00 a.m.

Employee recognition of new staff member Elvira Bannon and promotions for Robert McClendon and Christen Holland.

**2. Member Comments**

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

- A member commented on the Tahoe Donner Giving Fund and the Dog Mayor campaign.
- A member commented on delinquent fees.

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

- June 20, 2023 Special Board Meeting Minutes
- June 23, 2023 Regular Board Meeting Minutes
- June 25, 2023 Annual Membership Meeting Minutes
- Executive Session Report
  - 6/20/23
  - 6/23/23
- 5501 Report for May 2023
- 2023 Approved Replacement Reserve Fund Project- Trout Creek Remodel Construction Project
- Tahoe Donner Mah Jongg Club

Director Levine removed the replacement reserve fund project and the Mah Jongg Club.

Director Murrell moved to approve the consent calendar minus the two items removed, seconded by Director Mahoney. Motion passed 5 – 0.

Director Levine stated that the replacement reserve fund project is not a Trout Creek remodel (where the gym is) but a trailhead project.

Director Levine made a motion to approve the replacement reserve fund Trout Creek trailhead remodel, seconded by Director Murrell. Motion passed 5 – 0.

Director Levine noted that Article 5, Section 1 of the Club Bylaws “full members include those... immediate family members...” is language that I wrote, in 2011 for the Trails Club. After we revise the Amenity Access policy, this may need to be updated. We may need to have some Club guidelines or policy.

Director Mahoney noted that it's a relatively low threshold of 60% club members have to be Tahoe Donner members. There is no Board of Directors but two coordinators. We should consider supermajority of the club as Tahoe Donner members and look at good governance of the clubs.

Director Levine moved to approve the creation of the Tahoe Donner Mah Jongg Club and the club's bylaws, seconded by Director Mahoney. 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. 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

The Board of Directors received these items as information.

Annie Rosenfeld stated that the Covenants Committee charter would be presented to the Board in August or September.

#### **5. Covenants and Architectural Standards Committee Membership** (Annie Rosenfeld, Director of Administrative Services)

The Board of Directors considered an exception to the Covenants Committee charter eligibility requirement of attendance of two meetings when also considering the appointment of a new committee member applicant. The Board of Directors also considered Architectural Standards Committee members' requests for status change.

Director Mahoney recognized James McNamara for volunteering to serve on the Covenants Committee and thanked him for his time.

Director Mahoney moved to approve the exception to the member eligibility meeting attendance requirement, waiving the attendance of two committee meetings and approve James McNamara to the Covenants Committee as a regular member for the remainder of the position's term which will expire on December 31, 2023, seconded by Director Levine. Motion passed 5 – 0.

Director Mahoney moved to approve the request to change the architectural standards committee members' status as follows: David Hipkins' status changed from regular member to alternate member and Mitch Clarin's status changed from alternate member to regular member, seconded by Director Murrell. Motion passed 5 – 0.

**6. Adoption of Proposed Changes to the Architectural Standards Fee Schedule**  
(Annie Rosenfeld, Director of Administrative Services)

The Board of Directors considered proposed increases and decreases to Architectural Standards Fee Schedule. The 45-day notice was issued in the June 2023 TD News.

Director Murrell moved to adopt the proposed changes to the Architectural Standards Fee Schedule as presented in Exhibit B, with the changes effective July 28, 2023, seconded by Director Mahoney. Motion passed 5 – 0.

**7. General Manager Update**  
(David Mickaelian, General Manager and Staff)

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. Capital Projects Update
- B. Land Management Update
- C. July 4 Private Amenity Utilization Recap

Jon Mitchell provided an update on the grand opening of the Pavilion at The Lodge, Downhill Ski Lodge, snowmaking at cross country and Glacier Way Trailhead.

John Groom provided an update on pile reservation system and defensible space.

Miguel Sloane provided an update on the Fourth of July holiday weekend amenity usage.

**8. Break 10:24 a.m. – 10:35 a.m.**

**9. Financial Update**

The Board received an update on the June 2023 financials.

**10. Lunch Break 12:35 – 1:05 p.m.**

**11. Adoption of 2024 Budget Process**

After discussion, Director Levine moved to adopt the following schedule, seconded by Director Mahoney. Motion passed 5 – 0.

- Week of August 7<sup>th</sup> – Joint Orientation Workshop, along with Amenity Access Policy, to establish expectations.

- September 14, 2023 – Joint Workshop with the Board, Finance Committee, Chair of Long-Range Planning Committee (LRPC) and Chair of Trails and Open Space (TOS) on guidance about the Operating Fund budget.
- September 28, 2023 – Joint Workshop with the Board, Finance Committee, Chair of LRPC and Chair of TOS on guidance about the Capital Funds budget.
- October 12, 2023 – Joint Workshop with the Board, Finance Committee, Chair of LRPC and Chair of TOS about the entire 2024 Budget.
- October 20, 2023 – If needed, a Special Board Meeting to adopt the budget.

## **12. Executive Session (closed to members)**

Director Murrell made a motion to adjourn to Executive Session at 3:59 p.m., seconded by Director Mahooney. Motion passed 5 – 0.

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**

Director Mahoney made a motion to continue the executive session to a date to be determined at 5:00 p.m., seconded by Director Murrell. Motion passed 5 – 0.

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 July 28, 2023 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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Courtney Murrell, Board of Directors Secretary