

**MINUTES**  
**TAHOE DONNER ASSOCIATION**  
**BOARD OF DIRECTORS REGULAR MEETING**  
**March 20, 2010**  
**9:00 A.M.**

A regularly scheduled meeting of the Board of Directors of Tahoe Donner Association was held at The Lodge Banquet Room in Truckee, California on Saturday, March 20, 2010. President Suzan Knisley called the meeting to order at 9:03 a.m. The following directors and staff members were in attendance constituting a quorum of the authorized number of directors of the Association:

Directors present: Suzan Knisley, President - Ron Wulff, Vice President - John Dundas Treasurer & Don Berryman, Secretary

Via Teleconference: Robert Burks, Director

Directors absent: None

Staff present: Robb Etnyre, General Manager  
Michael Salmon, Director of Finance and Accounting  
Miguel Sloane, Operations Manager  
Annie Rosenfeld, Director of Facilities & Risk Management  
Mary Peterson, Director of Human Resources  
Bonnie Watkins, Executive Assistant & Recording Secretary

**MEMBER AND DIRECTOR COMMENTS**

There were no member comments.

Director Berryman stated that he had met with Executive Assistant Bonnie Watkins earlier in the week to discuss guidelines for the content of the Association's minutes. The reason for revising how the minutes are recorded, he continued, is to make certain that the Board is conforming to the Davis Sterling Common Interest Development Act in regards to the taking of the Association Board minutes. As to the distribution and posting of the draft minutes, he said, Ms. Watkins will have them to the Board for review in ten working days. The Board will then have five days to review the draft minutes and respond with any corrections. The draft minutes will be posted on the Web site and at Northwoods Clubhouse on the 16<sup>th</sup> business day after the meeting.

Director Wulff stated that he would like Staff to research installing video conferencing equipment for Board meetings. He noted that utilizing this type of system would be especially helpful for absent Directors. He suggested that this item be placed on the April agenda for discussion.

## A. COMMITTEE REPORTS

Architectural Standards – The Board was provided with the committee's February 3 and February 17, 2010 meeting minutes for review.

Communications – No report.

Covenants – The Board was provided with the committee's February 2010 status report for review.

Finance – The Board was provided with the committee's March 12, 2010 meeting summary for review.

General Plan (GPC) – The Board was provided with the committee's March 1, 2010 meeting report for review. Committee member Tom Johns reviewed the report with the Board. He stated that the main item for the GPC is the 2011 General Plan. He noted that the GPC is working closely with Director of Facilities and Risk Management Annie Rosenfeld and Director of Operations Miguel Sloane on producing the plan. He said the Town Hall meetings are going very well, and the committee has received good input from the membership. Mr. Johns indicated that the committee awaits direction from the Board on what they want to see included in the next General Plan, and this may mean having a special meeting between the GPC and the Board. The last General Plan, he continued, was simply a list of recommendations without any reasons for those recommendations. The GPC has agreed that plans should include the rationale behind any recommendations, as it is important for the membership to understand what we do, how we do it, and what the results are. He noted that the General Plan will be a companion document to the overall Tahoe Donner Strategic Plan. Mr. Johns then reviewed a draft outline for the design of the 2011 General Plan, and he fielded questions and received suggestions from the Board regarding the 2011 General Plan.

Discussion ensued regarding specific items in the General Plan and a process for determining how to prioritize those items. Further discussion took place regarding the status of some of the proposed projects in the last General Plan.

Employee Retention & Recruitment (ERRC) – No report.

## PRESENTATION AND CONSIDERATION: AUDITORS REPORT FISCAL YEAR 2009

Bobbie Hales of Gilbert Associates, Inc. distributed a copy of her firm's "Independent Auditor's Report" regarding the financial statements of Tahoe Donner Association as of December 31, 2009 and 2008, and the related statements of revenue, expenses and changes in members' equity and cash flows for the years then ended. A copy of the "Independent Auditor's Report" is attached to these minutes as an exhibit.

Ms. Hales reviewed the following highlights from the report:

- As a part of the audit process this year, the auditors met with the Finance Committee and presented the results of the financial audit in detail.
- Management and staff were prepared, available and cooperative, which was beneficial in performing the audit.
- It was noted that the year-end close was solid and that their field work was efficient, due to the fact that Tahoe Donner's books were in order.
- It was not necessary to issue a management letter citing control deficiencies.

Following the presentation, the Board, by unanimous consent, accepted the 2009 audit as presented.

## **B. DIRECTOR OF FINANCE & ACCOUNTING REPORT**

The Board was provided with the Association's unaudited "January and February 2010 Financial Results;" a complete set of each are attached to and made a part of these minutes.

Director of Finance and Accounting Mike Salmon reviewed highlights of the report with the Board. He noted that the "Annual Report" would be included in the May edition of the Tahoe Donner News.

Following Mr. Salmon's report, Ron Wulff made a motion and Don Berryman seconded to approve the unaudited January and February 2010 Financials as presented. Motion passed 5-0

## **C. CONSENT CALENDAR**

The Board was provided with the following items for consideration:

- February 20, 2010 Regular Meeting Minutes
- Resolution 2010-1 Transfer Fee Increase
- Rule Revision/Appeals Authority

Don Berryman pulled the February Regular Minutes for discussion. He stated that, in order to conform to the Davis Sterling Act for Common Interest Developments, there are several items that should be amended and/or deleted from the minutes.

Discussion took place regarding whether member comments should be included in future Board minutes and what the Davis Sterling Act for Common Interest Developments advises should be included and not in Association minutes.

The Board discussed editing the February 20, 2010 minutes to be more in line with the Davis Sterling Act. Don Berryman then suggested that he would work closely with Executive Assistant Bonnie Watkins on deleting some of the questionable verbiage in the February minutes and the Board could discuss them again at the April 17 meeting.

The Board placed the February 20, 2010 minutes on the April 17 agenda for consideration.

The Board turned their attention to Consent Calendar item "Rule Revision/Appeals Authority."

Discussion took place regarding the Covenants Committee's request to add the following verbiage to the Covenants Rules: *"The Covenants Committee may review an appeal before it is sent to the Board of Directors. If the committee decides to reduce or eliminate a fine, or modify any of the conditions of their decisions in a less restrictive manner, they may do so without the Board's approval."*

John Dundas commented that the Association's C&Rs, Article XIII makes it clear that appeals are the Board's responsibility. He indicated his concern that the proposed rule addition would abrogate the Board's responsibility in this area.

Committee Chair Paul Thomas explained that the committee fined a member \$1,000 for non-compliance of a safety violation. Since the member wasn't present at the appeal hearing, the committee was not aware that he had actually had the work done. The member then filed for an appeal to the Board, asking that the fine be withdrawn. Rather than take up the Board's time, Mr. Thomas continued, the committee, with the approval of the committee's Board Liaison Don Berryman, suspended the fine.

He stated that the rule as written does not allow the committee to reduce or eliminate fines and the addition of the proposed verbiage would allow the committee to take care of any future similar situations.

Director Dundas stated that, if the owner had communicated with the committee, there would be no need for an appeal. Therefore, he continued, the rule was not the problem; it was the member's non participation in the process that was the problem.

Following further discussion, John Dundas made a motion and Ron Wulff seconded to disapprove the proposed Rule Revision/Appeals Authority. Motion passed 4-1 (Berryman No)

Ron Wulff made a motion and Don Berryman seconded to approve Resolution 2010-1 Transfer Fee as presented. Motion passed 5-0

Director Berryman recognized Covenants Committee Chair Paul Thomas for his fifteen years on the committee.

#### **STATEMENT REGARDING DIRECTOR PRIVILEGES**

Director Burks provided the Board with the following written statement:

Based on the current IRS inquiry, which includes an audit of TD Board meeting minutes, regarding former Board of Directors amenity access tax liability, I wish to go on record.

I, Robert Burks, a current Tahoe Donner Board member, have not, nor do I intend to utilize free access to any Tahoe Donner amenities, now or anytime in the future.

This is a personal decision to avoid any tax liability based on my voluntary position.

Additionally, I believe this is beneficial to the membership in that a Board member is sharing their pay for services experience, while others can choose to engage more fully without a cost impact; a win/win for the Association and the membership.

**Break  
(10:35a.m.)**

The meeting reconvened at 10:43 a.m.

#### **D. PRESENTATION: ON-STREET PARKING**

Director of Facilities & Risk Management Annie Rosenfeld provided the Board with a Power Point presentation regarding possible solutions to Tahoe Donner's ski area parking deficiencies. The presentation included an overview of current on-site Tahoe Donner parking lots and Town of Truckee on-street parking, potential sites for future parking lots, estimated project timelines, as well as project costs and possible funding options.

Following the presentation, Ms. Rosenfeld fielded questions from the Board.

General Manager Robb Etnyre indicated that Staff has successfully implemented some short-term solutions to minimize parking issues and will continue to research options for a long-term solution.

## **E. STRATEGIC PLAN**

This item was moved to the afternoon agenda.

### **PRESENTATION: TAHOE DONNER LOGO**

The Board was provided with a Power Point presentation by Director of Marketing Kirt Zimmer regarding a process of examining and possibly updating Tahoe Donner's visual identity.

To follow are highlights from Mr. Zimmer's presentation:

- Questions have been raised regarding the inconsistent signage throughout Tahoe Donner. There are different materials, fonts, shapes & sizes. The same thing is true of employee uniforms.
- Does the Association's logo and branding effectively communicate the experience people have here? This question would best be answered by the stakeholders, which is the membership.
- Staff proposes a survey of the membership allowing them to weigh in on their thoughts regarding the Association's existing logo and signage. Possible questions would be:
  - Demographic information (ages, gender, etc.)
  - Pick the adjectives that describe the Tahoe Donner experience (e.g. natural, relaxed, active, sophisticated, and traditional, etc.)
  - Rate the Tahoe Donner logo on a scale of 1 to 10
  - This kind of information will give us quantitative and qualitative results. Does current branding match the experience? If not, how do the stakeholders define the brand?
- The objective of this project is to obtain "Buy in" from the stakeholders, brand consistency, and a visual identity that is consistent with the Tahoe Donner experience.

Following Mr. Zimmer's presentation, he fielded questions from the Board.

Following discussion, by consensus, the Board approved moving forward with the proposed survey.

### **EXECUTIVE SESSION AND LUNCH**

The meeting adjourned to executive session at 12:05 pm.

The Board reconvened to open session at 1:00 p.m.

Director Burks left the meeting at 1:05 p.m.

### **EXECUTIVE SESSION REPORT**

Secretary Don Berryman stated that the Board met in executive session today and discussed the following items: Euer Valley Easements & Other Association Property.

## OPEN SESSION

The Board convened to an appeal hearing at 1:05 p.m.

The Board reconvened to open session 1:35 p.m.

## COMMUNICATIONS AND EMPLOYEE RECRUITMENT & RETENTION COMMITTEES

Director Knisley explained that, at the February 20 Board meeting, the Board agreed to allow the Employee Recruitment & Retention and the Communications Committees discuss possible objectives with their respective departments and reconsider their viability at today's meeting. She noted that there were no assignments for either committee.

Director Wulff made a motion and Director Berryman seconded to dissolve the Employee Recruitment and Retention Committee. Motion passed 4-0 (Burks Absent)

Director Dundas made a motion and Director Knisley seconded to dissolve the Communications Committee. Motion passed 4-0 (Burks Absent)

## F. BOARD MEETING MINUTES

This item was moved to the end of the meeting.

## G. MEMBER'S REQUEST TO WAIVE LATE FEE

The Board considered individual requests from members to waive their delinquency fee.

The Board indicated that while each situation was appreciated, the Association's collection policies and procedures are clearly stated and must be objectively enforced.

Following discussion, Ron Wulff made a motion and John Dundas seconded to deny all member requests to waive late fees for the 2010 Annual Assessment. Motion passed 4-0 (Burks Absent)

## H. CUSTOM LEARNING ACADEMY

The Board was provided with a written request from Custom Learning Academy to utilize Trout Creek Recreation Center at a monthly rate.

Following discussion, the Board indicated that the Association's "Amenity Access Policy" precludes approving such a request.

Director Knisley made a motion and Director Dundas seconded to deny the request to utilize Trout Creek Recreation Center at a monthly rate. Motion passed 4-0 (Burks Absent)

## **GENERAL MANAGER'S REPORT**

General Manager Robb Etnyre reported the following:

- Currently, the Association has 342 employees, with 62 being full-time benefited employees.
- Based on direction from the Board, an agreement has been entered into regarding a Bridge that was constructed across a Common Area drainage ditch. The owners transferred all rights, title, and interest in the Bridge to the Association. The owners will maintain the Bridge in good condition and repair it at their expense.
- While the Association has rules and regulations in place for play on the Golf Course, it does not currently have a "Golf Course Access Policy" outlining use restrictions for the course. Staff has been researching policies at other courses and is in the process of developing a Tahoe Donner "Golf Course Access Policy" for Board consideration. A number of members have expressed their desire to utilize the Golf Course cart paths after hours in the summer as well as in the fall and winter months when the operation is closed. If the Board agrees, Staff would like to agendize the "Golf Course Access Policy" for the April 17 Board meeting. Additionally, at that meeting, offer a forum for home owners to weigh in on the topic of use of the cart paths. (By consensus, the Board placed these two topics on the April 17 Board meeting agenda.)
- As the end of the season approaches, Staff is in the process of preparing to close down winter operations and open up the summer amenities. Staff is also in the process of finalizing the "Summer Fun Guide," which should be available the beginning of April.
- A Master Calendar is being developed that will reflect all the Associations events throughout the year.
- The Forestry Department removed approximately 80 trees this winter from the Golf Course and Driving Range that were all either damaged or infested with bark beetles.
- "Town Hall" meetings will continue to take place at the Association's various amenities as we move forward in completing the 2011 General Plan. Members are invited to attend and provide input on future amenities and services. There is an updated Town Hall meeting schedule on the Association Website.
- There are plans to add more kayak storage racks at the Beach Club Marina.

Following his report Mr. Etnyre fielded a variety of questions from the Board related to Association business.

### **F. BOARD MEETING MINUTES**

Director Berryman reviewed the timeline he and Executive Assistant Bonnie Watkins had developed for the review and posting of Association's minutes. (Director Berryman reviewed this item during Member & Director Comments at the beginning of this meeting). Following a brief discussion, the Board placed this item on the April 17 Board agenda for further discussion.

### **E. STRATEGIC PLAN**

The Board was provided with a draft copy of a Strategic Plan for the Association.

Mr. Etnyre explained that the Strategic Plan is meant to outline long-term goals and growth for the Association over the next five years. He noted that considerable input has already been received from the General Plan and Finance Committees. At this point, he continued, he would like to have the Board's thoughts and guidance on further refinement of the document.

Mr. Etnyre reviewed the draft Strategic Plan with the Board, which covered the following: Mission, Vision, Values, Guiding Principles, Core Competencies, and Goals.

Following his review of the plan, Mr. Etnyre fielded questions and received suggestions from the Board.

Discussion took place regarding how the Strategic Plan will dovetail with the 2011 General Plan and a timeline for completion of the document by June 27.

Following further discussion, the Board agreed that they would review the plan further and provide Mr. Etnyre with more detailed input at the April 17 Board meeting.

The draft Strategic Plan is attached to these minutes as an exhibit.

**ADJOURNMENT**

Director Wulff made a motion and Director Berryman seconded to adjourn the meeting at 2:30 p.m. Motion passed 4-0 (Burks Absent)

Submitted by:

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Bonnie Watkins, Recording Secretary

**SECRETARY'S CERTIFICATE**

I, Donald E. Berryman, 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 meeting held on March 20, 2010 as approved by the Board members in attendance and constituting a quorum at a duly convened subsequent meeting of the Board.

\_\_\_\_\_  
Donald E. Berryman, Secretary

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Date