



DSA Core Action Team
Thursday, July 11, 2019 5:00 PM PDT
Nancy O Gallery & Glass, Soda Springs, CA

Motions and votes are given in *italics*; action items are in **bold**.

1. Welcome

Core Team Attendees: Tommy Christy, Jordan Knighton, Pat Malberg, Bill Oudegeest, Dick Simpson, Mike Spain, and John Svahn.

Staff: Beth Tanhoff

Guests: Ward Fansler (TDLT)

The meeting was called to order at 5:10 PDT by Pat.

2. Approval of Agenda

Bill moved and Jordan seconded the agenda; the motion passed without objection.

3. Approval of Minutes from June 13, 2019

Bill moved to approve the June minutes; the motion was seconded by Jordan and passed without opposition.

4. Financial Report

Ward had distributed a detailed financial report by e-mail about a week before the meeting. The report covered the past fiscal year, which ended May 31, 2019, and included the first month (June 2019) of the current fiscal year. Ward has been developing these reports iteratively, trying to find the right balance between the detail needed by the Core Team and best practices and

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procedures used in the accounting profession. He asked repeatedly during his presentation for feedback from Core Team members on whether expense and income categories and headings made sense and were useful.

Page 1 is a Balance Sheet showing assets and liabilities and equity as of the end of March, April, and May 2019. For these months cash ranged between \$23K and \$25K. Ward doesn't have reporting from all of the grants yet; but he believes these cash funds are unrestricted since grant expenditures are reimbursable after the fact.

Swag sales appear to be going well; there had been about \$9700 in sales as of the end of May (page 2); but sales tax still needs to be paid to California's Franchise Tax Board. Beth wondered whether T-shirts given to donors at last year's fundraiser should be covered by sales tax; the conclusion was that donor rewards were not subject to sales tax.

Page 4 breaks down profit and loss by project (Beautification, Monument, Trail Hub, Fundraising, etc.) so that DSA can see where the money came from and where it went during the just completed fiscal year.

Page 7 is a balance sheet for the first month (June) of the new fiscal year; details are on page 9.

5. Bylaws

A couple weeks before the meeting, Dick had distributed a marked up version of DSAA bylaws that he thought might work for DSA. He had included nine general points for possible discussion in a cover note. Dick had sent the same material to Mark Himelstein, who had drafted the original for DSAA and had offered to provide a review for DSA; but Mark had not replied.

Points worthy of note included a generalization of requirements for membership on the Board of Directors. There would be no "residency" requirement; instead, Board members should subscribe to the DSA mission and vision statements. Chairman of the Board has been retained even though there appears to be no foreseeable need for one; Chief Financial Officer has been retained (rather than Treasurer) because it appears to be the preferred title on California's Statement of Information, which must be filed periodically.

Directors have terms of two years; there is no provision for removing a Director for non-performance or inactivity. The draft bylaws call for an annual meeting in March, at which officers and Board members will be elected; but there was consensus this should be changed to June. That the

fiscal year runs from June to May will be added. The draft sets the size of the Board at 8-15 members; this will be changed to 5-15. The possibility of an Executive Committee was discussed; but the consensus was that this might usurp power (and interest) from the full Board. A provision that allows ad hoc, short-term committees with executive authority will be retained.

Dick will provide a clean copy of the bylaws for approval at the August meeting. In the meantime he will contact Mark about several questions: (1) Does California require 100% participation by Board members if an e-vote is conducted? (2) If the Board establishes a committee with executive authority, must there a minimum number of Board members on the committee? (3) Is there a better address for the Agent for Service of Process than Beth's personal residence?

6. Monument Grant

Mike Hann is designing the sign for the Monument. It will be on the south side of the Monument (because there is no room on the road side), 68 inches wide, and made from a special type of steel. The "Welcome" message will be cut through the steel. Bill has been through the Nevada County sign ordinance and is confident that he understands the requirements. Several steps still need to be completed, including obtaining a building permit, fabrication, and installation. Remaining money in the Monument grant will be used to cover expenses. Jordan offered a Truckee reference for fabrication in case the current candidate (in the Bay Area) is unavailable.

There was discussion about removing vegetation so the sign is more visible to inbound traffic; Dick mentioned that there are also telephone poles and one of DSA's own banners in the way.

7. Trail and History Hub Grant

Mike Hann is also designing the signage for the Trail and History Hub. Jordan's firm has put together a 'floor plan' for the whole site. The Shed is not addressed because it appears the repairs needed will be either too expensive or too complicated. Jordan said the engineering plans are close to being ready for submission. When the final drawings are available, we can go to the County for the paving permit. Since reconstruction of Donner Pass Road has been delayed until 2020, it may be possible to do our work in September. Chris Parker likes September because the summer rush will have quieted; however, Mike Spain warned that contractors are often under extra stress in September because they are trying to finish jobs before snow falls.

8. Visitor Center

Norm's place remains under consideration for the Visitor Center; but Tommy has decided to sell Tinkers Station in the fall. Since Norm has given conflicting signs of his intentions (and finding a new home for Norm's equipment remains an open issue), the availability of Tinkers needs to be considered. Tinkers has more parking, but Norm's would be adequate once the machines are moved.

Purchase/renovation costs for both buildings are unknown, but Bill believes Nevada County has \$500K that could be available if DSA doesn't wait too long. Operating expenses need to be considered; but North Tahoe Resort Association was willing to work with DSA some time back. We never followed up, but it might be worth revisiting that possible relationship.

A tentative plan for using the space in Norm's building was addressed in the Feasibility Study, and it includes some thoughts on how to make the operation financially viable. The Core Team tossed around several possibilities for Tinkers, including a first floor visitor center plus meeting room with several variations on living space on the second floor and in the loft. The meeting room could double as a ski lease shop during winter; ski lease is likely to be very profitable. A single family could use the existing space upstairs, it could be turned into "co-living" spaces, or it could be used as a dormitory. Tommy said that Tinkers had as many as 30 bunks when it was used as a dormitory once before. Mike warned that young staff often try to save money by stuffing as many people into rooms as possible, to the detriment of the building. The "family" configuration might be most appropriate for a mid-level manager; but there aren't many working on the Summit, and would any of them be interested? Any configuration that provided new affordable housing on the Summit would probably be viewed favorably by both counties.

Tinkers has a nice kitchen area, and the bathrooms are already adequate. Jordan thinks Tinkers will have structural issues, and significant plumbing repairs may be needed despite the size of the bathrooms. There is complicated snow removal, but that's not unusual on the Summit. The entire area — that is, Tinkers Station and its surroundings — could be the beginning of a new town center with boardwalk passageways and the relocated general store. Jordan liked Norm's closer access to Van Norden Meadow, its hiking trails, and possible trails along the South Yuba River; but he thinks Tinkers should be given a serious look. John noted that having your retail outlet on the same side as incoming traffic is a big advantage — Norm's is on the right side, Tinkers is not.

Mike said TART, Boreal, and Soda Springs have entered into an agreement for shuttle service between Truckee and the Summit for ski area employees (Sugar Bowl opted not to join in the agreement). New housing on the Summit might change the equation slightly, but he doubts that any housing would go unused during winter. Summer is very different, however.

Jordan reminded the Core Team that both counties will want some sort of contract with the building owner once we settle on a target. Bill said the project has so many moving parts there needs to be some guidance.

9. Master Plan Update

Chris has been ill, so he has not been able to produce even an outline. John said he has offered to help.

10. Fundraiser

Response has not been good so far; there have been 22 adult and 6 child tickets sold so far. Many of the tickets sold already appear to have gone to DSA Core Team members. Other people have said they would come, but they have not followed through with ticket purchases. The target was a minimum of 50. Lake Mary is usually considered to be a desirable venue, but it doesn't seem to be working this time. Complicating matters is that Sugar Bowl is hosting an event of its own at Lake Mary the previous evening.

The drop-dead date is Monday. Pat and Beth have considered reducing the ticket price to attract more buyers, but time is running out. They will decide Monday whether to cancel.

Old 40 Bar and Grill and Clair Tappaan Lodge have both offered to host future fundraisers. CTL hosted a Sesquicentennial event in early June which attracted over a hundred to Bill's railroad history talk followed by a barbecue. There was interest in trying to arrange an Oktoberfest-type event at CTL in the fall.

Jordan has designed some display boards showing what DSA has been doing over the past couple years. These were to be used at the fundraiser but could also be set up at other events.

Bill said that he had printed 1000 copies of the new brochure to be handed out at Lake Mary. Pat suggested that he post it on the web site.

11. Community Cleanup (June 29)

About 15 people volunteered for the second clean-up. Janet Tuttle provided lunch for the volunteers at Old 40 Bar and Grill.

12. Core Team Photos and Bios

Pat would like to see photos and bios of Core Team members on the web site.

13. Next Meetings

July 18, 6 PM DSMAC at Sugar Bowl (Judah Lodge)

Agenda topics include an overview of Placer County's Sustainability Plan, including proposed Greenhouse Gas Emission reduction measures, adaptation strategies, and implementation plan. There will also be discussion of a proposal from Rainbow Lodge to collect, store, transport, and sell water from a spring on Lodge property.

July 21, DSA Fundraiser, Lake Mary Cabin

August 15, 5 PM, DSA Core Action Team, location TBD

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14. Adjournment

There being no other business, Pat adjourned the meeting at 6:45 PM.

Minutes approved by the Core Action Team at the meeting on August 15, 2019.

Minutes signed by Secretary, Richard Simpson _____