

**South Lake Tahoe Tourism Improvement District (SLTTID)  
Hybrid In-Person and Zoom, Special Board of Directors Meeting  
LTVA Conference Room at Stateline, NV  
1:00 pm, Thursday, March 31, 2022**

**A. Call to Order**

The meeting was called to order at 1:03 pm by Board Chairman Jerry Bindel.

**B. Roll Call**

**Board members present** Jerry Bindel, Forest Suites Resort, Doug Williams, Cedar Pines Resort, Rich Bodine, Hotel Azure and Bill Cottrill, Lake Tahoe Resort Hotel.

**Board members (on Zoom)**, Lisa Underwood, Tahoe Keys Resort.

**C. Introduction of Guests & Staff present**

Carol Chaplin, LTVA. Juraj Sojka, LTVA, Katharine McComb, LTVA, Anne Sutterfield, LTVA, Pat Ronan, Tahoe Lakeshore Lodge & Spa, Mike Glover, Tahoe Chamber, Amanda Adams, South Tahoe Chamber, Bruce Grego and Jennifer Cewinski, Representing Stardust & Americana,

**Introduction of Guests & Staff (on Zoom)**

Davie Orr, Untethered, Paula Peterson, South Tahoe Now, Ana, Tahoe Hospitality, Gary Casteel, Heavenly Village, Josh Priou, Lake Tahoe Accommodations, Julie Schneider, Scale, Kathleen Mason, Holiday Inn Express, Randall Lambach, Bluelake Inn, Rachel Thayer, Beach Retreat & Lodge, Alesha Newman, Forest Suites Resort, Sue Barton, LTVA, Nikki Verdile, Coachman Hotel, Shachar Birendorf, Washoe Lodge, Peter Loughlin.

**D. Approval of previous meeting minutes**

Minutes were not distributed, will approve at the next meeting.

**E. Approval of Agenda**

A motion was made to approve the agenda.

**Moved:** Bill Cottrill

**Seconded:** Doug Williams

**Approved:** Unanimously

**F. Public Comment (Non-Agenda Items, 5-Minute Limit)**

- Mike Glover with Tahoe Chamber commented this is more of a social visit. Wanted to get in front of tourism facing people. Voice support for the board. Tahoe Chamber has 30+ lodging properties on CA side and 70+ tourism businesses as members. This board has been very good stewards of funds.

**Zoom Recording of this meeting:**

[https://us02web.zoom.us/rec/share/W2bpSNnBpRwgyGjZ6ppDkns4csuhMdUPGkh\\_CTkZ2ap9ZhOfM5d6i2pzt0LO8Yeo.-ydzLoejAX8GxTaZ](https://us02web.zoom.us/rec/share/W2bpSNnBpRwgyGjZ6ppDkns4csuhMdUPGkh_CTkZ2ap9ZhOfM5d6i2pzt0LO8Yeo.-ydzLoejAX8GxTaZ)

Access Passcode: 5%=Z6KFS

**AGENDA**

- **Discussion/Possible Action**

- 1. **Bylaw revision red-line draft approval to increase number of SLTTID Directors to nine (9) Directors**

- Last week Jerry proposed to the Board the idea to expand Board for greater representation of different lodging properties and more ideas.
- Coming together today to discuss, to abide by bylaws and allow for change for greater membership input and greater inclusiveness.
- We all have same goals, more business for individual and collective properties.
- Aware of comments from small group purporting to represent the interest of some smaller California properties.
- This Board voted and executed delivering 100's of bags of groceries for our constituents and their families. In the charter maybe not, but 100% correct thing to do for our constituents.
- Also aware of comments that we are supposedly "Stacking the Court" by expanding board to include 4 new candidates. As noted in the minutes in 2019, this board did not agree when council advised to change bylaws for voting situation.
- Different ideas are good. The idea that a volunteer board of 5 are somehow working as a group to squash a minority interest is ludicrous insulting and dramatic. We are a group of hoteliers came to together in 2006, took on a goal to support marketing and made it happen. All the people in this room and on Zoom made it happen. Protected marketing funds for future use. Did not allow for goals outside lodging community.
- Lodging community has been very successful. TID revenues based on occupied room nights. TID revenues have grown every year since inception with the exception of one major recession and 3 shutdowns.
- From 2014-2019 room nights increased from 530K to 715K for the City of South Lake Tahoe. That is a 35% increase in 5 years. We should celebrate together.
- Most of us are surviving and even thriving.
- Now as a lodging community, building an Events Center that will have the single greatest impact in a generation. Hotel and motels are busy and often fill when the Harveys concerts are happening. Now we will have year-round business, year-round jobs. April, May, Oct, Nov.
- Wonderful to see sudden interest of being on TID Board. In 16 years have seen little to no interest being on this board.
- Received notice of a letter. Will discuss legal opinion for TID board to expand. But first have to discuss the 5 points that were in the letter that was distributed to all members of TID except the 5 current board members.
- Letter was circulated talking to TID lodging members to read letter before voting. Point out a few facts from the Letter.
  - First letter was addressed from The Center for Accountability for the SLTTID Lodging Management and Oversight Committee. That is not a committee of the TID or Lodging Assoc. or any known entity. They did not identify themselves so could not reply.
  - Point #1. TID arbitrarily changed bylaws revoking voting rights of lodging properties. Change was based on advisement of CIVITAS legal counsel. Vote was 4-1. Thought important to listen to legal advice.
  - Letter dated 10.12.21 from Jordan Pittman with CIVITAS Advisors states, You can let them know that you organization was created without statutory members. Because you do not have statutory membership, nobody outside of the Board of Directors has the authority to elect Directors to the Board. Your directors must elect all directors to their seats. Your organization may create a nominating committee that can include non-directors who work on nominating potential candidates to be elected to the Board, but again, the Board ultimately must elect the Directors.

- When brought to Board's attention, went back to CIVITAS and asked if there was another way to become compliant. They advised yes there is another way. Board immediately voted to change bylaws to include members.
- This Board not looking to stay for life or turf protect. Just looking to be legitimate and in compliance.
- Point #2. From March through early June 2020 all SLT and NV lodging properties were closed due to COVID restrictions. NV properties reopened in Mid-May to reduced occupancies. This letter accuses two board members that sit on the LTVA Board that they gave a free pass to TDVA by waiving the final 3 payments due to the LTVA totaling \$188,978. Voted to tell TDVA not to send the money when they had no revenue coming in for themselves. TDVA actually increased their budget in the current year.
- Point # 3. Talking about Destination Marketing vs Destination Management. LTVA is a Destination Marketing Organization. Reference in the letter, many destination organizations are moving toward management, not to restrict visitors but because the responsibility of LTVA is branching out to the visitor experience as well as marketing to visitors. Example is Events Center and transportation program. When visitors come, we will manage them. Events center will allow for more people to come into town at the right times.
- Point #4. The LTVA Board approved \$10K for a Lake Tahoe Ambassador Program. Paying High School \$14-\$15/hr. to facilitate trash maintenance. How does this increase stays at lodging businesses? The SLTTID Management District Plan has 5% allocated towards Visitor Information Services. Some Visitor Centers were closed during COVID and this was a great alternative. From District Management Plan: Visitor Services enhancement programs will provide funding for programs and initiatives based on criteria to be developed by the SLTTID. Focusing on Visitor enhancements.
- Point #5. This gets personal. Letter states Bill Cottrill attended 3 of 19 lodging meetings between 2019-2022. These were South Lake Tahoe Lodging Assoc. (SLTLA) meetings, not TID meetings. The SLTLA is a different organization. Bill has attended 95% of TID meetings. Letter states Lisa Underwood only represents two doors in South Lake Tahoe. Two doors is still a member of TID. For a group that supposedly supports smaller operators, this is surprising.
- This is why Jerry wanted to propose this expanding of Board. History of voting.
  - 2006 SLTTID formed
  - 2006-2020 election candidates requested yearly from full lodging community. Emails sent to TID and Lodging database. Only one time in 15 years was there more than 1 applicant for a position.
  - 2021 had to extend nomination period just to get all the seats to be filled. Personally called two people to run for the board.
  - 2022 9 candidates applied for TID Board
- Other membership organizations Board of Directors
  - Monterey County CVB (3 counties) 19-member board
  - North Lake Tahoe Tourism District 16-member board
  - Mendocino County Lodging BID 11-member board
  - San Diego Improvement District 9-member board
  - Sonoma Tourism District 8-member board
  - Lake Tahoe South Shore Chamber 15-member board
  - South Tahoe Chamber 12-member board
- 9-member board is actually more the norm.
- Nine candidates for 2022 Board of Directors. Spread through the categories very nicely.
  - Shachar and Douglas with 1-75 units

- Kathleen, Rich and Jerry with 76-125 units
  - Rachel and Bill with 126+ units
  - Lisa and Jodie with Property Management and Timeshare
- This is a good spread and representation of our lodging community.
- By-Law language states:
  - New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote of the Board of Directors at which a quorum is present. A copy of the proposed amendment of new bylaws shall be included in the notice of meeting given to each member of the Board of Directors.
- A copy of amendment was given to each member as well as members of TID. We are abiding by these bylaws by considering changes.
- Bylaws changes requested:
  - Section 2. #1 Number, Tenure, and Qualifications
    - The corporation shall have nine (9) Directors, who shall be unrelated persons. Each Director shall be an owner of representative of an assessed lodging or property.
  - Civitas Attorney requested this to be compliant with the Brown Act:
  - Section 5. #1 Notice of Special Meetings
    - Notice of any special meeting of the Board shall be given at least one (1) day prior thereto either personally or by telephone or email for four (4) days' notice by first-class mail, subject to waiver of notice as provided in ARTICLE X of these Bylaws.
- Opportunity to expand Board from 5 to 9 for inclusiveness, better ideas and to avoid continued conflict in the letter and other points throughout the last 60-90 days.
- Will open up to board and public comments. Rotate from Zoom, in-person and written letters. 2-minute max please.
  - Doug Williams commented did you talk to CIVITAS about changing plan? Jerry: Yes, plan can be changed according to bylaws. Doug: He remembers could not change dollar amount. Fee is not part of bylaws. Bylaws dictate how operate as a Board.
  - Bruce Grego commented will the 9 be elected or appointed? Jerry: The 9 will be elected by members.
  - Dwayne Wallace wanted to explain chronology from chamber, members came to us with concerns about events they did not have that we think they should have had and just found out made changes to vote themselves as voting members. They, 40% of members signed petition to change it back. This is where the letter came from. Could have killed the TID. Lack of trust and lack of communication from TID. South Tahoe Chamber may have stopped the TID from being killed.

- First letter from The Oversight Committee of South Lake Tahoe Educated Lodging Partners. Oversight Committee of South Lake Tahoe Educated Lodging Partners always was and is in support of TID board decisions and efforts. All partners of our committee agree with the suggestion of the board expansion, which will bring broader expertise and experience from the new board members. We all agree that there has been a lack of communication from the TID board in the past, but we look forward to having this issue resolved and start receiving regular TID board updates. A few members of our Oversight Committee of South Lake Tahoe Educated Lodging Partners recently received a letter from the Oversight Committee of the Center for Accountability for the SLTTDI Lodging Management, that was borderline offensive, and the statements made in the letter were very one-sided without making proper research of the current effort taking place during those particular meetings. SLTTID board meetings are public and any California lodging property representative is welcome to attend and provide public comments and express their opinion and agreement or disagreement about the agenda items being discussed. Any of us can start reviewing the minutes of the past SLTTID meeting and question the decisions and statements of board members and attendees when we were not physically or virtually present because the statement or comment was taken out of context. For example, the comment made during the January 20<sup>th</sup> SLTTID board meeting made by Kathleen Mason, GM of Holiday Inn Express, that she 'have never know about TID Board', understanding that she has been with the property for 6 years, strongly involved in the daily operation and accounting side of the business, submitting lodging tax transfers to the City of South Lake Tahoe for all those years and being on the South Lake Tahoe Lodging Association Board for a significant amount of time, with Douglas Williams, that is a board member of SLTTID, is very questionable, and we don't believe that Douglas will keep SLTTID a secret from her. But the members of the Oversight Committee of South Lake Tahoe Educated Lodging Partners will not question such a statement, nor send a letter about it to selected California lodging members. All members of our committee value the input of all representatives from California lodging properties, no matter the size of the room inventory, and look forward to working together, and making Lake Tahoe a strong competitive tourism market. LTVA did an excellent job all these years promoting our destination and making it visible and known on the domestic and international levels. As we all travel and visit other mountain tourism areas, the cooperation of the community partners seeps from speech and form the way they proudly represent the community, and we all strongly believe, Lake Tahoe is on the great path to achieving the same level of greatness. Signed, Member of the Oversight Committee of South Lake Tahoe Educated Lodging Partners (We prefer not to list our members as the Oversight Committee of the Center of Accountability for the SLTTID Lodging Management also didn't list any of their members in the recently sent letter)
- Bruce Grego commented no objection to expanding the Board to 9 as long as elected. In your motion are you going to try to stagger those 9? Need to address. Board sent out nomination based on 5 members. Maybe consider renomination process.

- Letter from Sushil Patel, Laxmi Hotels/Hampton Inn. Hello Jerry, it is my understanding that the TID board will be discussing the use of funds this upcoming Thursday. As I will be unable to attend, I wanted to take this opportunity to share my thoughts. Growing up in South Lake Tahoe and doing business in the basin I understand the importance of tourism to the area; it is essentially the single most important source of revenue for the community. Promotion of the area is a great undertaking, as transient occupancy tax benefits the community the TID should be utilized in a manner that would more greatly promote the area and increasing the tax base that will help subsidize the needs of the city and the local population. When the TID was created the goal was to increase visibility of South Lake Tahoe and this goal should remain the same today. I am further in support of the TLVA's current direction and after learning about expanding the current board to 9 members would be beneficial as it would provide a broader input to future decisions. Thank you, Sushil Patel.
- Amanda Adams, President South Tahoe Chamber commented wanted to piggy back on Dwayne's comments. Our Chamber was asked by our members to look into the issue. It seems like issue has gotten really contentious. Happy to see 9 people serve. Our Chamber is also looking to revamp bylaws. Tighten and be more transparent and open for members. Looking at bylaws all over state concerning no term limits. Get new blood and fresh ideas on board is very important. Terms can be extended 2-3 times then have to take a break (gap). Bylaws changes can be voted on by just the board. We found that does seem to be where a lot of issues come up.
- Letter from Pradip Patel, Blackjack Inn. To whom it may concern, I am in support of the LTVA, the current SLTTID board and the idea to expand the current board to 9 or more board members to allow for additional ideas and oversight. Sincerely, Pradip Patel.
- Mike Glover, CEO Tahoe Chamber. Agree with Amanda on some of the staggered terms. Have a lot of experience with non-profits and destination marketing. Attended Western Assoc. Chamber Executives Academy. It is industry standard that the Board votes not membership. Support your amendments. Thanks you are doing everything you are supposed to be doing. Support the expansion. Destination Marketing. I was CEO of Visit Bend, CEO of Hood River, Worked for the Incline Village Crystal Bay Visitor Bureau. Applaud the direction LTVA is going regarding managing the visitor and making better for community not just the visitors.

- Pat Ronan, Owner Lakeshore Lodge & Spa. 12 years on LTVA Board, on Lodging Association Board and Wedding & Honeymoon Association Board. Here 31 years. Need to focus on stakeholders. Everyone feeds off people Lodging/TID/LTVA/TDVA bring into town. If Heavenly fails what happens if Casino fails what happens. No problem with 9 members. Need to make sure true stakeholders. Out of blue few letters not associated with lodging get sent out to all the lodging membership. Dwane Wallace and Gary Casteel have sent letters. Now an oversight committee who is that? Out of blue all people want to get on the board based on misinformation and lies going out to public. Highly concerned that people are getting misinformation from anonymous groups. Embarrassed that we are reading it and that it was on the agenda. Term limits will not work. Not enough people in town to fill these boards. Jerry and Pat created this TID it was their idea. Misinformation and lies being spread are a dis-service to community. Agree with group expand to 9 and stagger.
- Carol Chaplin, LTVA. Would like to compliment the board on all efforts over the years on behalf of the lodging membership, which benefits the larger community driving awareness, visitation and spend through marketing. Doug, always appreciate your astute observations at the TID Board meetings. To Jerry and Bill thank you for your involvement and guidance on the LTVA Board. Rich and Lisa thank you for your work on the Marketing Advisory Committee, which the Board depends on for marketing expertise. Bill you also spent 25+ years on the sales and marketing committees and that should be noted. We have had great successes. We continue to increase occupancy, ADR, supported events, American Century Championship, Heavenly Holidays, SnowGlobe, Amgen, Spring Loaded and NHL Outdoor Games (most watched NHL game in NHL history). These events put heads in beds and have garnered global media. Thank you TID for being at the heart of these efforts. Expansion is a good thing, increase expansion of economic impact and quality of life. Marketing Advisory Committee has 11 members. All meetings are public and attendance is encouraged.
- End of public comment.
- Rich Bodine commented, we have always staggered our seats. Last we had 3 up for 2 years and 2 up next year. Again, so great to see so much interest.
- Pat Ronan commented, need to have staggered in the official motion.
- Kathleen Mason asked if you invite lodging to your meetings? Rich: Yes, public is always invited, welcome and encouraged. Don't get many people attending. Zoom has helped. Over the years attendance has dwindled.
- Doug commented he is on the City Planning Commission and was told he could not zoom in unless his location is posted in advance where he was located during the meeting so the public knows where he is.
- Dwayne Wallace commented City Council and Planning commission cannot meet in Nevada, maybe SLTTID cannot meet in Nevada. Also, one day notice not really enough for his schedule.

- Bruce Grego asked if SLTTID was a California or Nevada entity? Not sure you have authority to act in in Nevada. SLTTID is a City of South Lake Tahoe entity. Jerry: The Bylaws state, the principal office of the Corporation shall be located in South Lake Tahoe, CA but principal office and additional offices may be located in different locations from time to time to be determined by the Board of Directors. Jerry commented we will look into this further.

- **Board Member Comments**

- Doug Williams commented he finds it odd that we are expanding now when last time we had a contested seat we did not. Jerry: we are a membership organization. We are all members of this organization. We all contribute funds. If there is a desire and a will for people to contribute he doesn't see a reason to not to expand. Jerry has the numbers of people who voted in that last contested election. 17 people voted. Doug what happens when next election we have five more people.
- Mike Glover commented boards he has been on have a range (number of board members) in bylaws to allow for variation in interest.
- Discussion about letters that went out.
- Dwayne commented need to do a better job reaching out to membership. Jerry: working on newsletters and more.
- Lisa Underwood commented wanted to address comments made about her only representing 2 doors. No cons about being more inclusive. Keep open mind size of the board. Inventory may be small but voice is not. Her company was a top producer nights and revenue over a decade for traditional VHRs. If voice no longer deemed relevant due to Measure T will step aside.
- Pat Ronan referring to fact others have a small amount of doors also. Concerned too many small hotels running things would not have expertise.
- Doug commented make sure if whom ever is running can make meetings in person.
- Lisa Underwood asked since she is not present should she abstain from the vote? If it does not come to pass will have to reconvene. Or negate vote. Will change procedure in the future.

**A motion was made to expand the current SLTTID Board from 5 members to proposed 9-member board.**

**Moved: Rich Bodine**  
**Seconded: Bill Cottrill**  
**Approved: Unanimously**

**Bylaw revision red-line draft approval to change language for special meeting notices to 24 hours, to be consistent with the Brown Act.**

**A motion was made to amend emergency meeting timeline from two days to at least 24 hours' notice.**

**Moved: Rich Bodine**  
**Seconded: Doug Williams**  
**Approved: Unanimously**



**Public Comment** (Non-Agenda Items, 5-Minute Limit)

- Dwayne commented might be good idea to do some work to show how tourism supports community. Hospital, College, etc. taxes support these things. Lots of new influx of people from Bay, etc. Chamber, TID, Lodging, come up with message. 65% people live here rely on tourism.
- Pat commented people like Carol and Sue have talked about this in lots of different meetings, editorials in tribune, op-eds, social media. People don't want to listen.
- Amanda commented if can come together as a group and put out same message might have more weight. A little PR can go a long way.
- Jerry commented loves the idea of open communication, open forum with like-minded people. Would be great to do something in the spring.
- Carol commented Tourism Forum on our calendar for the Fall.
- Doug asked when do ballots go out? New date for ballots to go out by April 22, 2022.
  - Everyone who is a TID member look for a ballot. Will be addressed to ownership, the address the city has on file.

- **Adjournment**

**A motion was made to adjourn meeting.**

**Moved: Doug Williams**

**Seconded: Rich Bodine**

**Approved: Unanimously**

**The meeting was adjourned at 2:30 pm.**