

South Lake Tahoe Tourism Improvement District (SLTTID)
In-Person with a Zoom option, Special Board of Directors Meeting
LTVA Conference Room at Stateline, NV
2:00 pm, Thursday, January 20, 2022

A. Call to Order

The meeting was called to order at 2:01 pm by Board Chairman Jerry Bindel.

B. Roll Call

Board members present Rich Bodine (Hotel Azure), Jerry Bindel (Forest Suites Resort), and Doug Williams (Cedar Pines Resort)

Board members (on zoom) Lisa Underwood (Tahoe Keys Resort) and Bill Cottrill (Lake Tahoe Resort Hotel)

C. Introduction of Guests & Staff

Kathleen Mason (Holiday Inn Express), Bruce Grego (representing Americana and Stardust), Jodie Guttrich (Grand Residence Club and Marriott Timber Lodge), Manish Patel (Beverly Lodge, Tahoe Hacienda, and Pinewood Lodge), Duane Wallace, Racheal Thayer (Beach Retreat and Lodge at Tahoe), Carol Chaplin, Sue Barton, Tony Lyle, and Juraj Sojka with the Lake Tahoe Visitors Authority. Anne Sutterfield Minutes.

D. Approval of previous meeting minutes

Due to special meeting, we will approve previous meeting minutes at the next meeting.

E. Approval of Agenda

A motion was made to approve the agenda.

Moved: Doug Williams

Seconded: Rich Bodine

Approved: Unanimously

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

Sue Barton, LTVA. At a previous meeting last year, the TID Board had approved the overage of funds to be transferred to the LTVA to keep bank funds at a set amount. Anything over and above would go to the LTVA for special TID projects to be determined. We are keeping close track. You spent out of this fund for support of Heavenly Holidays. There are no obligations at this time against the funding. Will probably come back with ideas on how to spend. Technically we need to spend by the end of June, which is the end of the LTVA fiscal year. If it is not spent it goes onto balance sheet and it is carried as a liability. Jerry commented, just to clarify, if not spent it will just be moved to balance sheet.

AGENDA

A. Discussion/Possible Action

Discussion of Letter Provided by South Lake Tahoe Lodging properties regarding 2019 Updated SLTTID Bylaws.

- [Letter dated 1/12/22](#) (PDF)
- [Email from Civitas Legal Counsel Regarding Bylaw update Requirement for Compliance dated 10/22/19](#) (PDF)
- Jerry paraphrased the letter from 2 days ago:
 - Pursuant to a letter dated January 12, 2022, to the South Lake Tahoe Tourism Improvement District ("SLTTID") from the South Lake Tahoe Lodging Properties ("SLTLP") demanding restoration of the SLTID 2006 Bylaws, a special meeting of the SLTTID Board has been scheduled for Thursday, January 20, 2022, to address this issue.
 - The letter did not include the referred-to signed petition by approximately 30 SLTTID properties. The Board should discuss that it is in fact legitimate request by SLTTID members. We can confirm that today.
 - Second, SLTLP's request and interest is appreciated. So that all concerned understand the reason for amendment of the SLTTID bylaws, and by way of background, you will recall CIVITAS Advisors assisted SLTTID with its initial inception documents in 2006, and then again for renewals in 2009 and 2019. While assisting SLTTID with its 2019 district plan and renewal, CIVITAS advised that the existing bylaws were not in compliance with the California Corporations Code (as set forth in Jordan Pittman's email of October 22, 2019, attached), and the Board therefore amended the bylaws in accordance with CIVITAS' advice. Upon receipt and review of SLTLP's current letter, Jerry reached out to John Lambeth, President and CEO of CIVITAS, with the letter and has proposed some suggestions as outlined in his letter of January 15, 2022 (CIVITAS letter attached). By making some amendments to the original bylaws, there is an alternative way to bring our organization into compliance with the required state law as well as address the concern of the recent SLTLP letter. That information was not provided to us in 2019. Mr. Lambeth and CIVITAS have stated they can assist with the bylaw changes and election procedures, at no charge to the SLTTID.
 - My recommendation to the Board is that after discussing the need for verification of the petition by SLTTID members, we take action to adopt the bylaw changes recommended by Mr. Lambeth's letter and Civitas and recommend subsequent voting procedures for the just-held election. Unfortunately, Mr. Lambeth could not attend today's meeting but is available the following Thursday at noon to discuss these procedures and any questions from the lodging group.
 - That is the background why we are here at this special meeting.
- Board Member comments:
 - Rich commented he is a little confused why weren't we advised by Civitas of this other alternate way to be compliant in 2019? 2019 rep was Jordan. Another comment, to the SLTLP, where is this all coming from? What is the end game? Last time we had a contested election 17 properties voted. Maybe attend meetings and know what is going on.
 - Bill commented agree with Rich. Coming out of left field. If we can get it changed no big deal. Wonder If we are trying to get input into how the area is being marketed, that may be the reason. The TID doesn't run the marketing. We collect and pass through to the LTVA. If we can clean it up that is great.
 - Lisa commented she is in agreement. Just to work to resolution. She also wonders where it is coming from. If there is a better way, she is all for it.

- Jerry commented by way of history every year since 2006 we have requested to have members apply. There have been 2 elections 2017 and 2021 where there have been more people apply than seats available. Normally nobody applied. We always encourage participation. Bylaws changes were due to being compliant.
- Doug commented he would like to know why Civitas had us change from statutory in 2019 instead of the original non-statutory.
- Lodging Group comments:
 - Kathleen Mason, GM Holiday Inn Express. Emailed list of 32 properties who would like their voting rights back. Been here 5 years. This year when the whole 4th of July Fireworks were not going to be put on and Heavenly Holidays were not going to be funded. Have never known about a TID Board. She sits on the Lodging Board. Never knew how the money was spent. Been investigating how this works. Have been reading minutes. Feels the Lodging properties were not notified that the voting rights were taken away. Not personal, business. She understands the city collects money then goes to TID then TID transfers to LTVA with no explanation how money is being spent. Of the petitioners who did not want to sign, owners wanted to sign. Her owner wanted to sign. Why does there seem like there is no transparency with the TID. She has never received an email to participate in voting. Never had an invite that there was a meeting. Think the lodging properties in South Lake Tahoe should have the right to vote for who is on our board.
 - Bruce Grego, representing Americana and Stardust properties. Generally speaking, thinks there should be a more democratic process. When we became aware of how the Bylaws were changed and appointments to the board are made, we do not think this is consistent with the way we expect government to be. Members vote for the board is a better way.
 - Manish Patel, Not worried who's on the Board. Would like to know where the TID money is going and how spending it. Making sure all properties are benefiting. Don't have problem paying into TID. Would like to have some say.
 - Jodie Guttrich commented, agrees with Kathleen. More democratic process. Would like to have to lodging voice heard.
- Board Discussion:
 - Rich commented there is a lot of misunderstanding. You would know how the money is being spent if you would pay attention to the LTVA. There was a misunderstanding about the Heavenly Holidays situation there was a line item and earmarked in the LTVA budget. 4th of July issue was out of the LTVA's control. Guests pay the money, not the properties. LTVA does a great job with their notes whether it be the Marketing or Board meetings. Thinks it is everyone's individual responsibility to pay attention to what is going on. Have no problem going back to how voting used to be. Nobody came by his property to ask about all of this. Why didn't petition come to the Lodging Association? We followed Civitas advice.
 - Doug commented, yesterday he was approached to sign petition. He reached out to the majority share owner (his brother), he wanted to sign, would like voting rights back.
 - Bill commented more is better. Also was not approached with petition, curious how is all came about. A lot of information in LTVA meetings all public meetings.
 - Lisa commented would like the dissention to stop. Team Tahoe. Not how we do business. 100% in favor of restoring voting rights. Only did it as a request from Civitas to be compliant.

- Jerry commented agree with board members. Also heard what constituents are saying. Take role as chair very seriously. One of the obligations is the communication obligation. Each year we put out communication to members to ask for their input on elections, if they want to run. Every year we go to City Council with the TID Annual Report with everything TID does, with details, numbers, etc. We are putting on SouthTahoeTourism.com website, but it sounds like it is not getting out to the membership. I hear the members. Aside from the voting, if there is a way, we will change it. We are not communicating enough what the TID does. Will check with Anne with email lists. We will start to do postage, some emails go to spam, etc. Volunteer organization. Will take a little bit of doing. We will communicate more. Hear that loud and clear. Communication and restoring bylaws so the members vote will solve this issue.
- Kathleen Mason commented this isn't a thing to not be a team tahoe. Finding transparency. Never knew TID board existed. Haven't gotten an email. Haven't gotten anything. Not personal. Business. Want it to be a part of the community and businesses. Want it to be out there so everyone can be a part of it.
- **Doug moved that we change our Bylaws**, sentences three and four of Article IV Section 2 currently state: "Directors shall be elected by the Board. All Directors shall have equal voting weight for elections of Directors." We recommend replacing these sentences with the following statements from the 2006 Bylaws: "The TID property owners/owner representatives shall elect all Directors. All lodging TID property owners/owner representatives shall have equal voting weight for election of each of the TID Board of Directors." In addition, we suggest deleting the language in Article III, Section 1 and inserting, "Membership shall consist of property owners/owner representatives of the South Lake Tahoe Tourism Improvement District. All lodging TID property owners/owner representatives shall have equal voting weight."
 - **Rich Second the motion.**
 - Jerry commented this motion is verbatim from what Civitas has recommended.
 - **All in favor. No opposed or abstentions.**
 - Jerry will be communicating with Mr. Lambeth. Will talk with Doug about if we want him at the Lodging Association Board via zoom on Thursday.
 - Doug commented also need to discuss if we need to do a new election.
 - Jerry commented if the board agrees he will get with Mr. Lambeth for details on how to do it. He said he would assist at no cost. General consensus we would relook at the election. Will possibly have at the next February TID meeting.

B. Board Member Comments

- Doug commented he would like to see us email out board agendas and minutes after meetings. Would like to have emails sent out with LTVA agenda and Marketing agenda and minutes.
- Jerry commented Anne does email members. Sounds like some are not getting emails. Maybe we ask for correct address and emails with a regular physical letter. We need to overcommunicate. Apologize if it is too much information.

C. Public Comment (non-Agenda Items, 5-Minute Limit).

- Thank you for hearing us out.
- Manish asked Jerry to call him to get his email address.

D. Adjournment. The meeting was adjourned at 2:43 pm.