

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
THE SOUTH SHORE TRANSPORTATION MANAGEMENT ASSOCIATION**

January 17, 2020

TIME AND PLACE OF MEETING

A special meeting of the Board of Directors (the “**Board**”) of the South Shore Transportation Management Association, a Nevada nonprofit corporation (“**SSTMA**”) was held at the office of the Tahoe Regional Planning Agency, at 128 Market Street, Stateline, Nevada 89410 on the date set forth above at 8:30 a.m., local time, pursuant to a meeting notice duly given to all of the members of the Board in accordance with Section 4.11 of the Bylaws of the Corporation (the “**Bylaws**”).

ATTENDEES

The following Directors were present at the meeting:

Steve Teshara (Lake Tahoe South Shore Chamber of Commerce)
Gavin Feiger (League to Save Lake Tahoe)
Frank Gerdeman (South Shore Social Services Technical Advisory Committee)
Ami Chilton (Lake Tahoe Community College)
Ryan Smith (Heavenly Mountain Resort)
Jerry Bindel (South Lake Tahoe Lodging Association)
Mike Bradford (South Tahoe Association of Resorts)
Chris Proctor (Barton Health Systems)

The following Directors were absent from the meeting:

Darcie Goodman Collins (League to Save Lake Tahoe)

The following guests were present at the meeting:

Carol Chaplin
Rich Bodine
Carl Hasty
Michelle Glickert
Melanie Sloan
Nick Haven

Kara Thiel and Marissa Fox of Feldman Thiel LLP was present as legal counsel for SSTMA.

QUORUM AND CALL TO ORDER

Steve Teshara, the Chairman of the Board, called the meeting to order. Based on the number of directors in attendance at the meeting, it was determined that a quorum was present and that the meeting could proceed.

BUSINESS CONDUCTED AT THE MEETING

1. Status Report regarding Amended and Restated Bylaws, and introduction of incoming Directors

As its first order of business, Mr. Teshara confirmed that the Amended and Restated Bylaws have been adopted as the bylaws of the SSTMA. Mr. Teshara further confirmed that Mr. Riley and Mr. Strain have resigned as Directors. Mr. Teshara then introduced the incoming Directors listed above and confirmed their appointment to the Board.

2. Overview of Tahoe Regional Planning Agency (“TRPA”) and relationship with SSTMA

As its next order of business, Mr. Haven provided an update on the collaboration between TRPA and SSTMA. No action was taken by the Board.

3. Overview of Tahoe Transportation District (“TTD”) and relationship with SSTMA

Mr. Hasty provided an update on the collaboration between TTD and SSTMA. No action was taken by the Board.

4. Status report regarding TRPA Regional Transportation Plan Update

Ms. Glickert provided an update on the status of the TRPA Regional Transportation Plan. No action was taken by the Board.

5. Status report regarding One Tahoe Transportation Funding Initiative

Mr. Teshara provided an overview of the One Tahoe Initiative. Mr. Teshara further provided a summary of TART service and ridership and discussed Federal transit trends. Mr. Hasty provided additional information regarding One Tahoe, including an overview of stakeholder engagement and vision planning. Mr. Teshara then discussed the larger framework of transit planning efforts, and suggested that SSTMA explore creating a website to serve as a central information source for transit planning. No action was taken by the Board.

6. Other Reports and Updates

As its next order of business, Mr. Teshara and Ms. Fox provided an update regarding the structure of the Board. Mr. Bradford requested a discussion of the fiduciary duties of Directors and the potential exposure to liability, the financial position of SSTMA, SSTMA’s conflict of interest policy, SSTMA’s D&O insurance, and clarification on compliance with state law. Mr. Teshara

confirmed that the next Board meeting will include an orientation for Directors that will address Mr. Bradford's questions.

Mr. Feiger reiterated the importance of corporate structure and planning.

Mr. Smith provided an update on Heavenly shuttle ridership and operations.

Ms. Chilton provided an overview of her background.

Mr. Gerdeman provided an overview of his background and suggested that the Board meet in a transit accessible location.

7. For Board Action: Establishing the SS/TMA February 21, 2020 as the "Annual Meeting" of the SSTMA consistent with the Amended and Restated Bylaws

The Board then considered establishing February 21, 2020 as the Annual Meeting of the SSTMA pursuant to Section 4.10(a) of the Bylaws. After further discussion, upon motion duly made by Mr. Bradford and seconded by Mr. Proctor, the Board unanimously voted to approve the motion.

ADJOURNMENT

There being no further business to come before the meeting, upon motion duly made and seconded, this meeting adjourned at 10:30 a.m. local time.

These minutes may be executed in any number of counterparts, each of which shall be considered an original.

Steve Teshara
Secretary