

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1

Held: Wednesday, November 18, 2020 at 1:00 p.m. via teleconference

*Due to the Executive Order issued by Governor Polis on April 26, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-28 implementing the Executive Order, issued by the Colorado Department of Public Health and Environment (CDPHE) on April 26, 2020, the meeting was held via teleconference.*

Attendance

The special meeting of the Board of Directors of Base Village Metropolitan District No. 1 was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, have confirmed their qualifications to serve, were in attendance:

Andy Gunion  
Charlie Singer  
Dawn Blasberg  
Rich Burkley

Also present were Trisha K. Harris, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; Kelly Brockett, Snowmass Mountain Lodging, District Manager; Jon Erickson, Marchetti & Weaver, District Accountant; and Scott Williams, Vangel Yurukov, Jeff Skagen, Snowmass Mountain Lodging

Call to Order/Declaration of Quorum

It was noted that a quorum of the Board was present and Director Gunion called the meeting to order at 1:03 p.m.

Conflict of Interest Disclosures

Ms. Harris advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Harris reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were

acknowledged by the Board. Ms. Harris inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Ms. Harris presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Approval of Minutes from  
September 23, 2020  
Special Meeting

The Board reviewed the Minutes from the September 23, 2020 Special meeting. Following a review, upon a motion was duly made and seconded, the Board unanimously approved the minutes as presented.

Public Comment

None.

Consent Agenda

Ms. Harris reviewed the items on the consent agenda with the Board. Ms. Harris advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- 2021 Annual Administrative Resolution
- 2019 Annual Report
- Renewal of Insurance for 2021/Property and Liability Schedule\*

\* The 2021 Insurance Renewal was approved, subject to the premium for 2021 is no more than 5% of 2020.

Legal Matters

Consider Approval of 2021 Extension to Second Amended and Restated Public Facilities Management Agreement between the District and SV Snowmass Hospitality, LLC

Ms. Harris presented the 2021 Extension to Second Amended and Restated Public Facilities Management Agreement between the District and SV Snowmass Hospitality, LLC, to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the extension.

Consider Approval of Agreement Concerning Exclusion of Space 13B

Ms. Harris presented the Agreement Concerning the Exclusion of Space 13B between the District and Base Village Metropolitan District No. 2 to the Board. Following discussion, upon a motion

between the District and Base Village Metropolitan District No. 2

duly made and seconded, the Board unanimously approved the agreement.

Consider Approval of Extension to License Agreement (Conference Center Kitchen and Refrigerator) between the District and Crepe Shack, LLC

Ms. Harris presented the Extension to License Agreement (Conference Center Kitchen and Refrigerator) between the District and Crepe Shack, LLC, to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Consider Approval of Termination of License Agreement (Conference Center Freezer) between the District and Snowmass Culinary Group, LLC

Ms. Harris presented the Termination of License Agreement (Conference Center Freezer) between the District and Snowmass Culinary Group, LLC, to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

#### Financial Matters

Financial Schedule/Payables Review

Mr. Erickson reviewed the Financial Schedule/Payables with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the payables.

Public Hearing on 2020 Budget Amendment

Director Gunion opened the public hearing on the 2020 Budget Amendment. Ms. Harris noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution Approving 2020 Budget Amendment

Mr. Erickson reviewed the Resolution Amending the 2020 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution amending the Capital Projects Fund to \$55,000.

Public Hearing on 2021 Budget

Director Gunion opened the public hearing on the proposed 2021 Budget. Ms. Harris noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution Approving 2021 Budget

Mr. Erickson reviewed the 2021 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution adopting the 2021 Budget, appropriating funds therefor and certifying 43.500 mills for the General fund, 0.000 mills for the Debt Service fund, and 0.000 mills for the Capital Projects fund.

Consider Approval of Auditor Engagement Letter

Mr. Erickson presented the Auditor Engagement Letter to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the letter, and engagement of Fiscal Focus Partners, LLC for the 2020 audit.

Management

Conference Center Report

Ms. Brockett updated the Board on the Conference Center. No action was taken.

Parking Garage

Ms. Brockett updated the Board on the Parking Garage. No action was taken.

Transit Center Update

Ms. Brockett updated the Board on the Transit Center. No action was taken.

Other Business

Next Meeting

March 17, 2021 at 1:00 p.m.

Executive Session (if needed)

An Executive Session was not needed.

Adjourn

There being no further business to come before the Board, and following discussion and upon a motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting at 2:13 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

*Dawn Blasberg*

Secretary for the Meeting

The foregoing minutes were approved on the 17<sup>th</sup> day of March, 2021.