

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASE VILLAGE METROPOLITAN DISTRICT NO. 1 ("District")

Held: Thursday, November 14, 2019 at 1:00 p.m. at:

110 Carriage Way
Snowmass Village, Colorado

ATTENDANCE

A Special Meeting of the Board of Directors of the Base Village Metropolitan District No. 1, County of Pitkin, Colorado ("Board"), was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Andy Gunion, Treasurer
Charlie Singer, Secretary
Rich Burkley, Assistant Secretary (via telephone)
Peter Goergen, President

Also present were:

Kelly Brockett, District Manager; Scott Williams, Vangel Yurukov, and Riley Evans (via telephone), East West Partners; John Kenny with Capitol Peak HOA; Andrew Nolan Capitol Peak property owner; William P. Ankele Jr. and Trish Harris, Esq., of White Bear Ankele Tanaka & Waldron P. C., general counsel to the District (via telephone); Jon Erickson District Accountant, Marchetti & Weaver; Maddie Vincent with the Snowmass Sun; Pat Keefer, property owner (via telephone); and Alan Pogue Base Village Metropolitan District No. 2 Legal Counsel.

Call To Order/Declaration Of Quorum: Director Gunion noted that a quorum of the Board was present, and called the regular meeting of the Board of Directors of Base Village Metropolitan District No. 1 to order.

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Mr. Ankele discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance

with statute. It was noted by Mr. Ankele that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Agenda: The Agenda for the District's special meeting was distributed for the Board's review. Following discussion and upon motion duly made and seconded the Board unanimously approved the Agenda as presented.

Minutes: The Board reviewed the minutes from the June 26, 2019 Regular Meeting & the October 14, 2019 Special Meeting. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the minutes.

Public Comment: Pat Keefer discussed an email she had previously sent to the Board, regarding three sets of expenses she feels were improperly allocated between the Base Village Company and the District. She also noted a September 25th letter addressing these matters.

Andrew Nolan commented he would like to view information regarding the District's assets in relation to maintenance. He is looking for prospects to lower the mill levy relative to maintenance.

Jon Erickson stated that District No. 1 needs \$224,000 in tax revenue in order to not require any contribution from District No. 2 relative to operations and maintenance, and in order to generate the same, it would require \$5.15 million in assessed value for District No. 1.

Director Goergen stated that if the Limelight Hotel were to be moved over into District No. 1, then the six mills that is to be contributed by District No. 2 would not be necessary. Director Goergen discussed that District No. 2 can initiate such inclusion into District No. 1, but that neither District No. 1 nor the developer were planning on doing so at this time.

CONSENT AGENDA

Following general discussion, and a motion duly made and seconded, the following items on the consent agenda were unanimously adopted:

- Adoption of 2020 Annual Administrative Resolution
- Ratification of 2018 Annual Report
- 2020 Property and Liability Schedule and Renewal of Insurance for 2020
- Ratification of Resolution Concerning Online Notice of Regular and Special Meetings
- Approval of Resolution Calling the May 2020 Election

LEGAL MATTERS

2020 Extension to Public Facilities Management Agreement: The Board engaged in a discussion regarding the 2020 Extension to Public Facilities Management Agreement between the District and SV Snowmass Hospitality, LLC. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the extension to the agreement.

FINANCIAL MATTERS

Financial Schedules/Payables Review: Mr. Erickson presented the Financial Schedules/Payables to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Financial Schedules/Payables as presented.

Public Hearing on 2019 Budget Amendment: Director Goergen opened the public hearing to consider the proposed 2019 budget amendment. It was noted that notice stating that the Board would consider adoption of the 2019 budget amendment and the date, time, and place of the public hearing was published pursuant to statute.

No written objections were received prior to or during the public hearing. The public hearing was closed.

Resolution Approving 2019 Budget Amendment: The Board engaged in a discussion regarding the Resolution Approving 2019 Budget Amendment. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Public Hearing on 2020 Budget: Director Goergen opened the public hearing to consider the proposed 2020 budget. It was noted that notice stating that the Board would consider adoption of the 2020 budget and the date, time, and place of the public hearing was published pursuant to statute.

Pat Keefer reiterated her views that some of the expenses are being billed into Base Village Company and not the District. Director Goergen stated that the District did not agree. Ms. Keefer expressed her disagreement with that conclusion.

Resolution Approving 2020 Budget: The Board engaged in a discussion regarding the Resolution Approving the 2020 Budget. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

2020 Auditor Engagement Letter: The Board engaged in a discussion regarding the 2020 Auditor Engagement Letter with Fiscal Focus Partners.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.

MANAGEMENT
MATTERS

Conference Center Report: Mr. Williams presented the report based on materials presented at the meeting.

Parking Garage Report – Winter Park Rates: Mr. Williams presented the parking garage report, including matters related to the upcoming ski season and striping to be done within the parking garage.

Transit Center Report: No report was presented.

Discuss District Maintenance Responsibilities: Ms. Harris reported on the status of District maintenance obligations for certain bridges and storm drainage improvements.

OTHER BUSINESS

Next Meeting: January 10, 2020 at 1:00 PM

EXECUTIVE
SESSION

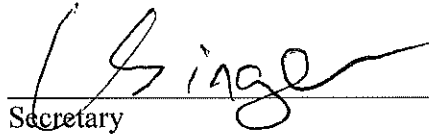
None held.

ADJOURNMENT

There being no further business to come before the Board and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

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

The foregoing minutes were approved on the 10th day of January, 2019.


Secretary