

MINUTES OF THE REGULAR MEETING OF THE BOARD
OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1

Held: Wednesday, March 28, 2018 at 8:00 a.m. Capitol Peak
Conference Center, 110 Carriage Way, Snowmass Village,
Colorado

Attendance

A regular meeting of the Board of Directors of Base Village Metropolitan District No. 1 was called and held as shown above and in accordance with the applicable law of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

Andy Gunion
Peter Goergen
Will Little

All director absences are deemed excused unless otherwise noted in these minutes.

Also present were: Scott Williams and Riley Evans of East West Partners; Kelly Brockett, District Manager; and property owners Bruce, Charlie and Andrew Nolan. Present by telephone was William P. Ankele, Jr. of White Bear Ankele Tanaka & Waldron.

Call to Order/Declaration of Quorum

Mr. Gunion chaired the meeting, 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.

Resignation of Steve Sewell
Due to Retirement

The Board noted resignation of Steve Sewell and thanked him for his service.

Director Conflict of Interest Disclosures

Mr. Gunion advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Ankele reported that disclosures for those directors with 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. Mr. Gunion noted that a quorum was present and 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda	Mr. Gunion presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda.
Approval of Minutes	The minutes from the regular meeting for District No. 1 held on December 8, 2017 were reviewed. Upon motion duly made and seconded, the Board unanimously approved the minutes.
Public Comment	None.
Financial Matters	
Engagement of Neil Schilling as District Accountant	The Board discussed engagement with Schilling & Company as District Accountant, which was also under consideration by District No. 2. The Board noted that District No. 2 had expressed a desire that each District have its own accountant. Upon discussion, and upon motion duly made, seconded and unanimously approved, the Board approved the engagement of Marchetti and Weaver upon the terms of their original proposal to provide accounting services.
Engagement of District Auditor	The Board engaged in general discussion regarding the engagement of a District Auditor. Following discussion, upon motion duly made, seconded, and unanimously carried, the Board authorized the President to solicit audit proposal in consultation with Marchetti and Weaver, and be authorized to execute an engagement letter, subject to no Board member objections.
Financial Schedules/Payables Review/Approval	Mr. Evans presented the Board with the payables/financials for approval. Following discussion, and upon motion the Board approved the financials and payables presented.
Management Reports	
Conference Center Report	Mr. Evans presented the Board with the Conference Center Report. The Board engaged in extended discussion regarding booking opportunities and pursuing options to link Conference Center bookings with bookings for condominiums within the Districts.
Parking Garage Report	Mr. Evans reported on Parking Garage operations based on written materials presented at the meeting. The Board discussed an issue raised in a memo presented by District No. 2 relating to garage operations. No further action was taken.
Transit Center Update	Mr. Williams and Mr. Evans presented the Board on written report in the meeting packet.
Legal	The Board engaged in discussion regarding the 2017 Annual Report. Following discussion, upon motion duly made and seconded, the Board unanimously approved the filing of the report.
Other Business	None.
Executive Session (if needed)	None.

Adjourn

There was no other business discussed.

There being no further business to come before the Board, and upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

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



Secretary for the Meeting

The foregoing minutes were approved on the 27th day of June, 2018.

