

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1

Held: Wednesday, November 30, 2022, at 3:00 p.m. via teleconference

Attendance

The regular 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:

Charlie Singer
Dawn Blasberg

Director Gunion was absent. Absence is deemed excused.

Also present were Trisha K. Harris, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; Kelly Brockett, Scott Williams and Sara Sanders, Snowmass Mountain Lodging, District Managers; Jon Erickson, Marchetti & Weaver, District Accountant; and Vangel Yurukov, East West Partners.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Board was present and Ms. Harris called the meeting to order at 3:03 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 amended.

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. Ms. Harris suggested the 2023 Annual Administrative Resolution be removed from the consent agenda and placed on the regular agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Minutes from the September 21, 2022 Meeting
- 2021 Annual Report
- Property and Liability Schedule and Limits

Ms. Harris presented the 2023 Annual Administrative Resolution. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2023 Annual Administrative Resolution subject to revision to appoint Mr. Stuart as Vice President in the slate of officers and to change the regular meeting dates to the third Wednesday of March, June, September, and November at 1:00 p.m.

Legal Matters

Consider Approval of 2023 Extension to Second Amended and Restated Public Facilities Management Agreement (Garage, Transit Center, Etc.)

Ms. Harris presented the 2023 Extension to the Second Amended and Restated Public Facilities Management Agreement to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Consider Adoption of Resolution Calling May 2023 Election

Ms. Harris presented the Resolution Calling the May 2023 Election to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Financial Matters

Financial Schedules/Payables Review

Mr. Erickson presented the financials with the Board of Directors. Following discussion, upon a motion duly made and seconded, the Board of District unanimously approved the financial schedules and payables.

Conduct Public Hearing on 2022 Budget Amendments and Consider Adoption of Resolution Amending 2022 Budget

Director Singer opened the public hearing on the 2022 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.

Mr. Erickson reviewed the Resolution Amending the 2022 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution amending the General Fund to \$1,449,340 and the Capital Projects Fund to \$65,000.

Conduct Public Hearing on 2023 Budget and Consider Adoption of Resolution Adopting 2023 Budget, Imposing Mill Levy and Appropriating Funds

Director Singer opened the public hearing on the proposed 2023 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.

Mr. Erickson reviewed the 2023 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying mills for the general fund, as shown in the 2023 Budget, subject to adjustment of the Parking Garage revenue to \$749,840, and receipt of final assessed valuation.

Consider Approval of 2022 Auditor Engagement Letter

Mr. Erickson presented the 2022 Auditor Engagement Letter to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the letter.

Management

Conference Center Report

Ms. Sanders presented the Conference Center Report with the Board of Directors.

The Board also discussed the Approval of Termination of Independent Contractor Agreement with SV Snowmass Hospitality. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the termination with SV Snowmass Hospitality subject to resolution of the Independent Contractor Agreement with Snowmass Mountain Lodging.

The Board also discussed the Independent Contractor Agreement with Snowmass Mountain Lodging. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement subject to final approval from the District's legal counsel and the President of the Board.

The Board also discussed the Preferred Catering Agreement with Snowmass Mountain Lodging and Mawa. No action taken.

Parking Garage Report

Ms. Brockett presented the Parking Garage Report to the Board of Directors. No action taken.

Transit Center Update

Ms. Brockett presented the Transit Center Update to the Board of Directors. Ms. Brockett discussed the agreement with Ms. Harris regarding maintenance of the escalators and elevators and will provide to Ms. Harris for review.

Other Business

Consider Appointment of Ian Stuart to the Board of Directors and Oath of Office

The Board engaged in a general discussion regarding the appointment of Ian Stuart. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the appointment.

Next Meeting

March 15, 2023 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 3:56 p.m.

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


Dawn Blasberg (Mar 23, 2023 08:59 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 15th day of March, 2023