

**MINUTES OF THE JOINT SPECIAL MEETING OF THE  
BOARDS OF DIRECTORS**

**OF**

**BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and  
BASE VILLAGE METROPOLITAN DISTRICT NO. 2**

**Held: Wednesday, the 2<sup>nd</sup> day of September, 2015 at 1:00 p.m.  
Capitol Peak Conference Center, 110 Carriage Way,  
Snowmass Village, Colorado**

**Attendance**

A joint regular meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 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:

Shawn Gleason (via telephone)  
Matt Foley  
John Varghese  
Steve Sewell  
Craig Monzio (via telephone)

Also present were: William P. Ankele, Jr., Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law (via telephone); Sarah Hunsche, CliftonLarsonAllen LLP (via telephone); Jerome Simecek, Snowmass Hospitality; Jim D'Agostino, appointed to the Boards, and Pat Keefer from the general public.

**Joint Meetings**

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

**Call to Order/Declaration of  
Quorum**

Director Gleason, noted that a quorum of each of the Boards was present and called the joint regular meeting of the Boards of Directors of Base Village Metropolitan District Nos. 1 & 2 to order.

**Consideration of Appointment  
to Board Vacancy / Oath of  
Office/Election of Office**

The Boards noted that vacancies currently existed on the Boards. Following discussion, a motion was duly made and seconded, to appoint Jim D'Agostino to the Boards to the term ending May 2016. Thereafter, Directors D'Agostino took the Oath of Office as required.

Following a discussion, a motion was duly made and seconded to appoint Director Foley as Board president. The motion was

unanimously passed.

Conflict of Interest  
Disclosure Matters

Pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Director D'Agostino abstained from taking any action at the meeting, pending completion of his Conflict Disclosure Form.

Agenda

Mr. Ankele presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda.

Approval of Minutes

The minutes of the May 27, 2015, joint special meeting were reviewed. Upon a motion duly made and seconded, said minutes were unanimously approved.

Public Comment

Mr. Keefer, inquired about parking matters. No action taken.

Update Regarding Colorado  
Open Records Act (CORA)  
Request for Documentation  
for District No. 2

Mr. Ankele provided the Boards with an update regarding the status of the CORA request. He advised the Boards that a response was in the process of being compiled. No action taken.

Conference  
Center Report

Mr. Simecek reported to the Boards on the Conference Center activities per the written report presented at the meeting.

Parking Garage Report

Mr. Simecek reported to the Boards on the Parking Garage activities per the written report presented at the meeting.

The Boards discussed special event parking charges. No action taken.

Following a discussion a motion was duly made and seconded to increase the maximum daily parking rate to \$30. The motion was unanimously passed.

Transit Center Report

Mr. Simecek reported to the Boards on the Transit Center activities per the written report presented at the meeting

Financial Schedules/Payables  
Review/Approval

Ms. Hunsche presented the financial report to the Boards. Upon a motion duly made, seconded and unanimously carried, the Boards approved the financial report and payables.

Other Business

None.

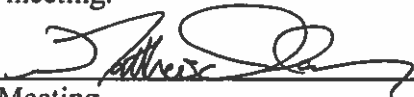
Executive Session

No Executive Session was held.

Adjourn

There being no further business to come before the Boards, 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 \_\_\_\_ day of \_\_\_\_\_, 2015.