

MINUTES OF THE ANNUAL MEETING OF MEMBERS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
DECEMBER 30, 2008

BOARD MEMBERS PRESENT: Jonathan Sweet, Daniel Zemke, Dave Riley, Jeff Proteau, John Volponi and Nelson Sharp (via telephone)

STAFF PRESENT: Erin Neer, Stephanie Fanos, Brianne Hovey, Jim Riley, Leanne Hart, and Jacqueline Boan

MEMBERS PRESENT: Chris Laukemann (via phone), Davis Fansler, Bob Trenary, Don and Nancy Orr, Matt Skinner, Kim Hewson, Richard Child

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- 1) **Call to Order**– Director Sweet called the meeting to order at 6:12 pm.
 - 2) **Election of Officers**- Director Greenspan made a MOTION to elect Nelson Sharp for President, which was seconded by Nelson Sharp. Director Sweet stated that he had known Nelson for many years and that he brings a great business background to the Board. Director Zemke asked if he could get more information about Mr. Sharp. Director Sharp explained that his education is in engineering, but that his experience was in business and that he would like to bring financial discipline to the board and look very closely at every penny spent. He further stated that he agreed with the statements made by Director Riley earlier about the need to hit the ground running and plan for the worst, but hope for the best. Director Sharp also stated that he would like to bring components of the TMV, TMVOA and TSG in the same direction, to encourage all of these groups to work together moving forward. Director Sweet then asked for public comment. Member Davis Fansler stated that in light of the presentation at the annual meeting regarding residential representation, that it is evident that the residents contribute the most and drive the organization. Given this, he stated that he would support a residential seat to run the organization. Member Matt Skinner then stated that he agreed with Mr. Fansler with regards to Mr. Sharp's experience but that he thinks the member needs to be in residence and that with Mr. Sharp being new to the board, someone who has been on the board before might be a better candidate. Member Nancy Orr then stated that she agreed with having a residential, full time resident be President. Director Sweet asked Mr. Sharp to clarify about his not being in person at today's meeting. Director Sharp explained that his absence at this meeting was due to an injury. Member Don Orr stated that he has known Nelson for 5 years and that he believes that Nelson has the skills to work in this diverse audience, and that Greg Sparks did not say it in his briefing of the community visioning session yesterday, but one item that was clear is that we need to start working together, TSG, the Town, TMVOA and Nelson has the interpersonal and leadership skills to do that. He further commented that Nelson knows everyone on Town Council and that although he is new to the Board, he is well qualified to handle the responsibilities. Kim Hewson stated that longevity should not be an impediment for a man that has the background that Nelson has. Director Sweet stated that he wished there was a process that would allow the discussion of more than one candidate and mentioned that Director Riley is another potential candidate. Director Sweet then asked for a roll call vote. Director Zemke asked to abstain, but Ms. Fanos explained that as he had no conflict, he could not do so. Director Zemke then voted no, Director Volponi voted yes, Director Greenspan voted yes, Director Proteau voted no, Director Riley voted no, Director Sharp voted yes and Director Sweet also voted in favor, passing the motion for Nelson Sharp as

president by a 4-3 vote. President Sharp then made a MOTION TO nominate Director Sweet to continue on as Vice President, which was seconded by Director Volponi. Director Sweet commented that it was very nice to be nominated and that he felt it was important that he could represent the second home owners. Director Greenspan stated that having Director Sweet serve as Vice President would be a great way to blend the several years of experience of Jonathan on the Board with Nelson's experience. Director Volponi also highlighted Director Sweet's experience with the Town, which he stated would be valuable feedback for TMVOA. Director Proteau commented that he has worked with Director Sweet for several years and commented that he had been absent for a few meetings and stated that availability and attendance are important. He further stated that for this reason, it would be nice to have someone who is available and in Mountain Village. President Sharp stated that Jonathan chaired one of the last meetings remotely, and that he thought that was one of the best run meetings. The Board then asked for public comment. Member Bob Trenary stated that he had served for 7 years with Director Sweet and that it is important for Jonathan to bring his experience with the Town to the Board. He stated that Jonathan can do that and help President Sharp as well. Member Chuck Horning stated that Jonathan Sweet is one of the people in Mountain Village that puts the community first. Member Richard Child supported both comments. The Board VOTED unanimously to elect Jonathan Sweet as Vice President. Director Riley then made a MOTION to elect Daniel Zemke as Secretary, which was seconded by Director Proteau. Director Proteau added that Daniel has been very thorough which will be a great asset to help with TMVOA documents. Director Zemke stated that he was flattered and that he had lived here in 2006 and has now returned. He further stated that he is a Mountain Village renter right now and is looking for a home to buy. There was no public comment on the motion, and the Board voted unanimously in support.

- 3) **Discussion of the 2009 Board Meeting Schedule** – The Board discussed the proposed schedule, but decided to tentatively set the next meeting for January 20th at noon and then determine the remaining meetings at that time. Director Greenspan made a MOTION to this end, which was seconded by Director Zemke and passed unanimously.
- 4) **Discussion of Capella Plaza Improvements** – Directors Greenspan and Volponi recused themselves from this matter due to conflicts. Ms. Neer explained that certain plaza improvements that TMVOA is obligated to fund related to the Capella project required square footage numbers before the final cost was known. TMVOA received those numbers from the Town earlier in December and now needed the Board to amend the budget accordingly, and to direct the President to authorize any necessary documents and the release of funds. Ms. Fanos explained the agreements that outline TMVOA's obligations in more detail for the Board. Director Proteau asked who the owner's representative is on these items to ensure that everything has been completed and provide accountability. Ms. Fanos explained that the lender on the project provides a complete certification that the items invoiced have been completed, and the Town also certifies the completion of work through a staff inspection. Director Proteau asked if there would be written documentation that all the requirements have been met. Ms. Fanos stated that there would be. Director Riley made a MOTION to amend the budget as presented and to authorize the President to execute the necessary documents and approve the release of funds. The motion was seconded by Director Proteau and passed unanimously, with the two previously stated directors abstaining due to conflict.
- 5) **Adjournment** - Director Greenspan made a MOTION to adjourn, which was seconded by Director Volponi and passed unanimously. The meeting adjourned at 6:50 pm.