



MINUTES OF THE TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION

BOARD OF DIRECTORS MEETING

January 19, 2021

BOARD MEMBERS PRESENT: Jeff Proteau, Tim Kunda, Jim Royer, Tom Richards, Chad Horning and John Volponi (all via zoom)

BOARD MEMBERS ABSENT: Sean Stogner – Proxy to Jim Royer

STAFF PRESENT: Anton Benitez, Garrett Brafford, Whitney Pearce Rosenfeld and Heidi Stenhammer (all via zoom)

OTHERS PRESENT: Stephanie Fanos – TMVOA Legal Counsel, Liz Caton, Laila Benitez, Peter Duprey, Jodi Repola, Karen Winkelmann, Ronald Whitcomb, Dan Caton, Scott Brown, Zoe Dohnal, Cherie Bortnick, Sheri and Pete Mitchell, Frost Prileau, Estee Portnoy, Gary Belske and 3 other unidentified participants (all via zoom)

1. Call to Order and Determination of Quorum

Chairman Royer called the meeting to order at 11:02 a.m. MST and noted that a quorum was established with 6 out of 7 Board members present via Zoom video conferencing. Mr. Stogner was absent however he assigned his proxy to Chairman Royer.

2. Consideration and the Approval of the Following Meeting Minutes

On **MOTION** by Director Kunda to approve the November 30, 2020, December 10, 2020 and December 16, 2020 Board Meeting minutes as presented, the **MOTION** was seconded by Director Volponi and carried unanimously (7-0).

3. Update on Telluride Regional Medical Center from Karen Winkelmann, CEO TRMC

Ms. Winkelmann, CEO of the Telluride Regional Medical Center (TRMC), introduced herself and thanked TMVOA for its \$100K contribution to the TRMC COVID Depot Clinic located in the former Ah Haa School for the Arts building. She noted that because TRMC does not have overnight hospital beds, they are unable to get reimbursed for urgent care at higher amounts than those medical centers that have overnight beds. Therefore, there is a great push to build a hospital in Telluride as well as a great need for one.

Genessee Properties has applied to San Miguel County for approval to donate the land to TRMC for the construction of a new hospital facility. The land consists of 2.6 acres that would be dedicated to the hospital center, improvements to the wastewater treatment plant and the extension of recreational trails.

The estimated cost of the 40K square foot building is \$45M. Conceptual plans can be viewed on the county's website. The review of this application by Genessee Properties is at the next county meeting to be held on February 11, 2021. TMVOA will provide a letter of support for this initiative.

4. Spartan

President and CEO Benitez reported that he gave an update to Town Council last week regarding TMVOA's initial thoughts and initial support of the proposed Spartan Ultra World Championship race scheduled in Mountain Village for October 8-11, 2021. The event will consist of up to 8K participants and up to 6K in lodging nights. There are significant operational items to work through such as parking, coordination around weddings and the locations of staging areas and obstacle courses. The timing of the event is perfect with October being a slower time of the year.

Ms. Bortnick commented that Mountain Village is an ideal venue for this event with nearby lodging, shopping and dining. Spartan is familiar with coordinating races with up to seven different landowners and dealing with a lot of operational challenges. They also have very strict COVID protocols in place. Mr. Horning noted that TSG has been working with Spartan for several years to get the event here and it will have a major positive impact on the community.

All present agreed this to be a great fit for Mountain Village and would like to proceed with funding contingent on Town approval. A possible three-year commitment could also be agreed upon dependent on the success of this year's event.

On **MOTION** by Director Horning to approve \$60K in funding for the Spartan Ultra World Championship event to be held in Mountain Village from October 8-11, 2021 contingent on event approval from the Town of Mountain Village, the **MOTION** was seconded by Director Kunda and carried unanimously (7-0).

5. Governing Documents Board Committee – Update and Recommendations from Committee

Director Volponi reported that the Board has formed a Governing Documents Board Committee to review TMVOA's governing documents and propose potential changes to the Board. The committee held its first meeting this week and reviewed the existing documents and decided to hire an attorney who specializes in this type of work to make recommendations on changes. Ms. Fanos has agreed to interview potential attorneys and make a recommendation to the committee. The attorney will address voting issues raised by the Town, assessment calculations, the preservation of TMVOA's non-profit status and the number of residential directors on the Board. Once the attorney is hired the committee will have a better idea of the timing in completing this important initiative. Director Volponi is the Chair of the committee and Director Proteau and Director Royer are the other two members.

On **MOTION** by Director Kunda to approve the formation of the Governing Documents Board Committee and hire legal counsel to assist in document analysis and make recommended changes to the Board, the **MOTION** was seconded by Director Horning and carried unanimously (7-0).

6. Parking on Lot 161CR – Resolving Issues

President and CEO Benitez reported that, in 2018, the Town allowed TMVOA to lease parking spaces at Lot 161CR. TMVOA had signage and a new staircase installed and opened a lottery system for Mountain Village business owners/employees to lease a space. Since then, there have been a lot of problems with unauthorized use and there have been many complaints from lessees that their space is occupied. President and CEO Benitez stated that the original estimate for this project is \$10k, but noted that staff is still in the process of getting quotes.

On **MOTION** by Director Volponi to approve the expenditure and installation of a gate at the entrance to the Lot 161 CR parking area, the **MOTION** was seconded by Director Richards and carried unanimously (7-0).

7. CO Lot 161CR Board of Managers Update

Chairman Royer provided an extensive historical overview of CO Lot 161CR which can be [viewed in its entirety here](#). In summary:

- In 2015, the Board authorized the purchase of Lot 161CR which also included two lots at the Ridge. These properties were acquired with the knowledge that there were difficult legal issues to overcome.
- Chuck Horning was a part of the Board at the time and thought it was important that Lot 161CR be developed into a flagship hotel.
- Bill Jensen replaced Mr. Horning on the Board as one of the three Mountain Special Directors and TMVOA embarked on solving the litigation issues with the Ridge property owners which was a long and tedious process.
- The Lot 161CR Board of Managers was created because TSG was in a separate lawsuit with the Ridge owners and has a parcel of land adjacent to Lot 161CR. Therefore, the Board of Managers did not include any TSG directors which ensured TMVOA met the requirements of its 501C4 tax exempt status.
- The TMVOA Board approved the Lot 161CR Board of Managers to take over the settlement process.
- The settlement agreement took two years to finalize and allowed for 32 parking spaces to be dedicated and deeded to Ridge owners when the parcel is developed. Once this agreement is implemented, all historical covenants are expunged.
- Lot 161CR now has a clean title so a developer will not have to work through all the legal issues.
- TMVOA then began advertising for a developer of a luxury branded hotel and negotiations commenced with Merrimac Ventures. A purchase sale agreement was entered into in September of 2020.
- Merrimac had an expansive plan but to complete it, they needed the pond lots (across from the Telluride Conference Center) to have adequate land to develop everything they needed to make the project financially feasible.
- Bill Jensen was optimistic at the time but then he left TSG and the pond lot negotiations fell through as did the purchase sale agreement.
- Currently, a four-point process is underway:
 - Attempt to reengage with Merrimac and the initial purchase sale agreement

- Readvertise a Request for Qualifications for potential developers to do a stand-alone project and renegotiate the price on the purchase sale agreement not to be less than \$9M in order to cover all of TMVOA's costs
- Sell the lot for its zoned use of condos at its appraised value which could be significantly higher than \$9M
- Attempt to negotiate a stand-alone project with Merrimac

Scott Brown noted that he was a part of the TMV's planning committee a long time ago and is interested in exploring a development project. Chairman Royer noted that TMVOA has been working with Merrimac for over two years and will continue that relationship. However, if they decide to drop out, TMVOA will reach out to Mr. Brown.

8. 2021 Capital Investment Priorities

Town Hall and Village Center Subarea Plans / Workforce Housing

Chairman Royer noted that TMVOA had a record for RETA collections in 2020 and has the financial ability to implement some of the ideas that came out of the Town Hall/Village Center Subarea planning process with Aecom. The Board is also interested in addressing workforce housing needs. Therefore, a Capital Projects Review Committee will be formed to discuss and propose potential next steps. After some discussion the following was decided:

On **MOTION** by Chairman Royer to approve the formation of a Capital Projects Auxiliary Committee consisting of Director Kunda as the Chair, Director Proteau, Chairman Royer and Mayor Benitez as Members, the **MOTION** was seconded by Director Kunda and carried unanimously (7-0).

9. 2021 Schedule: Board Meetings & Other Key Dates

President and CEO Benitez noted that a proposed 2021 meeting schedule has been drafted and reflects Board meetings every other month as well as some other key dates relative to the election. Board meetings will be held at 2pm as opposed to the customary 4pm. Meetings will be posted to the web and calendar invites sent out soon.

10. New Business / Other Business

None.

11. Adjournment

On **MOTION** by Director Volponi the meeting adjourned at 12:31 pm MDT.