



MINUTES OF THE TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION

SPECIAL BOARD OF DIRECTORS MEETING

February 8, 2021

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

BOARD MEMBERS ABSENT: None

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

OTHERS PRESENT: Kim Montgomery, Peter Duprey, Madeline Gomez, Steve Togni, Harper, Paul Wisor, Dan Caton, Michael Doherty, Stephanie Fanos, Natalie Binder, Lynn Mullings, Brian Eaton, Beth, Jack Gilbride, Calvin Crowder, John Buxman, Richard Child, Huscar Rick Gomez, Dave Peterson, Ronald Whitcomb, KC Branscomb and four other unidentified participants (all via zoom)

1. Call to Order and Determination of Quorum

Chairman Royer called the meeting to order at 1:01 p.m. MST and noted that a quorum was established with 7 out of 7 Board members present via Zoom video conferencing.

2. Election Update, Review of the formation and objectives of Governing Documents Board Committee, Eligibility to Vote in Election

Chairman Royer reported that TMVOA received 50 or more letters from members expressing concern about how votes are allocated and a letter from the Town's attorney Paul Wisor about the fact that TMV is a dues-paying member and would like the right to vote in TMVOA's annual election. TMV would also like to have a participant on the newly formed Governing Documents Board Committee. Mr. Wisor commented that TMV has agreed to forego voting in this election if TMV can have a representative on the Governing Documents Board Committee and is under the assumption that TSG will not cast its commercial votes.

A discussion ensued regarding Commercial voting and Chairman Royer noted that he misunderstood that TSG was not going to cast its commercial votes when in fact they are. TSG will cast no more than 49% of the total commercial votes.

Ms. Fanos explained that to have a TMV representative on the Governing Documents Board committee and a representative from the Mountain Village public, the committee will need to be changed to a Governing Documents Auxiliary Committee. A discussion ensued regarding attorney/client privilege. Ms.

Fanos noted that any privileged information will go to the TMVOA Board of Directors and be handled in Executive Session.

Member Horning expressed concern about opening the committee to a TMV member and a public member due to the February 4th letter sent from Mr. Wisor on behalf of TMV to TMVOA which contained threatening lawsuit language. Up until that point the relationship between TMV and TMVOA was viewed as cooperative and transparent. Mr. Wisor explained that TMV's goal is to achieve a solution and Mr. Caton added that TMV has operated cooperatively. Mr. Wisor noted that the founding documents are unrealistic and do not following current law. TMV is entitled to vote and asked for ballots in this election. Therefore, the next step is litigation.

Ms. Fanos noted that TMVOA has hired a firm to explain what our options are and the resolution forming the committee is very specific. The firm will evaluate TMVOA's Governing Documents to evaluate compliance with State and Federal laws and TMVOA's 501 C-4 status as well as clear up inconsistencies with definitions on how assessments are determined.

After some discussion the Board was supportive of changing the committee from a Board committee to an auxiliary committee and adding two additional members. It was noted that any proposed Governing Document revisions will be subject to a vote of TMVOA members.

On **MOTION** by Director Kunda to change the Governing Documents Board Committee to a Governing Documents Auxiliary Committee and to include a member from the Town of Mountain Village Town Council and a member from the Mountain Village public, the **MOTION** was seconded by Director Horning and carried unanimously (7-0).

3. **Next Meeting Date**

The next regularly scheduled Board of Directors meeting is scheduled for Wednesday, March 31, 2021 at 2:00 pm.

4. **Executive Session pursuant to CRS sec. 38-33.3-308 (4)(b) for consultation with legal counsel concerning matters that are privileged and confidential between attorney and client**

An executive session was deemed unnecessary.

5. **Adjournment**

On **MOTION** by Director Proteau the meeting adjourned at 1:50 pm MDT.