



## MINUTES OF THE TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION

### SPECIAL BOARD OF DIRECTORS MEETING

November 30, 2020

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

**BOARD MEMBERS ABSENT:** None

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

**OTHERS PRESENT:** Stephanie Fanos, Laila Benitez, Rick Gomez, Steve Togni, Pete Deupree, Paul Wisor and Dan Caton

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#### 1. Call to Order and Determination of Quorum

Chairman Royer called the meeting to order at 4:00 p.m. MST and noted that a quorum was established with 7 out of 7 Board members present via Zoom video conferencing.

#### 2. Executive Session pursuant to CRS Section CRS 38-33.3-308 (3) & (4)

On a **MOTION** by Director Kunda, seconded by Director Horning, the meeting went into Executive Session at 4:00 p.m. MDT.

On a **MOTION** by Director Proteau, seconded by Director Stogner, the meeting came out of Executive Session at 4:30 p.m. MDT.

#### 3. Lodge Unit Designation: 2020 & 2021 Assessments

President & CEO Benitez reported that in 2019, the Lodge unit did not have a short-term designation. In combination with that fact and Lodge members desiring to have Dial A Ride services, the Board determined that Lodge members need to pay dues at the same rate as Residential members. Therefore, the decision was made to increase Lodge member dues to the same level as Residential member dues and provide Dial A Ride services to those Lodge members who do not already have a transportation service provided through their property.

Since that decision was made, TMVOA received feedback from Lodge members that the increase is not in accordance with TMVOA's governing documents. TMVOA Board members and staff consulted with legal counsel and learned that there is nothing in the governing documents that precluded the board from the increase. Upon conducting additional research, some uncertainty was found in the governing documents to platted single family unit equivalents. So, the Board has decided to pause the decision and reduce the dues to the previous lodge efficiency dues rate of \$170 per year for 2020 and for 2021.

TMVOA will refund the difference to the Lodge class members who have already paid 2020 dues and will revise the budget for 2021. TMVOA will also work to review its governing documents and develop a consistent policy going forward as to how residential units will be assessed dues based on density or the class of residential units.

On a **MOTION** by Director Horning to reduce Lodge member dues to the 2020 lodge efficiency dues rate of \$170 per year for 2020 and for 2021 and to refund the difference to the Lodge class members who have already paid 2020 dues, the **MOTION** was seconded by Director Kunda and carried unanimously (7-0).

Mr. Togni and Mr. Gomez thanked the Board and staff for looking into the matter and reconsidering the increase.

#### **4. New Business / Other Business**

##### **Election Update**

President and CEO Benitez reported that TMVOA received several letters from members expressing concern with TMVOA's governance structure. Discussions have also taken place with Town's new attorney, Paul Wisor about the fact that The Town pays dues but is not allowed to vote in the TMVOA election. Discussions have taken place as to how to best address these issues and the decision was made to continue the election to February 8, 2021 so that more research can be done to come to a conclusion.

On a **MOTION** by Director Kunda to approve the continuance of the election for Residential A class and Commercial C class from December 7, 2020 to February 8, 2021 in order to provide TMVOA with sufficient time to address legal issues raised by members in connection with the number and eligibility of votes within Residential Class A and Commercial Class C including without limitation the determination of the Town's right to vote in TMVOA's election, the **MOTION** was seconded by Director Richards and carried unanimously (7-0).

##### **Creation of a Governing Documents Review Committee**

Chairman Royer reported that a motion is needed to design the process by which the Board will analyze TMVOA's structure and another motion to appoint members to the committee.

On a **MOTION** by Director Volponi to approve the formation of a Board committee to be known as the Governing Documents Review Committee to be formed for the purpose of working with TMVOA staff and legal counsel to review TMVOA's Governing Documents including without limitation the Amended and Restated Declaration, Articles of Incorporation, Bylaws, and Policies and Procedures to ensure that the documents are in compliance with current state and federal laws and to make recommendations to the Board with regards to any amendments to the governing documents that may be necessary in order to bring TMVOA's Governing Documents into full compliance with state and federal laws, the **MOTION** was seconded by Director Kunda and carried unanimously (7-0).

On a **MOTION** by Director Richards to appoint Chairman Royer from Class A, Director Volponi from Class B and Director Proteau from Class D to serve on TMVOA's Governing Documents Committee, the **MOTION** was seconded by Director Horning and carried unanimously (7-0).

### **Budget Modifications**

On a **MOTION** by Director Horning to approve the 2021 budget amendments which include a reduction in owner assessments and an increase in RETA, contingent on a detailed review and approval by TMVOA's Finance, Audit and Budget committee at its regularly scheduled meeting tomorrow, the **MOTION** was seconded by Director Kunda and carried unanimously (7-0). Director of Operations and Finance Brafford noted that the budget will be ratified at the December 16, 2020 Annual Members meeting.

### **5. Next Meeting Date**

The next Board of Directors meeting will be held on Wednesday, December 16, 2020 at 4: 00 pm MST.

### **6. Adjournment**

On **MOTION** by Director Horning the meeting adjourned at 4:50 pm MDT.