

**TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION  
AMENDED AND RESTATED RESOLUTION TO FORM  
GONDOLA/CHONDOLA AUXILIARY COMMITTEE**

**WHEREAS**, pursuant to the Colorado Nonprofit Corporations Act (the "**Act**"), C.R.S. Section 7-128-206(6), and the Telluride Mountain Village Owners Association ("**TMVOA**") Resolution Adopting Policies and Procedures Regarding the Formation of Committees dated December 3, 2009 (the "**Committee Policy**"), the Board of Directors (the "**TMVOA Board**") of TMVOA is authorized to form "**Auxiliary Committees**," having such members and rules of procedure as the TMVOA Board may provide, in order to provide such advice, service, and assistance to the nonprofit corporation, and to carry out such duties and responsibilities for TMVOA as may be stated by the TMVOA Board; and

**WHEREAS**, TMVOA adopted an Amended and Restated Resolution on February 15, 2012 (the "**2012 Resolution**") concerning an Auxiliary Committee for the purposes of working with TMVOA staff, the Town of Mountain Village and TSG Ski & Golf Company to manage any and all gondola and chondola related issues, known as the "**Gondola/Chondola Committee**" (hereafter the "**Committee**"); and

**WHEREAS**, TMVOA desires to fully amend, supersede and restate the 2012 Resolution as set forth below.

**NOW, THEREFORE, THE TMVOA BOARD RESOLVES AS FOLLOWS:**

**RESOLVED**, that the TMVOA Board hereby reconstitutes the Gondola/Chondola Committee, which shall continue to be an "Auxiliary Committee" as defined in the Committee Policy; and

**RESOLVED FURTHER**, that purpose, scope, responsibility, authority and reporting requirements of the Gondola/Chondola Committee shall be to work with TMVOA staff, the Town of Mountain Village ("**TMV**") and TSG Ski & Golf Company ("**TSG**") to consider and make recommendations regarding all gondola and chondola related issues. The Committee will review, develop and recommend an annual gondola budget and chondola budget for approval by the TMVOA Board. The Committee will also analyze long-term planning needs. The Committee will actively investigate budgetary assumptions with staff, TMV and TSG, and will provide proposed budgets for the TMVOA Board's consideration no later than October 31st of each year. Additionally the TMVOA Board will work with TMV and TSG staff on scheduling and other decisions that may arise from time to time throughout the year. The Committee shall recognize that, except as set forth below concerning life safety issues, it does not make decisions; rather it shall provide advice and recommendations to the TMVOA Board for consideration and Action; and

**RESOLVED FURTHER**, that the Gondola/Chondola Committee shall consist of a total of five (5) Committee members, as follows:

two (2) TMVOA representatives appointed by the TMVOA Board;

two (2) individuals nominated by the Town of Mountain Village (“**TMV**”) Town Council; and

one (1) individual representative of TSG Ski & Golf Company (“**TSG**”), as nominated by TSG.

The TMV and TSG representatives must consent to their appointment to the Committee in writing. Committee members shall each serve for a term of one (1) year or until their successors are duly nominated by TMV or TSG, as appropriate, and appointed by the TMVOA Board; and

**RESOLVED FURTHER**, that the following two (2) TMVOA representatives are appointed to the Committee for a term of one year commencing as of the Effective Date or until their successors are appointed by the TMVOA Board:

Anton Benitez and Garrett Brafford

These individuals have consented to their appointment.

**RESOLVED FURTHER**, that the following two (2) individuals have been nominated by TMV Town Council to serve on the Committee, and thus are appointed to serve on the Committee for a term of one (1) year commencing as of the Effective Date or until their successors are nominated by TMV Town Council and appointed by the TMVOA Board:

Dan Caton, as the TMV representative

Martin McKinley, as the TMV representative

**RESOLVED FURTHER**, that the following individual has been nominated by TSG to serve on the Committee, and thus is appointed to serve on the Committee for a term of one (1) year commencing as of the Effective Date or until such individual’s successor is nominated by TSG and appointed by the TMVOA Board:

Jeff Proteau, as the TSG representative

These individuals have consented to their appointment.

**RESOLVED FURTHER**, that the Committee members shall be appointed by the TMVOA Board by no later than January 31<sup>st</sup> of each calendar year (if applicable), and the TMVOA Board shall designate the Committee Chair at the time of such Committee member appointments; and

**RESOLVED FURTHER**, that Garrett Brafford shall serve as the initial Chair of the Committee; and

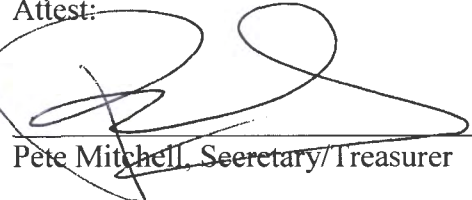
**RESOLVED FURTHER**, that pursuant to C.R.S. 38-33.3-308(2), all meetings of the Committee shall be open to all members of TMVOA or their designated agents. Agendas for each Committee meeting shall be posted on the TMVOA website at least three (3) business days prior to the date of each Committee meeting. Minutes shall be kept and maintained of all proceedings of the Committee; and

**RESOLVED FURTHER**, that the Committee may only hold executive sessions in compliance with C.R.S. 38-33.3-308(3). The matters that may be discussed in executive session shall be limited to the matters set forth in C.R.S. 38-33.3-308(4); and

**RESOLVED FURTHER**, that the Gondola/Chondola Committee shall be empowered to make decisions to the extent necessary to address life safety issues, with such decisions subject to ratification by the TMVOA Board.

This Resolution was adopted by the TMVOA Board at a duly noticed and called regular meeting of the TMVOA Board held on July 15, 2015 ("**Effective Date**").

  
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Jon Dwight, TMVOA President

Attest:  
  
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Pete Mitchell, Secretary/Treasurer