

**TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION  
BOARD RESOLUTION FORMING  
GONDOLA SUBCOMMITTEE**

**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 "**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**, on July 15, 2015, the Board adopted an Amended and Restated Resolution to Form Gondola/Chondola Committee, reconstituting an Auxiliary Committee created 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**;" and

**WHEREAS**, the Board desires to form a subcommittee of the Gondola/Chondola Committee, to be known as the "**Gondola Subcommittee**," or hereafter the "**Subcommittee**," in order to garner input from the various governing bodies with respect to the critical issues surrounding Gondola operations;

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

**RESOLVED**, that the Board hereby forms the Gondola Subcommittee, which shall also be an Auxiliary Committee, and

**RESOLVED FURTHER**, that the purpose and scope of the Gondola Subcommittee shall be to garner input from the various governing bodies with respect to the critical issues surrounding all aspects of the Gondola, including analysis of long-term planning needs, and

**RESOLVED FURTHER**, that the authority and reporting requirements of the Gondola Subcommittee, as with all committees, will not be to make decisions; rather the Subcommittee shall provide advice and recommendations to the Gondola/Chondola Committee, which in turn shall forward such matters to the Board for consideration and action; and

**RESOLVED FURTHER**, that the Gondola Subcommittee shall consist of a total of nine (9) Subcommittee members, as follows:

**two (2) TMVOA representatives** appointed by the TMVOA Board, with the initial representatives appointed by TMVOA being:

TMVOA Executive Director Anton Benitez; and

TMVOA Controller Garrett Brafford; and

**two (2) members of the Town of Mountain Village (“TMV”) Town Council**, consisting of those TMV Council members serving on the Gondola/Chondola Committee;

**two (2) members of the Town of Telluride (“TOT”) Town Council**, as selected by such governing body, with the initial representatives as directed by the TOT being:

Todd Brown, Telluride Town Council Member; and

Kristen Permakoff, Telluride Town Council Member; and

**two (2) representatives of San Miguel County (“SMC”)**, consisting of one (1) member of the Board of Commissioners of SMC, and one (1) SMC staff member, as selected by such governing body, with the initial representatives as directed by SMC being:

Joan May Chair of the Board of County Commissioners; and

Lynn Black, County Administrator; and

**one (1) representative of TSG Ski & Golf Company, LLC (“TSG”)**, as selected by such company, with the initial representatives as directed by TSG being:

Jeff Proteau, VP of Mountain Operations; and

**RESOLVED FURTHER**, that the members of the Gondola Subcommittee are appointed to the Subcommittee for a term of one year commencing as of the Effective Date or until their successors are duly appointed; and

**RESOLVED FURTHER**, that a quorum for meetings of the Subcommittee shall be at least six (6) of the nine (9) Subcommittee members; and

**RESOLVED FURTHER**, that approval of any motion made by a Subcommittee member shall require a second as well as the approval of a majority of those Subcommittee members present in person or by proxy; and

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

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

**RESOLVED FURTHER**, that the Subcommittee may only hold executive sessions in compliance with C.R.S. 38-33.3-308(3), and 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 one of the immediate purposes of the Subcommittee is to engage a vendor to perform an economic impact study of the Gondola; and the Board hereby authorizes the Subcommittee to select such vendor, provided that TMV, TOT, TSG and SMC agree to provide participating funding on a 1/5, 1/5, 1/5, 1/5 basis, with TMVOA contributing the final 1/5; and

**RESOLVED FURTHER**, that if the regional governing bodies form a Regional Transit Authority (“**RTA**”), and the long term planning of the Gondola (including funding, future design of the asset and other critical items) are addressed through that group, then the Subcommittee will dissolve.

This Resolution was adopted by the TMVOA Board at a duly noticed and called meeting of the Board held on September 29, 2016 (“**Effective Date**”).



Bill Jensen, TMVOA Chairman

Attest:



Jim Royer, Secretary/Treasurer