

MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS

TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
JANUARY 23, 2012

BOARD MEMBERS PRESENT: Jonathan Greenspan, Daniel Zemke, Dave Riley, Noel Daniel, Christopher Cox, Jon Dwight and Jeff Proteau

STAFF PRESENT: Steve Wilson, Brianne Hovey, Jodi Repola and Stephanie Fanos

OTHERS PRESENT: Live Sauce, Nichole Riley, John McGill, Scott Baretto with SOMM, Matt Skinner, Scott Stewart, Patrick Nicklaus, Ryan Truhn

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1. **Call to Order and Determination of Quorum** – President Greenspan called the board of directors meeting to order at 4:02 pm.
 2. **Consent Agenda** ~ Consideration and Approval of the Following Meeting Minutes;
 - a. Minutes from December 7, 2011 Board meeting
 - b. Minutes from December 28, 2011 Special Board Meeting

The minutes for the board packet still need further review and were not included in the packet. Minutes will be in the packet for February. President Greenspan moved to the next agenda item.

3. **Member Comment/Public Comment** – President Greenspan called for member/public comment. There was none.
4. **Consideration of Resolution to Amend Bank Account Signatories.** President Greenspan introduced the agenda item and memo in the packet and turned it over to Brianne Hovey to present. Ms. Hovey ran through the memo regarding the update of signatories, which the included resolution fulfills TMVOA's banking requirement for the new board of directors and officers. Ms. Hovey has all the bank forms tabbed for signatures and Ms. Hovey will arrange a meeting for all to go to the bank together, all 5 signers for President Greenspan, Director Proteau, Director Daniel, Brianne Hovey and Willie Wilson to go to the bank on Thursday or Friday. Director Riley made a **MOTION** to approve the resolution to amend the bank account signers as presented in the board packet. Director Cox seconded motion. President Greenspan asked for a vote and the **MOTION** passed unanimously.
5. **Consideration of Resolution to Review US Bank Credit Card Account and update Account Holders -** President Greenspan introduced the agenda item and the memo in the packet and turned the item over to Brianne Hovey to present. Ms. Hovey ran through the memorandum, and the resolution related to the US Bank credit card account. Staff recommends establishing a card for Jodi Repola and Willie Wilson in the amount of \$10,000 credit limit. Two cards are discussed vs. previously having only one card and what the intent and reasoning was for the decision and whether it meets internal control needs. Director Zemke made a **MOTION** to approve the resolution related to the US Bank credit card account. . Director Cox seconded the motion. President Greenspan asked for a vote and the **MOTION** passed unanimously.
6. **Consideration of the Amendments to the General Declaration regarding RETA exemptions and assessment liens.** President Greenspan introduced the agenda item and turned it over to Ms. Fanos to present. Ms. Fanos stated that in the board packet is a second amendment to the Amended and Restated

General declarations. Ms. Fanos explained the changes proposed by the Second Amendment. Ms. Fanos stated that in order to amend certain provisions of the Declaration that in addition to approval by the TMVOA Board, the Town of Mountain Village and San Miguel County must also consent to the amendments. The provisions that TMVOA is amending in the Second Amendment fall into these categories. After the TMVOA Board approves the Second Amendment, TMVOA will then have to obtain consent from the Town of Mountain Village and San Miguel County. President Greenspan asked for questions. Ms. Fanos stated that there is a proposed motion in the packet. Director Cox made the following **MOTION**: Move to approve the Second Amendment to the Amended and Restated General Declaration as presented and subject to any revisions required to correct typographical or scrivener errors and subject further to approval by the Town of Mountain Village and San Miguel County. Director Riley seconded the motion. President Greenspan asked for further comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.

7. **Consideration of the 2012 Board Meeting Schedule and the 2012 Member Social Date** – President Greenspan introduced the memo contained in the board packet and stated that he liked the staff suggestions. President Greenspan asked for questions on the suggested meeting schedule for 2012. It was determined not to set an April meeting due to conflicts with the spring break schedule. President Greenspan encouraged everyone to look at the schedule and to be thinking ahead of time on the budget. Willie Wilson asked that since we have canceled the April board meeting that the board also consider moving the May 16 meeting back to May 9, 2012 to assist getting through any accounting reporting deadlines. President Greenspan asked for any questions or problems with this suggested schedule, and there was none. Director Dwight made a **MOTION** to approve the 2012 Board meeting schedule with 2 changes, one cancelling the April meeting and the second moving the May meeting to May 9th. Director Zemke seconded the motion. President Greenspan asked for further discussion and there was none. The **MOTION** passed unanimously.

President Greenspan moved to the 2012 Member Social date. Willie Wilson addressed the memo in the board packet and the staff suggestions. Discussion continued on the member social and logistics. The board directed staff to bring back to the board at the February meeting the details of the member social program and to provide the board with an outline of what will be presented such as the location, timing, save the date card timing, invitations timing, menu, bar, costs, and the estimated # of people. Director Riley would like to hold the social outdoors. In previous years, we have not asked that the venue be closed and do this privately. President Greenspan suggested and the Board the date of July 24, 2012. President Greenspan asked for staff to provide an outline and to bring back at February board meeting and moved to the next agenda item.

8. **Discussion of board meeting agenda format - Member Comment/Public Comment, committee reports, class reports, placement of items on the agenda.** President Greenspan introduced the agenda item and turned it over to Mr. Wilson to present. Mr. Wilson stated that part of the intent was to discuss the format because there are 3 new board members and to make everyone aware of the process and that these memos and items exist. Director Riley commented that he would like to change way we get information and opinions from the members and putting it on the agenda. Director Riley asked to soften the 2 week window to get an item on the agenda and asked to be more nimble. President Greenspan responded that they are merely guidelines. Mr. Wilson said consideration for exceptions will be taken on an item by item basis. President Greenspan directed staff to slightly change the memo to make the suggested changes to provide more flexibility. President Greenspan asked for further comment and there was none.
9. **Consideration of the Montrose Airport Gondola Marketing initiative** – President Greenspan introduced the agenda item and turned it over to Willie Wilson to present. Mr. Wilson ran through the memo that was included in the board packet. President Greenspan asked Mr. Wilson where the budgeted numbers came from that were in the memo. Mr. Wilson ran through where he got the information from and the numbers being generally rough estimates. Director Daniel asked what the costs would be to put the gondola cabin in a major airport like Atlanta.

Mr. Wilson responded by saying he anticipates it could be very expensive. Director Daniel responded that there could possibly be some buy in from the lodgers and merchants and other people to place a logo on outside of the gondola car or something to help defray the costs and to be able to place this in one of the major airports like Atlanta, Houston, Dallas or Miami. Director Riley asked Mr. Wilson to go to Jim Loebe and get better numbers and to ask staff to call to our major hubs like Chicago, Atlanta, Newark, Houston and LA and ask what it would cost to park the gondola cabin and then make a decision. President Greenspan commented that he would like to see more partnership with and contributions from the Town of Mountain Village that would be beneficial to both organizations as well as MTI. It was also asked if it was possible to be able to distribute brochures out of the gondola cabin and to have others that might want to participate as well to defray the cost. Director Dwight suggested the possibility of putting a video inside of the cabin. The Board directed staff to true up the costs and look at the suggestions of this program and bring it back to the February board meeting.

10. **Consideration of possible redirection of the 2012 TMRAO airline guarantee funding commitment** – President Greenspan introduced the agenda item and turned it over to Scott Stewart to present. Director Riley and Director Dwight both recused themselves from this agenda item as they are both board members of TMRAO. Scott Stewart presented and surmised briefly to the issue of what the action that TMRAO is looking for from TMVOA on how the board would like to see the unused funds that the board has pledged to TMRAO. Mr. Stewart ran through the options provided in the letter for consideration options vs. taking a refund. President Greenspan summarized Mr. Stewart’s presentation and options. What did other entities do, the major players and what is the plan for the summer. Mr. Stewart said responded by saying the other government entities, the City of Montrose, Town of Telluride and Town of Mountain Village all committed to have funds remain with TMRAO for the summer service, if you can’t apply it to the summer program, they want it back. Mr. Stewart clarified that this is TMRAO board decision, not Mr. Stewart’s personal decision. President Greenspan made a recommendation to put on the table TMVOA’s suggestions. Director Proteau made a **MOTION** to maintain the level of TMVOA’s pledge to TMRAO and that the pledge is utilized pursuant to the board’s discretion for one of the three items whether its winter marketing and sales, or seat sales maximization efforts, or summer air service, to give TMRAO flexibility to determine where the extra money will best be utilized. President Greenspan agreed and asked for full disclosure as well as TMVOA owes that to the membership to show where the money is going. Director Cox made a second to Director Proteau’s motion. President Greenspan asked for further comments and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.
11. **Consideration of Proposed 3 Year Sponsorship Agreement with Straight Out Media and Marketing (SOMM - Gay Ski Week Producers and Promoters) for 2013, 2014 and 2015** – President Greenspan welcomed the group from Straight Out Media and Marketing and turned the agenda item over to Willie Wilson to present. In attendance to support SOMM’s proposal were Patrick Nicklaus from the Telluride Watch, Ryan Truhn from Telluride Sports and Matt Skinner from TSG. Mr. McGill ran through his presentation that was included in the board packet. Mr. Wilson stated that the 3 year agreement in the packet is still subject to budget allocation, the locations of the event, and continued feedback from TMVOA. Director Riley asked Ms. Fanos how it would be if the agreement was drafted with “outs” for TMVOA. Ms. Fanos said there will be a “subject to budget allocation” provision in the agreement. There is a timing issue that SOMM has with their event being in February and our budget discussion timing. Direction was given to include language to have a 90 day clause for termination. which could be expanded to be a longer lead time if TMVOA decided didn’t have the funds to do this event in the future. Director Proteau commented on the SOMM contribution level for the next three years at \$66,000. He questioned whether this number should be reduced each year. Mr. McGill responded and said that they intend to grow the event each so that is why we are keeping it at the same funding level for each year. Reporting requirements and specifications will also be included in the agreement. Director Riley commented that in his mind, the agreement was for this year, plus 2, not this year plus 3, so his suggestion is to have the agreement for 2012, 2013, and 2014 vs. what was proposed. President Greenspan asked for other comments. Director Proteau responded that he feels the same way that Director Riley does on the term of this agreement. Director Dwight made a **MOTION** to approve

the proposed 3 year sponsorship agreement with Straight Out Media and Marketing with the dates of term to be 2012, 2013 and 2014. Director Daniel made a second to the MOTION. President Greenspan asked for further comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.

12. **Consideration of the development of a work plan program for TMVOA** – President Greenspan introduced the agenda item and turned it over to Willie Wilson to present. Mr. Wilson ran through the memo in the board packet and stated this is intended to be food for thought for the Board and that staff is looking for direction on what the Board would like to see staff working on in 2012. Ms. Fanos commented that TMVOA has had 3 retreats and that have not been productive and that the work program is an attempt to assist the board and staff in prioritizing tasks. Director Riley commented that this was a good list. One item he suggested that TMVOA could benefit from is to engage the TMVOA members on a different level. For example, today the board is making decisions for items like the Air Org and Director Riley doesn't feel that TMVOA has asked our members what they would like to see done. We need to look for some way for TMVOA to engage our members to help develop our priorities. Director Riley made the suggestion of the possibility of using "Town Hall" software and to do some strong polling of our membership. Director Dwight agreed and commented that we need to get new data and information and to not base our decisions solely on history or the past. We need to find out what our Members want in the present time. Director Riley continued and stated that TMVOA Board Members are fiduciaries of this organization and TSG is pledging their votes to represent the interest of the all of the owners. Director Riley believes that is topic the single most important item that TMVOA should be working on in 2012. Director Riley introduced a resolution and passed it out to the board. Director Riley read the resolution. Director Riley commented that obtaining software is the easy part, but that TMVOA also needs to develop a culture change. Ms. Fanos commented that this direction is helpful and will help staff understand the Board's priorities so that appropriate resources can be dedicated to these efforts. Dennis Lankes suggested utilizing TMVOA's new website as this is not hard to implement as the new site uses Word Press. Ms. Fanos spoke to the resolution that was handed out and state that the Board can adopt this resolution under the agenda item discussion of the work program. Ms. Fanos suggested separating the day to day operations of the work plan and to generate a list of the priorities. Director Dwight suggested a communications task force of the Board to work with staff to evaluate the technologies and to come back to the board with recommendations. President Greenspan commented that he encourages pursuing this item. Director Riley would like to be on the task force and asked President Greenspan to be on the task force as well and to request that each TMVOA committee make a list of the top 5 priority items for the individual committees. Ms. Fanos stated that staff will come back at the February board meeting with a more formalized updated plan. Director Riley made a **MOTION**: The Resolution states that TMVOA resolves to procure the necessary software applications or to enter into such agreements with technology providers as may be required to enhance communications between TMVOA members and the TMVOA board of directors; and to authorize and appoint the Executive Director of TMVOA and such other personnel required and necessary to enter into and execute and deliver on behalf of the TMVOA the necessary documents to achieve this task; and to undertake such other steps as may be required to implement the above-noted tasks on behalf of TMVOA for the benefit of its membership and to authorize President Greenspan to execute the resolution dated January 23, 2012 and to allow staff to follow up with the initiative of the said resolution. Ms. Fanos provided an amendment to said resolution and motion and said sub paragraph c at the very end to add and incorporate this topic in to the 2012 work plan program as a high priority item. Director Riley amended his **MOTION** to reflect Ms. Fanos amendment to the resolution. Director Zemke seconded the motion. President Greenspan asked for further discussion and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.
13. **Committee appointment and staff designations**: President Greenspan introduced the item on the agenda. Ms. Fanos addressed the process for committee appointments. The board has to appoint to the various committee members and the board who determines the chair of each committee. Ms. Fanos continued and said there are changes suggested to the gondola/chondola committee and the prioritization committee that

were discussed in the staff memo in the board packet. Regarding the prioritization committee, Mr. Wilson suggested expanding the scope of this committee to add event evaluation, like TFA and the sunset concert series. Ms. Fanos suggested making this a 3 board member committee and to appoint auxiliary members in order to obtain further member feedback. Ms. Fanos suggested that the board wait until the February meeting, at which time the staff can come back to the board with a revised resolution incorporating these concepts. Director Zemke also suggested not having a joint committee with Town any longer. Ms. Fanos agreed. The concept of further expanding the number of auxiliary seats on the Gondola/Chondola was also discussed based on the number of member comments received at the annual meeting regarding the gondola in general. Expanding the auxiliary seats will assist TMVOA with member outreach and gondola education. Ms. Fanos suggested that the Board start the committee appointments with the FAB committee:

TMVOA Committees:

FAB Committee – Director Zemke nominated and made a **MOTION** for President Greenspan, Director Cox and Director Proteau for the FAB Committee with Willie Wilson as the designated staff and President Greenspan as Chair of the committee. Director Dwight made a second to the motion. President Greenspan asked for a vote and the **MOTION** passed unanimously.

Group Sales Committee – Director Proteau nominated and made a **MOTION** for Director Riley, Director Daniel and Director Dwight for the Group Sales Committee with Willie Wilson as the designated staff and Director Riley as Chair of the committee. President Greenspan made a second to the motion. President Greenspan asked for a vote and the **MOTION** passed unanimously.

Gondola/Chondola Committee – Deferred till February meeting

Prioritization Committee – Deferred till February meeting

Other working groups – non-TMVOA committees:

DAR Committee - President Greenspan asked Ms. Fanos to communicate with Town to see if we could hold 3 seats on this committee and for it to be 2 people and an alternate. The suggested directors to serve on this committee are President Greenspan, Director Cox and Director Zemke to the Dial-a-Ride committee with Willie Wilson as staff designation.

Conference Center Expansion Task Force – President Greenspan suggested that Noel Daniel serve as the TMVOA representative but requested that he being designated as an alternate and directed staff to communicate with the Town to determine if they would allow TMVOA to designate an alternative.

Town of Mountain Village Housing Authority – President Greenspan made a **MOTION** and nominated Director Proteau and Director Zemke to the Town of Mountain Village Housing Authority. Director Riley made a second to the motion. President Greenspan asked for further comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.

Phone Booths – President Greenspan will remain on this working group with Chris Hawkins and Tony Forrest to resolve the phone booth issue for Mountain Village.

Thrill Hill – It was requested that the Station Recreation Suspension Agreement be circulated to the Board and that the appointment of TMVOA representatives would be made at the February board meeting.

Communications Task Force – Director Proteau made a **MOTION** and nominated President Greenspan, Director Riley and Director Daniel to TMVOA Communications Task Force with Steve Wilson as the

**Of TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
BOARD OF DIRECTORS MEETING**

JANUARY 23, 2012

designated staff. Director Cox made a second to the motion. President Greenspan asked for further comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.

14. Class reports ~ Report to full board

- a. Residential Class – President Greenspan updated the board on the residential class.
- b. Lodging Class – Director Daniel updated the board on the lodging class
- c. Commercial Class/Merchants Association – Director Cox updated the board on the commercial class
- d. Special Member Class – Director Riley updated the board on the special member class.

12. New Business/Other Business – There was none.

13. Executive Session pursuant to CRS Section CRS 38-33.3-308(3) Director Cox made a **MOTION** to move into executive session at 6:54 pm. Director Zemke seconded and the motion was approved unanimously. Director Zemke mad a **MOTION** to move out of executive session and back in to regular session at 7:11 pm. Director Proteau seconded and the motion was approved unanimously.

14. Adjournment - Director Zemke made a **MOTION** to adjourn the meeting at 7:14 pm. Director Cox seconded the motion and the motion was approved unanimously.

MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS

TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
FEBRUARY 15, 2012

BOARD MEMBERS PRESENT: Jonathan Greenspan, Daniel Zemke, Dave Riley, Noel Daniel, Christopher Cox and Jon Dwight

BOARD MEMBERS ABSENT: Jeff Proteau

STAFF PRESENT: Steve Wilson, Brianne Hovey, Jodi Repola and Stephanie Fanos

OTHERS PRESENT: Live Sauce, John Howe, Todd Gehrke

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1. **Call to Order and Determination of Quorum** – President Greenspan called the board of directors meeting to order at 4:02 pm.
 2. **Consent Agenda** ~ Consideration and Approval of the Following Meeting Minutes;
 - a. Minutes from December 28, 2011 Special Board Meeting
 - b. Minutes from January 23, 2012 Board Meeting

Director Zemke made a **MOTION** to approve the consent agenda. Director Cox seconded the motion. President Greenspan asked for further discussion, and there was none. The motion was approved unanimously.

3. **Member Comment/Public Comment** – President Greenspan called for member/public comment. There was none.
4. **Appointment of TMVOA Representatives to the Station Recreation Task Force.** President Greenspan introduced the agenda item and memo in the packet and turned it over to Steve Wilson to present. The agreement calls for 2 appointees – one TSG and one TMVOA to get together to come up with appropriate alternative recommendations to TMVOA board for use of station recreation in order to utilize the lights purchased by TMVOA. President Greenspan asked Director Riley who TSG appointed. Director Riley indicated that he would serve as TSG's appointee and Elizabeth Howe as the TSG staff representative. Director Cox made a **MOTION** to appoint President Greenspan as the TMVOA representative to the Station Recreation Task Force and Steve Wilson as the TMVOA staff representative. Director Daniel seconded motion. President Greenspan asked for a vote and the **MOTION** passed unanimously. Stephanie Fanos stated that the Agreement includes a deadline for the TMVOA and TSG representative to report back to TMVOA by July 1, 2012
5. **Presentation of December 31, 2011 Financial Statements** - President Greenspan introduced the agenda item and the memo in the packet and turned the item over to Steve Wilson to present. Mr. Wilson ran through the memorandum in the board packet. President Greenspan asked for board comment. President Greenspan commented that he is interested in hearing from the next gondola chondola committee meeting the reason for the savings on the gondola. Was it deferred maintenance, or why the \$200,000 savings? Mr. Wilson responded that this will be discussed at the next committee meeting and he would have more information then. President Greenspan asked for public comment and there was none. Director Zemke made a **MOTION** to receive the December 31, 2011 financial statements. Director Cox seconded the

motion. President Greenspan asked for further discussion and there was none. President Greenspan asked for a vote and the MOTION passed unanimously. President Greenspan moved to the next agenda item.

6. **Update on the 2012 summer's Member Social.** President Greenspan introduced the agenda item and turned it over to Mr. Wilson to present. Mr. Wilson ran through the memo in the board packet. President Greenspan asked for board comment and there was none. President Greenspan asked for public comment and there was none. President Greenspan moved to the next agenda item.
7. **Update on the Gondola Cabin/Airport Marketing Initiative** – President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Willie Wilson presented the cost to refurbish the gondola cabin and 2 possible locations. DFW airport was contacted. Clear Channel handles all of the advertising in the airport. They estimated that the cost to place a gondola cabin in the DFW airport would be approximately \$35,000 a month. Mr. Wilson informed the board that he and Michael Martelon were looking into whether the Cherry Creek Mall in Denver could be a possible location. The fall back location continues to be the Montrose airport. President Greenspan asked for board comment and direction. Director Zemke asked that we investigate the Phoenix airport as he doesn't see as much benefit from the Cherry Creek Mall. Director Dwight asked if we had contacted DIA and whether Clear Channel is their advertising provider. He also liked the Cherry Creek Mall concept. Director Daniel suggested a looking into a big college or university location to advertise for spring break. Director Riley liked the possible locations of a college such as the Fashion Square Mall in Phoenix. President Greenspan suggested that staff rank the ideas for the possible destination and obtain cost estimates. President Greenspan asked for public comment. Todd Gehrke liked Director Zemke examples of Phoenix and suggested looking at the Fashion Square Mall in Phoenix. He felt it may be a more cost efficient location to the airport. He also suggested looking at smaller private jet service. John Howe commented that the locations discussed had merit other than the Montrose airport which he believed did not have as much benefit in drawing additional crowds. Michael with Live Sauce suggested a sports venue such as the Pepsi center. President Greenspan asked Mr. Wilson to target a date of April or June to not drag out staff time. Mr. Wilson said he could bring the information back to the Board in March. President Greenspan moved to the next agenda item.
8. **Update on the Consideration of possible redirection of the 2012 TMRAO Airline Guarantee Funding Commitment.** President Greenspan introduced the agenda item and turned it over to Mr. Wilson to present and update. Mr. Wilson stated that after speaking with TMRAO, TMRAO is going to redirection the 2012 TMRAO airline guarantee funding towards a summertime program, as there is only about 45 days left in winter and running out of options to discount seats for the winter market. So by virtue of the time line, TMRAO is moving towards summertime program. President Greenspan asked for board comment and there was none. President Greenspan asked for public comment and there was none. President Greenspan moved to the next agenda item.
9. **Consideration of amendments to committee resolutions and appointment of committee members and staff designations**
 - **Gondola/Chondola Committee** – President Greenspan turned the agenda item over to Stephanie Fanos – Stephanie Fanos addressed resolution changes. The amendments allows for 2 additional auxiliary members who are not board members. Ms. Fanos informed the board that they needed to appoint two Directors to serve on the committee and to designate a chairman and those names would then be inserted into the resolution. Ms. Fanos suggested that the Board should advertise to the membership the availability of the two auxiliary seats and appoint those seats in March. Director Daniel nominated President Greenspan. Director Dwight seconded the nomination. President Greenspan nominated Director Cox. Director Daniel seconded the nomination. The MOTION passed unanimously. Director Cox nominated President Greenspan as the Chair. Director Dwight seconds the nomination. The MOTION passed unanimously. Director Zemke made a MOTION to approve the resolution and added the designated parties to the resolution. Director Cox

seconded the motion. The **MOTION** passed unanimously. The staff designee will be Steve Wilson. The board directed staff to advertise for the two auxiliary seats by sending out e-mail blasts, postings on the website and newspaper ads. The deadline for responses should be prior to the March board meeting so that the Board can make the appointments at the March board meeting.

- **Prioritization Committee** – Ms. Fanos explained that significant changes were made to this committee resolution to expand the scope of the committee to include not only grants but also events and sponsorships. The name of the committee was also changed the name to provide greater clarity. The committee was also expanded to include two non-board auxiliary members. Ms. Fanos stated that she included deadlines in the agreement, the initial recommendation of both grants and events need to be made by this committee by October 31 with final recommendation to the Board by November 30, as TMVOA will be starting the budget process earlier this year. President Greenspan nominated Director Zemke, Director Cox, and Director Dwight to serve on the committee. Director Daniel seconded the **MOTION**. The **MOTION** passed unanimously. Director Zemke nominated himself to serve as the Chair of the committee. Director Cox nominated Director Dwight to serve as Vice-chair. Director Zemke seconded the **MOTION**. The **MOTION** passed unanimously. Director Riley commented that he thought that the committee was mostly reactive and that TMVOA really needs to have an economic development plan to be implemented. Stephanie Fanos commented that the new name of the committee may be causing problems and suggested that the development of an economic development plan should be placed on the TMVOA work plan program to be developed and adopted by the entire board. Staff could work with this new committee to assist in developing the plan. Director Dwight wanted to hear more detail on work of the committee and he also did not think that the name of the committee was appropriate. For instance, TMVOA should be looking at economic development more broadly, not just in terms of grants and events. Ms. Fanos stated TMVOA has both an event and a grant policy that are referenced in the committee resolution and that these policies are intended to guide the committee in their decision making. Ms. Fanos will re circulate these policies to the board. After discussion on the name of the committee it was recommended that the committee be named the “Event and Grant committee”. Director Riley suggested that at one of the next board meetings that the board discusses the topic of economic development.
- **DAR Committee** – President Greenspan provided historical presentation on where we are right now with the DAR committee and that a DAR committee is not going to be formed at this time, but that TMVOA will still figure out way to make this committee happen as President Greenspan still believe in this system. President Greenspan asked for board comments and thoughts. President Greenspan commented that he doesn’t want to get a phone call from Town in July or August saying they needs funds to keep the program. President Greenspan wants to look for direction to engage discussion with the Mayor and then work towards a staff level. President Greenspan stated that there are no committee nominations. Director Riley commented that TMVOA should have committee and that we should have a talk with Town. Director Riley stated that he is interested and wants to be involved. Director Dwight suggested waiting till the Town comes back to TMVOA and we know what their position is. Director Proteau stated that he is in favor of DAR and if Town is going to shift around, the TMVOA needs to hear from Town. President Greenspan commented that this is putting the community to a reactive decision that will be coming down the line. President Greenspan commented that TMVOA needs to approach Town Council. To get the feedback from Town, and then come back to the board if Town is not going to move forward, that TMVOA can’t make a decision till we know where Town is. There was no further comment.
- **Conference Center Task Force** – President Greenspan nominated and made a **MOTION** for Director Daniel to the conference center task force. Director Cox seconded the nomination and the **MOTION**. The **MOTION** passed unanimously. Director Dwight made a nomination and **MOTION** for President Greenspan to serve as the second alternative to the conference center task force TMVOA. Director Cox seconded the nomination and the **MOTION**. The **MOTION** passed unanimously.

10. **Update on the Communications Task Force Objectives** – President Greenspan introduced the agenda item and turned it over to Mr. Wilson to present. Mr. Wilson updated the board as the communication task force meeting and the meeting notes contained in the board packet. President Greenspan asked for further comments and there was none.
11. **Update on the development of a work plan program for TMVOA** – President Greenspan turned the agenda item over to Willie Wilson to present. Mr. Wilson presented and broke down the day to day operation activities and goals and major initiatives. Director Riley commented didn't see, air service being one of them. What can TMVOA do to increase real estate transactions and RETA? Break out economic development/marketing and sales/ events and grants. Better understandings of what the drivers are and to survey our members. What is the economic development strategy that ties to our mission and what is it TMVOA is doing with the money and why to ask questions. Why do we need group sales, why need sunset and tie back to economic development and our program and increase value of their property. Director Dwight list looks daunting for work program and that he would suggest to re-organize the list and to break it out further to list out amenities and services for our members. Director Cox agrees with comments and stated that we need to control our retention of visitors, as TMVOA can't control the national economy. President Greenspan commented that this program requires lots of tools and support power and it is TMVOA directive to make sure this is accomplished. President Greenspan asked for further comment and there was none.
12. **Class reports ~ Report to full board**
 - a. Residential Class – President Greenspan updated the board on the residential class.
 - b. Lodging Class – Director Daniel updated the board on the lodging class
 - c. Commercial Class/Merchants Association – Director Cox updated the board on the commercial class
 - d. Special Member Class – Director Riley updated the board on the special member class.
12. **New Business/Other Business** – President Greenspan addressed updated memo on agenda items.
13. **Adjournment** - Director Riley made a **MOTION** to adjourn the meeting at 6:45 pm. Director Dwight seconded the motion and the motion was approved unanimously and the meeting was adjourned.

**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
MARCH 21, 2012**

BOARD MEMBERS PRESENT: Jonathan Greenspan, John Horn, Dave Riley, Noel Daniel, Christopher Cox and Jeff Proteau

BOARD MEMBERS ABSENT: Jon Dwight

STAFF PRESENT: Steve Wilson, Brianne Hovey and Jodi Repola

STAFF MEMBERS ABSENT: Stephanie Fanos

OTHERS PRESENT: Live Sauce, Nelson Sharp, Michael “Hawkeye” Johnson, Nichole Zangara

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1. **Call to Order and Determination of Quorum** – President Greenspan called the board of directors meeting to order at 4:02 pm. President Greenspan welcomed John Horn to board of directors and introduced him as Daniel Zemke’ replacement for the special mountain class.
 2. **Consent Agenda** ~ Consideration and Approval of the Following Meeting Minutes;
 - Minutes from November 16, 2011 Board Meeting
 - Minutes from December 7, 2011 Board Meeting
 - Minutes from February 15, 2012 Board Meeting
 - Acceptance of Minutes from November 10, 2011 Finance, Audit and Budget Committee as Approved by Committee on March 8, 2012
 - Acceptance of Minutes from November 1, 2012 Group Sales Committee as Approved by Committee on March 14, 2012
 - Acceptance of Minutes from February 2, 2012 Communications Task Force as Approved by the Task Force on March 20, 2012

Director Cox made a **MOTION** to approve the consent agenda. Director Proteau seconded the motion. President Greenspan asked for further discussion, and there was none. The motion was approved with John Horn abstaining.

3. **Member Comment/Public Comment** – President Greenspan called for member/public comment. There was none.

President Greenspan moved to item #10 on the agenda

4. **(Item #10 on agenda) Update on the Regional Transportation Authority progress** - President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Mr. Wilson presented the update on the regional transportation authority progress, and explained that the RTA is a directive of intergovernmental meetings to put together this authority and is led by Jenny Paterson. Mr. Wilson stated that there is an interest that TMVOA send a letter to Town of Mountain Village stating that TMVOA is in support of the RTA. This letter would put TMVOA in a position on the table to make sure that it is understood that TMVOA is either interested or not and if TMVOA is interested that the gondola would need to be rolled into the RTA program as well. President Greenspan asked for further comment. Director Horn asked President Greenspan what the purpose of the letter, to convey what? President Greenspan to provide stance on a regional transportation authority. President Greenspan commented that it is important that TMVOA move forward so that TMVOA does not miss out on this. Director Riley said this RTA is complicated and lots of consequences and it is apparent that the RTA could affect our members. Director Riley commented that he needs to see the next evolution of the governing documents on what the RTA is before sending a letter from TMVOA. Director Horn asked Mr. Wilson to distribute the documents to the board. Director Cox

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commented that educating membership on funding and contractual obligations for TMVOA to fund the gondola is another great communication point to our members. President Greenspan asked for direction. Mr. Wilson recommended that direction come at the next TMVOA Board of Directors meeting and where we can provide more information and distribute the documents to the board to provide time frames on where they are at. President Greenspan asked for public comment and there was none. President Greenspan moved to the next agenda item.

5. (Item #4 on agenda) Board appointment for committee member re-assignment:

- Grant and Events Committee
- Town of Mountain Village Housing Authority

President Greenspan introduced the agenda item noting that the departure of Daniel Zenke certain committee seats needed to be reappointed, the Grants and Event Committee and the Town of Mountain Village Housing Authority. Director Proteau made a **MOTION** and nominated Director Horn to serve on the Grants and Event Committee and to the Town of Mountain Village Housing Authority. Director Daniel seconded the **MOTION**. President Greenspan asked for further comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.

Director Cox made a **MOTION** and nominated Director Dwight to serve as the Chair of the Grant and Events Committee. Director Horn seconded the **MOTION**. President Greenspan asked for further comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.

6. (Item #5 on agenda) Board appointment for Committee auxiliary designations:

- Gondola/Chondola Committee
- Grant and Events Committee

President Greenspan introduced the agenda item and ran thru the candidates. Director Cox made a **MOTION** and nominated Pete Mitchell and Richard Thorpe to serve as auxiliary members on the Gondola Chondola Committee. Director Daniel seconded the **MOTION**. President Greenspan asked for further comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.

Director Proteau made a **MOTION** and nominated Michael Johnson and Tony Forrest to serve as auxiliary members on the Grant and Events Committee. Director Cox seconded the **MOTION**. President Greenspan asked for further comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.

7. (Item #6 on agenda) Review and consideration of extending the Guest Service program in to the summer season

- President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Mr. Wilson presented a memorandum for the consideration of extending the Guest Service program in to the summer season. Director Proteau questioned on how the gondola operators were being trained. Willie Wilson addressed his questions by noting that the Town of Mountain Village was making productive efforts toward making the Gondola front line staff more approachable and hospitality friendly. Director Horn indicated he supports for the continuance of the program for this year. Director Proteau also indicated his support. Director Daniel supports. Director Cox asked whether there were funds in the budget. Willie Wilson indicated yes. Public comment – Nelson Sharp asked where the numbers came from that Willie is referencing on visitor numbers. Willie addressed Mr. Sharp's questions and showed him the report from guest services

Director Daniel made a **MOTION** to approve the Guest Service program in to the summer season, based on the memo and information contained in the board packet. Director Riley seconded the motion. President Greenspan asked for further discussion and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously. President Greenspan moved to the next agenda item

8. (Item #7 on agenda) Update on the Gondola Cabin/ Airport Marketing initiative

- President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Mr. Wilson presented the update on the Gondola Cabin/Airport Marketing initiative memo that was in the board packet. Director Horn commented that just because TMVOA can do this, doesn't mean that TMVOA should. Director Proteau commented that the amount of

\$3,500 seems high, and that he agrees with Director Horn, that he is on the fence with this initiative as the numbers are high. Director Daniel asked if Mr. Wilson whether he looked in to smaller airports. Director Cox commented that he didn't think the gondola car at the Montrose airport would be a distraction. Director Riley commented that it is too expensive and to get the costs of this project down. Director Riley asked to see if the gondola could contain brochure racks for TTB to distribute materials including ski maps. President Greenspan summarized that the initiative is still too expensive across board and to have staff refine it down further and to come back to the board with a more refined plan on costs by the next Board meeting. President Greenspan moved to the next agenda item.

9. (Item #8 on agenda) Update on the Consideration of Possible Redirection of the 2012 TMRAO Airline Guarantee Funding Commitment - President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Referring to his prepared memorandum on the matter, Willie Wilson presented the update on the consideration of possible redirection of the 2012 TMRAO airline guarantee funding commitment. President Greenspan asked for board comment and there was none. President Greenspan asked for public comment and there was none. President Greenspan moved to the next agenda item.

10. (Item #9 on agenda) Update on the development of a work plan program for TMVOA - President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Willie Wilson presented the update on the development of a work plan program for TMVOA. President Greenspan asked for board comment. Director Proteau commented on direction coming from members with opportunity to communicate through the new website and the new member communications feedback. Director Proteau encouraged staff to make this a priority. . Director Horn asked how to implement this once it is approved? Director Riley commented helpful to update prioritize, place target dates whether ongoing or completed and provide monthly updates to the Board.

Director Proteau made a **MOTION** to approve the work plan program for TMVOA as presented and as a guidance living document, based on the memo and information contained in the board packet. Director Cox seconded the **MOTION**. President Greenspan asked for further discussion. Director Horn commented that a timeframe would be helpful to the Board as to what on the work plan program is urgent. President Greenspan asked for a vote and the **MOTION** passed unanimously. President Greenspan moved to the next agenda item.

11. Class reports ~ Report to full board

- a. Residential Class – President Greenspan updated the board on the residential class.
- b. Lodging Class – Director Daniel updated the board on the lodging class
- c. Commercial Class/Merchants Association – Director Cox updated the board on the commercial class
- d. Special Member Class – Director Riley updated the board on the special member class.

12. Committee & Task Force Reports ~ Report to Full Board

- FAB Committee – Director Greenspan Chair –is there action noted on these items?
- Group Sales Committee – Director Riley Chair
- Gondola/Chondola Committee – Director Greenspan Chair
- Grant and Events Committee – Director Dwight Chair
- Conference Center Task Force –Director Daniel
- Town of Mountain Village Housing Authority – Director Proteau
- Station Recreation Task Force – Director Riley
- Communications Task Force – Director Greenspan
- Merchants Associations – Director Cox
- MVCOA – Director Greenspan

13. New Business/Other Business – Director Riley commented that he would like to see a report each month for RETA and do historical trends and to have this report added to each month's board meeting.

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14. **Adjournment** – Director Proteau made a **MOTION** to adjourn the meeting at 5:55 pm. Director Riley seconded the motion and the motion was approved unanimously and the meeting was adjourned.

**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
MAY 9, 2012**

BOARD MEMBERS PRESENT: Jonathan Greenspan, John Horn, Jon Dwight, Noel Daniel, Christopher Cox and Jeff Proteau

BOARD MEMBERS ABSENT: Dave Riley

STAFF PRESENT: Steve Wilson, Brianne Hovey, Stephanie Fanos and Jodi Repola

OTHERS PRESENT: Kim Montgomery, John Howe, Jenny Peterson, Nina Kothe, Mayor Bob Delves, Jimmy Mahoney, Chris Brackett, Dave Schillaci, Todd Gehrke

OTHERS PRESENT: Dan Jansen – Town Mountain Village Town Council (via conference call in), Steve Hovland from Dalby Wendland, Dan Vogel from Dalby Wendland – via conference call in

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1. **Call to Order and Determination of Quorum** – President Greenspan called the board of directors meeting to order at 4:01 pm.
 2. **Consent Agenda** ~ Consideration and Approval of the Following Meeting Minutes;
 - a) Minutes from March 21, 2012 Board Meeting
 - b) Acceptance of Minutes from March 8, 2012 Finance, Audit and Budget Committee meeting as Approved by Committee on May 1, 2012
 - c) Acceptance of Minutes from December 1, 2011 Gondola & Chondola Committee meeting as Approved by Committee on March 27, 2012
 - d) Acceptance of Minutes from October 28, 2011 Grant & Events Committee meeting as Approved by Committee on March 29, 2012

Director Cox made a **MOTION** to approve the consent agenda. Director Daniel seconded the **MOTION**. President Greenspan asked for further discussion, and there was none. The **MOTION** was approved.

3. **Member Comment/Public Comment** – President Greenspan called for member/public comment. There was none.
4. **Consideration and Acceptance of the 2011 Audited Financial Statements and Form 990** - President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Mr. Wilson introduced Dan Vogel from Dalby Wendland to present the update on the Form 990. Director Horn and Director Proteau joined the meeting at 4:05 pm. Director Dwight made a **MOTION** to approve the 2011 Form 990 as submitted in the board packet and as presented by Dalby Wendland and to authorize President Greenspan to execute on behalf of TMVOA. Director Horn seconded the **MOTION**. President Greenspan asked for public comment there was none. President Greenspan asked for board comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously.

Dan Vogel left the meeting. Steve Hovland from Dalby Wendland presented the 2011 Audited Financial Statements as presented in the board packet. Director Proteau made a **MOTION** to approve and accept the 2011 Audited Financial Statements and the Individual Auditors Report Package as presented and submitted to the board and to authorize President Greenspan to execute on behalf of TMVOA. Director Daniel seconded the **MOTION**. President Greenspan asked for public comment and there was none. President Greenspan asked for board comment and there was none.

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President Greenspan asked for a vote and the **MOTION** passes unanimously. President Greenspan moved to the next agenda item. Steve Hovland from Dalby Wendland left the meeting.

5. **Update on the San Miguel County Transit Advisory Committee formation of a Regional Transportation Authority (RTA) authority:** President Greenspan introduced the agenda item turned over to Jenny Paterson, Nina Kothe and Willie Wilson to brief the Board on the matter. Willie Wilson presented his memorandum prepared for the board that was contained in the board packet. Further briefing was provided by both Jenny and Nina. President Greenspan asked for further comment. Director Proteau commented that he was looking for the guidance document to act as the intergovernmental document and for the bylaws to be created. President Greenspan commented that this committee needs to get through further rounds and that it will be brought back to the Board through future updates. Director Horn commented that he is not interested in hearing more until the Town issues are addressed. President Greenspan thanked Nina and Jenny. Director Proteau thanked the Jenny and Nina for the great job so far. President Greenspan moved to next agenda item.
6. **Consideration of request from Mayor Delves of Mountain Village for TMVOA to provide supplemental funding for Dial-a-Ride in 2013:** President Greenspan introduced the agenda item and that Town is asking for financial help. President Greenspan turned the item over to Mayor Delves to address the board. Mayor Delves presented to the TMVOA board, that TMVOA is the organization that should use their excess funds to fund dial a ride. Town of Mountain Village and TMVOA need to listen to the tax payers and to the residential class of TMVOA. Mayor Delves briefed the Board on Dial-a-Ride, number of trips, number of riders, cost per rider and the cut backs to the program that Town has made to cut costs of the program. Mayor Delves stated that the Town is in a difficult situation, as well as TMVOA. For Town to continue to fund DAR it roughly costs Town of Mountain Village \$500,000. Mayor Delves stated that if Town doesn't find funding assistance, then the Town has approved to cut DAR for the summer 2013. Mayor Delves commented that he is in front of TMVOA board to share the cost responsibility and to assist in solving the problem. Town council has view that DAR is a homeowner amenity and that it does belong in TMVOA as an HOA, this is a long held view. Mayor Delves stated that he is in front of TMVOA to request TMVOA fund a portion (\$250,000) of the cost of Dial-a-Ride in 2013 and beyond and to assist with coming up with a permanent financing solution to maintain Dial A Ride in years beyond 2013. Town of Mountain Village will do the same to find a way to come up with portion in 2013. President Greenspan summarized the 3 scenarios and the direction to tell staff how to proceed on this agenda item. For the board to consider no funding, a yes on funding, or yes on funding, but something in the middle to work in a partnership to continue to make Dial-a-Ride happen. President Greenspan asked for board comment. Director Dwight is a believer in the program. Director Proteau commented that he would like to hear more from our membership on this topic and that TMVOA needs to look at our budget and the impact. Director Horn commented that he would like to hear what our members are saying. What is it our constituents need? What are the basic services? TMVOA has always been daddy war bucks for the region and that if you want something, go to TMVOA. This is a perfect example of how to get input from our constituents. Think that this situation is a great example of how TMVOA and Town Council can establish a new approach on how to work together and approach our problems together, to solve the community problems as a community. Director Daniel thought of different ways of funding, like with TMVOA assessments, as the assessments have not been increased since 2002, but suggest talking with the membership as well. Director Cox agrees with Director Horn that TMVOA is not a municipality, but an owners association, and that he believes that Dial-a-Ride is a homeowner luxury and should be pay as you use.

Mayor Delves commented on the point of hearing from the membership and that is a hard thing to do. He suggested forming a working group that contains 2 members each from TMVOA and TMV to hold public meetings and to have 3 public work sessions to hear from the membership. President Greenspan asked for public comment. John Howe commented and asked TMVOA and Mayor Delves to look at the unintended circumstances for short term renters for example, as they are encouraged to not drive here. Dave Schalichai commented as a homeowner of Mountain Village as well as a member of TMV Town Council, that Dial-a-Ride really is a homeowner's service that will need to end up in TMVOA.

President Greenspan summarized on putting together a working group to address all the issues on Dial-a-Ride. President Greenspan stated that this is not a commitment to funding. Mayor Delves commented that this group should prepare a document for the group on the history on DAR and what it does, and to identify 5 or 6 options and vetting those options. Options possibly being, TMVOA assessments, property tax increase ballot measure, fee on water, or a mixture or pay for services, outside services to show what DAR is and to have public meetings in June, July and August on this topic for 2 hours. Stephanie Fanos suggested forming a task force. Director Proteau made a

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MOTION for President Greenspan, Director Cox to participate with Town of Mountain Village DAR task force as discussed today. Director Cox seconded the **MOTION**. President Greenspan asked for further comment. Mayor Delves commented that we are only talking about Dial-a-Ride, not the busses. President Greenspan asked for a vote and the **MOTION** passed unanimously. Mayor Delves thanked the board.

7. **Presentation of the 2012 Group Sales 1st Quarter Report from Todd Gehrke** - President Greenspan introduced the agenda item and turned the presentation over to Mr. Gehrke. Mr. Gehrke presented the report that is contained in the board packet. President Greenspan asked for board comment. Director Horn stated he would like to figure out a way for Todd to do everything possible to increase number for groups. Director Horn made a **MOTION** to approve the 2012 Group Sales 1st Quarter Report, based on the presentation and the information contained in the board packet. Director Proteau seconded the **MOTION**. President Greenspan asked for further discussion and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously. President Greenspan moved to the next agenda item
8. **Committee Appointment for TMVOA Board member to the TCC Oversight Committee ~ Town of Mountain Village** - President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Mr. Wilson briefed the Board on the matter of the vacancy on the TCC Oversight Committee. Director Cox made a **MOTION** and nominated Director Dwight to serve as the TMVOA board representative on the TCC Oversight Committee. President Greenspan seconded the **MOTION**. President Greenspan asked for further comment and there was none. President Greenspan asked for a vote and the **MOTION** passed unanimously. President Greenspan moved to the next agenda item.
9. **Discussion of adding additional events throughout the Mountain Village Core** - President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson who the Board on the prepared memorandum on the matter. President Greenspan asked for board comment. Board discussion ensued. President Greenspan summarized that the Board direct the Grants and Events committee to develop new ways to stimulate the core economic activity through idea and concept generation. Stephanie Fanos commented that committee would need to develop an economic development plan. President Greenspan asked for public comment and there was none. President Greenspan moved to the next agenda item.
10. **Consideration of an Amended Resolution to renew TMVOA's Credit Card with Wells Fargo Bank** - President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Willie Wilson presented the amended resolution to renew TMVOA's credit card relationship with Wells Fargo Bank as contained in the board packet. President Greenspan asked for board comment. Director Horn made a **MOTION** to approve the amended resolution to renew TMVOA's credit card with Wells Fargo Bank, based on the memo and information contained in the board packet. Director Proteau seconded the **MOTION**. President Greenspan asked for further discussion. President Greenspan asked for a vote and the **MOTION** passed unanimously. President Greenspan moved to the next agenda item.
11. **Consideration of revisions to TMVOA Collections Policy** - President Greenspan introduced the agenda item and turned the presentation over to Ms. Fanos. Ms. Fanos briefed the Board on the revisions to TMVOA collections policy. President Greenspan asked for board comment. Director Horn asked about attorney fees. Ms. Fanos responded that TMVOA is diligent with ensuring that all "out of picket" collection costs are properly passed on to the delinquent account. Director Proteau made a **MOTION** to approve the revisions to TMVOA Collections Policy and to authorize President Greenspan to execute said TMVOA policy as presented and stated in the board packet. Director Dwight seconded the **MOTION**. President Greenspan asked for further discussion. President Greenspan asked for a vote and the **MOTION** passed unanimously. President Greenspan moved to the next agenda item.
12. **Consideration of revisions to TMVOA Conflict of Interest Policy** - President Greenspan introduced the agenda item and turned the presentation over to Ms. Fanos. Ms. Fanos briefed the Board on the proposed conflicts of interest policy revisions and other amendments made according pursuant to CIOAA. Ms. Fanos commented that the ethics policy is deleted as it is a standalone policy. President Greenspan asked for board comment. Board discussion ensued. Director Horn made a **MOTION** to approve the revisions to TMVOA Conflict of Interest Policy and to authorize President Greenspan to execute said TMVOA policy as presented as reflected in the board packet. Director Dwight seconded the **MOTION**. President Greenspan asked for further discussion. Ms. Fanos stated that she expects another

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round of edits to this policy stemming from more CIOAA promulgations. President Greenspan asked for a vote and the **MOTION** passed unanimously. President Greenspan moved to the next agenda item.

- 13. Update on the Gondola Cabin/ Airport Marketing initiative** -President Greenspan introduced the agenda item and presented the matter to the Board. President Greenspan stated he recommends termination of this initiative. Primarily resulting from the inability to find cheap space to place the cabin. Director Horn made a **MOTION** to dismiss the Gondola Cabin/Airport Marketing initiative. Director Cox seconded the **MOTION**. President Greenspan asked for further discussion. President Greenspan asked for a vote and the **MOTION** passed unanimously. President Greenspan moved to the next agenda item.
- 14. Update on TMVOA work plan program for TMVOA** - President Greenspan introduced the agenda item and turned the presentation over to Mr. Wilson. Mr. Wilson presented the updated TMVOA work plan. President Greenspan asked for comments on the work plan and stated that this document will be presented each month to the board. President Greenspan moved to next agenda item.
- 15. Class reports ~ Report to full board** – This item was tabled till the next board meeting
- 16. Committee & Task Force Reports ~ Report to Full Board** - This item was tabled till the next board meeting
- 17. New Business/Other Business** – There was no new or other business.
- 18. Executive Session pursuant to CRS Section CRS 38-33.3-308(3)** - Direct Proteau made a **MOTION** to move in to executive session at 7:31 pm. Director Daniel seconded the **MOTION** and the board moved in to executive session. Director Dwight made a **MOTION** to adjourn from executive session at 8:05 pm. Director Daniel seconded the **MOTION** and the board adjourned out of executive session.
- 19. Adjournment** – Director Proteau made a **MOTION** to adjourn the meeting at 8:07 pm. Director Daniel seconded the **MOTION** and the meeting was adjourned.

**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
JUNE 20, 2012**

BOARD MEMBERS PRESENT: Jonathan Greenspan, John Horn, Noel Daniel, Christopher Cox, Jeff Proteau and Dave Riley

BOARD MEMBERS ABSENT: Jon Dwight

STAFF PRESENT: Steve Wilson, Stephanie Fanos and Jodi Repola

STAFF ABSENT: Brianne Hovey

OTHERS PRESENT: Deanna Drew, Jack Schultz, BMCOA, Dan Witkowski, Full Circle HOA, Dennis Lankes, Live Sauce. Jimmy Mahoney, TMV, Cath Jett, TMV

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1. **Call to Order and Determination of Quorum** – President Greenspan called the board of directors meeting to order at 4:01 pm MST.

2. **Consent Agenda** ~ Consideration and Approval of the Following Meeting Minutes;

Minutes from May 9, 2012 Board Meeting

Acceptance of Minutes from May 1, 2012 Finance, Audit and Budget Committee meeting as Approved by Committee on June 5, 2012

Acceptance of Minutes from March 27, 2012 Gondola & Chondola Committee meeting as Approved by Committee on June 7, 2012

Acceptance of Minutes from March 29, 2012 Grants & Events Committee meeting as Approved by Committee on June 14, 2012 – Director Horn made a **MOTION** to approve the above minutes, Director Riley Seconded, the **MOTION** passed unanimously.

3. **Member Comment/Public Comment-** None.

4. **Presentation by Dan Witkowski of Full Circle HOA Management on behalf of Gondola Plaza Association regarding the state of the Gondola Plaza Parking Structure.**

President Greenspan introduced the item as informational only; no action needed. President Greenspan asked if there were any recusals on this topic. Ms. Fanos identified TSG; TSG owns parking space in Gondola Plaza Parking Garage, therefore Director Horn and Director Riley cannot participate in the discussion.

Dan Witkowski representing Full Circle HOA Management, on behalf of the Gondola Plaza Parking Association gave a presentation regarding the state of the Gondola Plaza Parking Structure.

Jack Schultz, President of the Parking Association joined via conference call at 4:08 pm.

Mr. Witkowski presented and gave a brief history of the issue. President Greenspan asked if Mr. Schultz had any additional information. Mr. Schultz commented and summarized issue. President Greenspan asked for clarification on the status of the mediation with the Town of Mountain Village. Mr. Witkowski clarified. President Greenspan also commented that TMVOA is not involved in this mediation.

President Greenspan opened for member comment. Director Daniel asked a question pertaining to the snow melt on other plazas and asked who was responsible for the cost. Mr. Witkowski commented on the cost and that the Town traditionally

pays for this, but in newer projects, each entity is responsible for their own snow removal. Director Daniel and Mr. Witkowski engaged in a discussion pertaining to the costs of snowmelt. President Greenspan asked for further questions. Director Cox asked Ms. Fanos about TMVOA's legal obligations to this issue. Ms. Fanos commented that TMVOA has no legal obligations. Ms. Fanos cautioned the Board on further discussion of this topic until mediation with the Town of Mountain Village has concluded. Director Cox recommended that TMVOA discontinue this discussion. President Greenspan agreed with Director Cox asked Mr. Shultz for further comments.

President Greenspan asked for public comment-None.

5. Review and Consideration of the 2012 Chondola Agreement and Capital Costs

President Greenspan introduced the item and asked for questions. Director Horn commented that TSG board members have a conflict of interest regarding to the topic. A short discussion among Director Cox, Director Daniel, and President Greenspan occurred. Director Daniel made a **MOTION** that no amendment is needed and recommend that TMVOA adopt the calendar year in a differently. Director Cox seconded. **MOTION** passed. Director Horn and Director Riley abstained.

6. Update by Dial-A-Ride (DAR) Task Force Regarding Recent Initiative Activities.

President Greenspan introduced the topic and gave a history of the issue. President Greenspan discussed the DAR Task Force and briefly mentioned the joint meeting with the Town of Mountain Village Town Council on June 21st 2012.

President Greenspan commented that many entities are currently reaching out to TMVOA for funding, and TMVOA needs to decide if funding DAR is possible. Director Cox commented that the funding for DAR is a revenue problem. President Greenspan commented on the fiscal issues the Town of Mountain Village is facings, and clarified that this is not an action item.

President Greenspan asked for Board comment. Director Riley commented that "cost share" should be one option for the future funding of DAR. Director Riley commented that DAR is a very important aspect in the "perceived value" of living in the Mountain Village. Director Daniel agreed with Director Riley comments. Director Horn applauded the group that put the report together and commented on some of the statistics. Director Proteau thought the options should include a 50/50 split and also commented that member input is very important. A short discussion about the intrinsic value of DAR began. Director Riley asked Ms. Fanos to send out the results on the last survey that TMVOA did last year. Ms. Fanos emailed the results.

President Greenspan asked for public comment. Kim Husom, Resident, commented that Dial-a-Ride is not utilized by most of the residents of Mountain Village and it should become a "pay for service" program or dropped completely. A lengthy discussion pertaining to DAR and its users followed.

President Greenspan moved to next agenda

7. Recommendation by Communications Task Force Regarding Member Engagement and Enhanced Member Relations

President Greenspan introduced the topic and commented that the Communication Task Force did not get through their last agenda due and he suggested an additional meeting. President Greenspan commented that a recommendation to the FAB Committee to add Communications to the budget needs to occur. President Greenspan commented that the earliest a decision will be made is late fall.

Director Proteau commented that the TMVOA website surveys are directed to homeowners only, and he made a suggestion that the survey reflect all the owners not just the residential. President Greenspan asked the Communications Task Force members to schedule another meeting to address this issue. Director Wilson agreed.

President Greenspan asked for further comment-None.

8. Consideration of request from Station Recreation Task Force to extend suspension of agreement recommendation until the September 2012 Board meeting

President Greenspan introduced the topic. TSG board members, Director Riley and Director Horn were recused from participation due to a conflict of interest. President Greenspan voted to extend suspension of agreement until September 19, 2012. Director Cox made a **MOTION** to extend the suspension of agreement until September 19th. Director Daniel seconded, TSG members (Director Riley, Director Horn) abstained. **MOTION** passed.

9. Class Reports ~ Report to Full Board

- a. Residential Class – Director Greenspan, update provided.
- b. Lodging Class – Director Daniel, update provided.
- c. Commercial Class/Merchants Association – Director Cox, update provided.
- d. Special Member Class – Director Riley, update provided.

10. New Business/Other Business

New Business-

- Update on the 2012 work plan program for TMVOA
- Minutes from March 20, 2012 Communications Task Force meeting as Approved by the Task Force on June 8, 2012
- Minutes from March 15, 2012 Station Recreation Task Force meeting as Approved by the Task Force on June 14, 2012
- Minutes from May 15, 2012 Merchant Association meeting as Approved by the Merchants on June 19, 2012
- Minutes from April 29, 2012 Mountain Village Town Council Meeting
- Minutes from May 3, 2012 San Miguel County Transit Advisory Committee Meeting

Other Business-

Director Horn commented on agenda item 4 and the conflict of interest policy that TMVOA adopted requiring him to abstain from participation in the discussion. A conversation pertaining to the TMVOA conflict of interest policy occurred among Ms. Fanos, Director Riley and Director Horn. Director Horn asked the board to direct Ms. Fanos to provide statutes relevant to the issue of revising the policy.

11. Adjournment

Director Proteau made a **MOTION** to adjourn the meeting. Director Daniel seconded the **MOTION**. The meeting was adjourned at 6:00 pm MST.

**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION**

JULY 18, 2012

BOARD MEMBERS PRESENT: Jonathan Greenspan, John Horn, Christopher Cox, Jeff Proteau, Noel Daniel

BOARD MEMBERS ABSENT: Jon Dwight, David Riley

STAFF PRESENT: Stephanie Fanos, Brianne Hovey, Jodi Repola

STAFF ABSENT: None

OTHERS PRESENT: Mayor Bob Delves, Dave Schillaci, Jonette Bronson, Cath Jett, Richard Child, John Howe, Dan Jansen (via conference call), Kim Montgomery, Jim Mahoney, Jackie Kennefick, Susan Johnston, Nichole Zangara, Karen Gray, Dirk dePagter, Greg Ritter, Susan Casiljas, Suzette Janoff, Jenny Duffey, Brian Eaton, Kevin Swain, Tim Thompson, Rich Ganley, Bruce MacIntire, David Cohen, Nancy and Don Orr, Mary Johnson, Lee Duffey, Richie Marcus, Chris Bracken, Kim Hewson, Peter and Sue Faklis, Tim Erdman, Catherine and John McIntyre, Mary Healy, Sandra Perkins, Beth and Dan James, Collin McRann, Brenda Vander Mije, Daniel Zemke, David Eckman, David Cohen, Audrey Marino, Aim Seifrick, Rube Felicelli, Jeffrey Fasolo, Lee Richards, Bruce Sanders, Anneliese Riebel.

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- 1. Call to Order and Determination of Quorum-** President Greenspan called the board of directors meeting to order at 4:04 pm MST.
 - 2. Request form Erdman Energy Enterprises for a letter of support for special use permit for a 1 acre solar farm with panels**

President Greenspan introduced agenda item and clarified that this request is an endorsement only. Tim Erdman, Phil Miller, and Dirk dePagter were introduced as representatives of Erdman Energy Enterprises. They requested the support for the placement of solar panels north of the Telluride Airport. The purpose of the project was briefly explained.

President Greenspan asked for public comment-None.

President Greenspan asked for a **MOTION** for a letter of support. Director Horn made a **MOTION**, Director Daniel seconded. The **MOTION** passed 6-0.

- 3. Public Joint Meeting of Telluride Mountain Village Owners Association Board and Mountain Village Town Council to Consider Dial-A-Ride Task Force Report and Funding Options**

President Greenspan introduced the topic and encouraged participation from all individuals present. President Greenspan clarified that DAR is not currently a TMVOA amenity and that it has always been operated by the municipality. President Greenspan reiterated that no decisions about DAR will be made at this meeting.

Mayor Delves gave a power point presentation pertaining to DAR's history, the users, current funding, future funding and the impacting factors. Five options for the future operation of DAR were identified by an assigned task force and were discussed in detail. The options are as follows:

1. TMVOA additional assessment
2. TMV administer surcharge on utility bill
3. TMV property tax increase
4. TMV administer fee for service
5. Private sector fee for service with options

4. Member Comment/Public Comment-

Dan James, Resident; commented that the service is linked to property value and wants to see the service continue. He is in favor of increasing TMVOA fees.

Greg Ritter, Resident; commented in favor of DAR being privatized.

Don Orr, Resident; asked for clarification on the dollar difference between the budget and the power point presentation. Mayor Delves clarified. Mr. Orr asked if there was consideration for DAR to only run as a winter amenity.

John McIntyre, Resident and extensive DAR user, commented on the value of DAR from the perspective of a tourist and homeowner. He commented in favor of increasing owner association fees and opposed the pay per use option.

Bruce MacIntire, Resident; commented on the value DAR provides Mountain Village and commented in favor of increasing TMVOA fees and suggested commercial holders share in the cost.

Brian Eaton, Resident; asked TMVOA staff to research other options. He commented in favor of DAR and discussed pay per use options or increasing TMVOA dues.

Daniel Zemke, Resident; commented that a vote to residential members to increase dues is needed. He commented in favor of a pay per use option.

Lee Richards, Resident; commented in favor of a pay per use option.

David Eckman on behalf of Mr. Borge, Resident; commented on the value of DAR and in favor of additional fees through TMVOA.

Rich Ganley, Resident; commented on the value of DAR and the risk of option five from perspective of a transportation provider. He offered his services to help analyze providers.

Richie Marcus, Resident and on behalf of Carla Barlow and Don Perrotta both Residents; commented on the value DAR provides and in favor of increasing TMVOA assessments.

Brenda VanderMije, Resident; commented in favor of increasing assessment.

Yolanna Vanek, Resident; commented on the value of DAR and spoke about her experience with the bus system in Aspen.

Annelise Reibel, Resident; commented in favor of increasing assessment as well as the value DAR has on the core of Mountain Village.

TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION BOARD OF DIRECTORS MEETING JULY 18, 2012

Nancy Orr, Resident; commented on the benefit that Telski receives from DAR and expressed that Telski should share the cost.

John Macintrye, Resident; commented in favor of TMVOA funding of DAR.

President Greenspan asked for further public comment-there was none. Town Council comment began.

Mayor Delves commented and reiterated that the Town of Mountain Village will only fund DAR until April 1st 2013, and if TMVOA chooses not to fund DAR it will be turned over to the private sector.

Councilwomen Jett agreed with Mayor Delves.

Councilman Child commented in favor of TMVOA taking over DAR and agreed with Mayor Delves comments.

Councilwomen Bronson commented in favor of keeping the essence of the community alive.

Councilman Schillaci agreed that town funding is no longer an option and that he was not in favor of increasing assessments.

Councilman Howe commented that DAR is a non-value service; the ratio of homeowners who responded to surveys regarding DAR was minimal. Councilman Howe commented in favor of canceling the service to save money.

Councilman Jansen commented that DAR is a high value homeowner amenity and that the service should be preserved either through TMVOA or the private sector.

Mayor Delves commented on the 6 -1 council members in favor of the town funding DAR until April 1st 2013. He commented that future action dates need to be determined with TMVOA.

President Greenspan asked for TMVOA board comment

Director Daniel commented on three core concerns; tourism, property value and fairness. She also commented in favor of DAR going to a private party servicer with prepaid options.

Director Proteau commented on the subject and stated that he currently doesn't have an opinion and needs more information to make a decision. Director Proteau made a suggestion that TMVOA staff prepare a survey to obtain more information.

Director Horn commented and asked for clarification from Mayor Delves if the town was asked if the DAR was a homeowner amenity. There was some discussion among Councilman Howe, Councilman Schillaci and Mayor Delves. Mayor Delves commented that TMVOA should be able to answer to the residential class as to what TMVOA does for them.

Director Horn asked for clarification from Mayor Delves on who will continue to physically run DAR. A discussion among Town Council members and TMVOA board began pertaining to who was responsible for DAR moving forward and how the service will be operated. No decisions were made in this discussion.

Director Horn commented in favor of a pay per use service, and opposed another member survey. He also stated that increasing assessment fees may not be warranted. He commented about the amount of debt TMVOA would have if they currently owned DAR.

Director Cox made a comment in favor of increasing assessments or implementing a pay per use service, and briefly addressed his concerns if TMVOA took over the service. He made a comment regarding the merchant and commercial class in favor of DAR.

President Greenspan commented on the many values that DAR provides Mountain Village. He commented in favor of a pay per use service. He also commented in favor of TMVOA management of DAR. A short discussion began pertaining to the budget deadline.

Director Proteau made a comment in favor of a member survey disagreeing with Director Horn's earlier comment. Director Proteau made a **MOTION** to have survey for the FAB meeting next week. Director Cox seconded **MOTION**. Director Horn opposed **MOTION** passes 5-1.

5. Adjournment- unanimous **MOTION** to adjourn. Meeting adjourned at 7:05 pm MST.



**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS**

TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION

AUGUST 15, 2012

BOARD MEMBERS PRESENT: Jon Dwight, Jonathan Greenspan, John Horn, Christopher Cox, Jeff Proteau, Noel Daniel.

BOARD MEMBERS ABSENT: Dave Riley

STAFF PRESENT: Stephanie Fanos, Brianne Hovey, Jodi Repola.

STAFF ABSENT: None

OTHERS PRESENT: Live Sauce, Don Perrotta, Richie Marcus, Michael Martelon, Brian Eaton, Pete Mitchell, Tom Kennedy, Mackenzie Hollas, Todd Gehrke, Matt Skinner, Meehan Fee.

1. Call to Order and Determination of Quorum-

President Greenspan called the board of directors meeting to order at 3:00 pm MST.

President Greenspan asked for member comment- Richie Marcus, Resident; voiced opinion on the issue of the gondola ride. President Greenspan interrupted to say the issue of the gondola ride is on the agenda, he requested that Richie address his opinion at that time.

2. Consideration of amendment to the Bylaws to add office of Treasurer as recommended by the FAB committee

Director Horn made a **MOTION** to approve the amend bylaws as presented, Director Cox seconded the **MOTION**; a discussion began. Director Daniel suggested that the position of Secretary and Treasurer be combined into one position (currently the duties of the Secretary are being performed by staff i.e. meeting minutes). President Greenspan commented that on page 6 of the bylaws it states that one person can hold the position. Digression from topic; President Greenspan commented on concerns from the previous audit and asked Brianne Hovey to address these areas. Ms. Hovey stated that in the 2010 audit the position of Executive Director was vacant and the auditor recommended that a board member have oversight on journal entries.

President Greenspan discussed an area of concern pertaining to the current board positions. President Greenspan questioned if the board wanted to make the change of combining the positions now or wait until January 1st. President Greenspan suggested joining the positions and keeping the officers in same roles and bringing Director Cox in for oversight on the journal entries. Director Dwight was in favor of combing the Treasure and Secretary position. President Greenspan stated that he would like to keep the officers as they are now. Director Daniel addressed a concern that she had with changing the officers. There was discussion to amend the bylaws and not fill the position. Director Daniel suggested amending the bylaws to combine the positions. Director Horn made a **MOTION** to amend the above **MOTION** to combine the office of Secretary and Treasurer and directed staff to amend bylaws to conform to the change. President Greenspan asked if there was any further discussion and there was none. Director Dwight made a **MOTION** to leave Director Daniel as the Secretary/Treasurer. President Greenspan asked for further discussion and there was none. Director Horn seconded and the **MOTION** was unanimously approved.

3. Election of Treasurer

Director Daniel will continue to hold the office of Secretary/Treasurer (see discussion under agenda item #2)

4. Consideration of changing bank account signatories to remove Steven Wilson from all bank accounts

President Greenspan stated that Steven Wilson is no longer the Executive Director of TMVOA. Director Horn made a **MOTION** to remove Steve Wilson from signature cards, bank accounts, credit cards and authorized the TMVOA staff to sign new signatures cards. Director Daniel seconded that **MOTION**. President Greenspan asked for further discussion and there was none. The **MOTION** was approved unanimously.

5. Discussion of increasing the length of terms of the residential, commercial & lodging board member seat and attendance rules

Increasing Length of term of board members discussion:

Director Horn addressed a concern regarding office term length. Director Horn felt that the current two year terms were disruptive, and made a suggestion to increase terms to four years. Director Horn's reasoning was based on the learning curve of the budget. Director Dwight addressed his own concerns regarding a term of four years, and commented about the lengthy commitment candidates will have to make. President Greenspan asked Ms. Fanos about the provisions and the recall potential. Ms. Fanos stated that there was recall potential. President Greenspan stated that many of the terms in the district are four year terms. Director Daniel agreed with Director Horn, that it takes a long time to understand the budget and the long term office holders are able to contribute more. Director Cox was in favor of the longer term. Director Dwight stated that the membership will have to vote for the change. Ms. Fanos stated that this requires an amendment to the article of origination, which can be amended by a majority vote. Director Dwight made a comment regarding the many changes currently occurring and with the vacancy of an executive director that this may not be the best time to ask members to vote on term length, but that it could be an item for the November election. President Greenspan asked if there was a favor to add the term length increase to the November/ December election; Director Cox and Director Daniel both supported. The board asked staff to add to the next board meeting agenda the item to increase the term limits with the November 2012 election. President Greenspan moved to the next discussion agenda item.

Attendance rules for the Board members

President Greenspan asked if there should be changes to the bylaws regarding attendance of elected officials at board meetings (currently there are none). President Greenspan opened up for discussion. Director Dwight addressed his attendance record and some discussion followed. Director Horn stated that every board has an attendance policy. Director Cox stated that he was in favor of an attendance policy specifically, 75% and above (physical attendance not required it can be phone or email attendance). Director Daniel asked if Town Council had a specific attendance policy. President Greenspan asked for public comment.

Brian Eaton, Resident, said that the airport had 50% attendance policy for board attendance. In addition, he made a statement pertaining to second homeowners and the need for better communication from TMVOA. Don Perrotta, Resident, agreed with Mr. Eaton that better communication needs to occur. A proposal was made by Director Dwight to put communication topic on agenda for next meeting. Richie Marcus made a suggestion that a blast email go out to notify members of the meeting. President Greenspan stated that TMVOA does currently practice email notification. Pete Mitchell, Resident, stated that a 75% attendance requirement for board member attendance is normal and he would like a provision added to the bylaws.

Ms. Fanos made a statement pertaining to the Colorado Nonprofit Corporation Code; it allows a nonprofit organization to have an attendance policy, however if the member misses the specified number of meeting set forth in the policies then they are deemed to have resigned.

President Greenspan asked for comparisons of other board policies regarding attendance, and directed staff to obtain a sample of six other board policies. Ms. Fanos stated that as President of the board of directors President Greenspan can adopt a revision in the bylaws to add an attendance policy. Director Cox made a **MOTION** to adopt a 75% attendance policy. Ms. Fanos asked for clarification and that the staff to be directed to develop an amendment to the bylaws for consideration at the next meeting. Pete Mitchell, Resident stated that there needs to be a provision for conflict of interest in the bylaws. Ms. Fanos stated that TMVOA has an adopted conflict of interest policy that it was available on the website and also offered to give Mr. Mitchell a copy at the meeting. President Greenspan asked for other discussion and then clarified that the attendance policy

will only apply to the elected officials of TMVOA board. President Greenspan asked for a **MOTION** to adapt an attendance policy. The **MOTION** was unanimously approved.

6. Discussion of current TMVOA contracts

President Greenspan introduced the agenda item and asked for clarification on what staff should provide. Director Horn asked that TMVOA staff provide the board members and the membership with access to all current contracts that TMVOA is involved in, and that the board has a fiduciary responsibility to know what is going on. There was a short discussion clarifying what contracts and whom to give viewing rights to. President Greenspan asked for approval to add this item to the agenda at a future meeting to allow the board time to review contracts. The board members agreed.

President Greenspan asked for member comment/public comment- there was none.

7. Discussion and update on the Executive Director position for TMVOA

President Greenspan stated that Steve Wilson's contract as Executive Director was not renewed as of June 31st 2012. President Greenspan stated that because of this quick departure there was a lot of business that was left on the table. President Greenspan commented that TMVOA business does not stop due to a vacant executive director position and that he, the President has started to take care of some of the items that were left behind. President Greenspan stated that he was not the Executive Director and he wanted to make that very clear. President Greenspan stated that he has been delegating the work load of the executive director position to other board members. President Greenspan asked for suggestions on how TMVOA should function with the current vacancy.

Director Dwight stated that the TMVOA board did not managed this contract process well, and suggested that in the future, the board act 90 to 120 days prior to the end of the contact. Director Dwight made an additional comment that he appreciated President Greenspan's efforts however, the board needs to decide who is acting as the interim executive director, and that it may be a conflict of interest that a board member is filling this role. President Greenspan asked Director Dwight what he saw as a conflict. Director Dwight stated that it needs to be directed by the board.

Director Proteau (on speaker phone) began to make a statement but call was dropped. The message was translated from another board member that Director Proteau said he would like to see the search for executive director start as soon as possible. President Greenspan commented that the process is moving forward. Director Daniel stated that it is important that the position be posted as soon as possible and remain posted for 30-45 days, which puts hiring 60-90days outs. Director Daniel also stated that her feel was that the staff was doing their best to keep things rolling.

Director Horn asked if there was an executive director job description available and recommends it be reviewed by the board. President Greenspan asked how the board would like to direct how staff during the vacancy of the executive director. Director Dwight suggested that Ms. Fanos be the person on day to day direction. Director Daniel stated that staff is doing great job and suggested that an officer be appointed to meet with staff once a week. Director Daniel moved to discuss topic in executive session, Director Horn agreed. President Greenspan moved topic to executive session.

President Greenspan asked for member/public comment- a question was asked if staff had input on the issue, President Greenspan stated that staff met with the officers last Monday and gave their input.

8. Consideration of a funding request from USSA for the 2012 World Cup

President Greenspan introduced Calum Clark (on speaker phone) representative for the United States Snow Board Association. President Greenspan commented that there is gap funding needed of \$50,000.00 to make this event happen, and that TMVOA was approached as a potential funder. President Greenspan commented that this event would be a great opportunity for media coverage (this is a one-time funded event). Director Horn commented that there appears to be a conflict if he were to vote on this issue, leaving the vote to four members: Director Dwight, Director Cox, President Greenspan, and Director Daniel.

Director Daniel asked for clarification of the \$50,000.00 (this money addition to what has already been approved?) President Greenspan commented that this was not in the budget. Director Daniel asked why this wasn't brought up last year in the budget; President Greenspan stated that it is an entirely new event, and was first discussed approximately two months ago. Calum Clark (USSA Rep) spoke briefly. Director Daniel commented that she supports it, President Greenspan also commented on his approval. Director Dwight made a **MOTION** to approve a one-time \$50,000.00 contribution to the 2012

World Cup Telluride event. President Greenspan asked for a second. Ms. Fanos suggested an addition to Director Dwight's motion, and that this be consistent with terms and conditions set forth in the unanimous consent resolution. Director Dwight amended his **MOTION** to be consistent with Ms. Fanos addition. Director Cox seconded the **MOTION**.

President Greenspan asked for public comment. Brian Eaton, resident; made a statement that this is the exact information that the homeowners would like to have prior to a vote. President Greenspan acknowledged Mr. Eaton's comment and asked for further discussion, and there was none. The **MOTION** passed unanimously. President Greenspan stated that Calum Clark will work with Ms. Hovey and Ms. Fanos going forward. Mr. Clark thanked the board and signed off.

9. Update on Dial-A-Ride from the Task Force

President Greenspan gave a brief history of chronological events about Dial-A-Ride. President Greenspan explained that due to budgetary reasons there is potential for elimination of the service with the Town of Mountain Village. A Task force has been formed to discuss Dial-A-Rides existence. Two task meetings were held, one by the Town of Mountain Village Town Council and one by TMVOA.

Mayor Delves gave a presentation and discussed the urgent budget constraints that the Town of Mountain Village is facing, and that Dial-A-Ride should be an amenity that is provided by the homeowners. The Mayor stated that in the last town council meeting 6 of 7 council members indicated (not voted) that Dial-A-Ride be a homeowner amenity, and that it should be managed by TMVOA. Mayor Delves stated that the Town will continue to fund Dial-A-Ride until April 1st 2013 and after that date they cannot continue to fund it. The Mayor also discussed an outsourcing option for Dial-A-Ride with pricing options (a Dial-A-Ride discussion will occur at Mountain Village Town Council Meeting tomorrow).

President Greenspan opened for member comment-there was none.

President Greenspan opened for public comment- Ritchie Marcus, Resident; commented that Dial-A-Ride's biggest problem is that we are looking at this like it is an amenity and it is public transportation. He stated that as part of a community it is unfair to classify Dial-A-Ride as an inequity because of its necessity, and that Dial-A-Ride is a huge reason why people come back. Mayor Delves commented on Ritchie Markus comment. Brian Eaton, Resident; agreed with the last two comments and he commented that we need a plan that outlines regional transportation i.e. Dial-A-Ride, taxi service, shuttle, bus etc. President Greenspan stated that there is a task force set up specifically for regional transportation authority. Don Perrotta, Resident; commented that Dial-A-Ride was created as an extension of the gondola and it is important that we find a way to keep the service.

President Greenspan asked for further member comment, and commented that if RETA drops then no one will be able to afford Dial-A-Ride. Mayor Delves made a comment about preserving Dial-A-Ride. Director Proteau commented that TMVOA will distribute a survey to members. Director Dwight made a comment about being a supporter of Dial-A-ride that he would like to get together with the residence and discuss this topic. Director Dwight also made a comment about the impact to property values if Dial-A-Ride doesn't exist. Mayor Delves commented on Director Dwight's comments. Don Perrotta, Resident; made a comment pertaining to the task force examining the town budget to find available monies. Mayor Delves commented that the Town Council examines the town budget every year (residents are welcome to join the meeting) and the budget is examined in depth. President Greenspan commented that both TMVOA and the town have subcommittees that help develop the budget and these meetings are open to the public. Richie Marcus, Resident; commented that we don't have a Dial-A-Ride problem; we have a revenue problem, and asked if there were ways this can be subsidized. Director Daniel commented in favor of Dial-A-Ride operating in the private sector this winter. Director Cox also commented in favor of Dial-A-Ride moving to private sector. Director Horn made a comment pertaining to incomplete information and that we may never know if Dial-A-Ride affects property values. President Greenspan commented that he feels strongly about the service, but reiterated that the service cannot continue to run as it has in the past, and the users will have to pay for the service in one fashion or another. President Greenspan stated that there will be a survey mailed in less than 10 days and he asked that it please be completed and returned as soon as possible. Mayor Delves made a comment pertaining to an RFP.

President Greenspan adjourned this topic.

10. 2nd Quarter Group Sales Report from Todd Gehrke

Todd Gehrke, Director of Conference and Group Sales for the Telluride Tourism Board presented the 2nd quarter group sales metrics. Mr. Gehrke gave a brief power point presentation (an information packet was provided in the board packet).

Mr. Gehrke opened up for questions and stated that he did not want to go through the executive summary in detail today, but was willing at a later date.

Director Horn asked for clarification as to who Telluride Tourism Board was affiliated with. Mr. Gehrke commented that the works directly for the Telluride Tourism Board, which is independent from Telski. Director Daniel asked a question pertaining to the economic impact budget number. Mr. Gehrke responded and clarified. Director Daniel thanked Mr. Gehrke for a great job collaborating with the community.

11. Update on the “Gold Season” (extended fall gondola operations) funding and allocation of funds and marketing presentation from Michael Martelon

Mr. Martelon gave a presentation and provided a brief history of why he was here. Mr. Martelon stated that he went in front of the Town of the Telluride and Mountain Village to ask for donations to extend the hours of the gondola (to date he has received \$25,000.00). Mr. Martelon discussed the costs associated with running the gondola for the additional two weeks as well as the projected revenue from occupancy rates. Mr. Martelon commented that a survey was sent to local businesses last year pertaining to the extended hours. Mr. Martelon briefly discussed the Gold Season campaign. Danielle, MTI representative (on speaker phone) discussed media evaluation, market demographics, regions and sources used for marketing the Gold Season campaign. The “drive market” was the primary focus.

Danielle asked for questions- there were none.

President Greenspan gave a brief history of operating costs of the gondola and who would be sharing the costs. The following entities were reached out to; Town of Mountain Village for \$25,000.00, Town of Telluride for \$25,000.00, TMVOA for 25,000.00 and San Miguel County for \$25,000.00 (these agreements were not finalized, but meeting minutes reflected the discussion of the money to be donated). President Greenspan commented that a place holder of \$50,000.00 was in the budget for TMVOA, and that the Town of Mountain Village and Town of Telluride will provide a written agreement after the Full Tilt bike race as to the amount of money they will provide.

Mr. Martelon commented that this program was designed to be a three to five year program and briefly discussed the marketing costs.

President Greenspan asked for questions- there were budget questions asked by both Director Daniel and Director Horn (these questions were answered). In addition there were questions pertaining to the allotment of money donated from Town of Telluride and the Town of Mountain Village (these questions were answered).

Director Horn applauded the idea of the extended gondola hours as well as voiced his concern about spending the money for the extended hours. President Greenspan made a statement pertaining to the history of why and when extending the gondola hours came about. Director Daniel stated that she is in favor of extending gondola hours and commented that the parties that are currently booked for lodging would not be here if the gondola was not running. Mr. Martelon commented that there will be data available for review that reflects revenue received during the extended hours. Director Proteau (on speaker phone) made a comment pertaining to the costs of the gondola during these extended hours. President Greenspan clarified that this topic is not an action item but an update.

President Greenspan asked for other comments. Director Cox voiced his concerns from the merchant’s perspective. President Greenspan stated that this was discussed a year ago

President Greenspan moved to next agenda item

12. Class Reports- Tabled.

13. Committee & Task Force Reports

- **FAB Committee-** Director Greenspan asked Ms. Hovey to report. Ms. Hovey gave an update on what was discussed in the last FAB meeting in July, the items are as follows: accounting protocol and internal controls that have changed in the vacancy of Executive Director, electing Treasurer, Director Cox has offered to provide oversight on accounting functions, reviewed contingency fund balance and over budget line item, Blue Mesa improvements, presentation from Calum Clark for the World Cup, presentation by MR. Martelon on Gold Season marketing, and request fund from TMRAO 2013, DAR survey, HR issues, 2013 grant budget to allocate general funds grants and events committee, dates for future meetings through the end of the year. Many of the committees have not met recently due to the vacancy of an Executive Director.
- **Grant and Events Committee-**Director Dwight gave an update on grants and events. At the last meeting a concert in Mountain Village following the US pro cycling event was declined
- **Conference Center Task Force-** Director Daniel did not attend the last conference center task force. The issue that was brought up pertained to funding for the 2nd phase of the expansion of the conference center. Lodging was asked for participating and it was turned down
- **Town of Mountain Village Housing Authority-** Director Proteau gave an update on the Housing Authority and that nothing new was discussed. Director Proteau will not be attending the next meeting.
- **Station Recreation Task Force-** President Greenspan reported that the task force met with Chuck Horning last Friday to update, suspension agreement and will have a follow up meeting in the near future. The Station Recreation Communications task force has not met in a while due to Executive Directory vacancy.
- **Merchants Associations-**Director Cox changed meeting time to 3pm, no new updates, possibly changing Jingle Jam to a Black Friday kick off and light up the core (details will be at next meeting).
- **MVCOA-**Director Greenspan accounted that there was a stucco repair.

14. New Business/Other Business

Director Dwight asked that any organization that we funding that we request financial statements for a better understanding of their financial standing (this is currently part of the grant process). Director Dwight asked to add communication process and protocol to the agenda for next month. Director Horn made a suggestion that at next board meeting the board outline what current communication procedures are and then at next task force meeting outline proposals for new procedures.

President Greenspan asked for other or new business-There was none.

Director Dwight made a **MOTION** to adjourn. Director Cox seconded, the meeting adjourned at 6:30 pm MST. **MOTION** to go into executive session **MOTION** was unanimous.

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

16. Adjournment



**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS**

TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION

SEPTEMBER 19, 2012

BOARD MEMBERS PRESENT: Jon Dwight, Jonathan Greenspan, John Horn, Christopher Cox, Jeff Proteau, Noel Daniel.

BOARD MEMBERS ABSENT: David Riley

STAFF PRESENT: Stephanie Fanos, Brianne Hovey, Jodi Repola.

STAFF ABSENT: None

OTHERS PRESENT: Chuck Horning, Tom Kennedy, Dennis Lankes, Live Sauce, Bingo Eaton, Ken Alexander, Kristin Kuhlman, Scott Stewart, Michael Martelon, Steve Tracy, Nelson Sharp.

1. Call to Order and Determination of Quorum

President Greenspan called the board of directors meeting to order at 4:02 pm MST. President Greenspan announced that a quorum had been established.

2. Member Comment/ Public Comment- None

3. Presentation from the CEC Community Solar Garden on the Sunny Solution Program

President Greenspan introduced this item and gave a brief introduction. Kristin Kuhlman and Ken Alexander representing Clean Energy Collective (CEC) gave a brief presentation on the Solar Garden.

4. Presentation from FAB committee first draft of the 2013 TMVOA Budget

President Greenspan introduced this item. Ms. Hovey commented that the FAB Committee made the decision to prepare a "bare bones budget;" cutting all non-discretionary spending items and showing only what TMVOA is currently contractually obligated to. Ms. Hovey presented the first draft of the 2013 TMVOA budget.

Director Proteau commented that the budget presentation is a draft; the FAB committee wanted the board to see a base line number incorporating only current and contractual obligations.

Director Dwight asked why member communications increased. Ms. Hovey clarified that the number increased based on the assumption that a Communication Director would be hired. Director Dwight stated that G&A increased approximately \$150,000.00 while income continued to decrease.

Director Dwight asked what the goals of the FAB committee were. Director Proteau gave an explanation of his personal goals. President Greenspan commented on his goals. Director Cox commented on his goals.

Director Dwight asked about the Gondola/Chondola expenses. Ms. Hovey responded. Director Proteau commented that this budget would eliminate a lot of spending from previous years. Director Dwight asked who the board relies on to prepare the Gondola/ Chondola budget. President Greenspan stated that the Gondola/ Chondola Committee is responsible. Director Dwight asked for clarification as to who decides what improvements need to be made on the Gondola. Ms. Hovey commented that the Town of Mountain Village makes these decisions. Director Proteau commented on the net surplus.

Director Horn asked about funds for future gondola repairs. Ms. Hovey commented that all the major expected capital improvements for the Gondola/Chondola are included in the budget.

President Greenspan asked for member comment. Brian Eaton, Resident; asked if the owners were going to be surveyed on the budget process. President Greenspan commented that the community will be able to participate. Ms. Hovey stated that committee meetings were open to the public as an opportunity to participate in the process.

5. Consideration of the Gondola/Chondola Committees recommendation to Accept the Gondola/ Chondola 2013 Budgets and Major Capital Repairs Plan

President Greenspan introduced this item and announced that he attended a presentation from the Town of Mountain Village, where the Gondola/Chondola budget was discussed in depth. President Greenspan made a recommendation to the TMVOA board to adopt the 2013 Gondola/Chondola budget and asked for a **MOTION**. Director Proteau asked what the justification for the increase in the O & M funding was. Ms. Hovey commented that the increase was due to health care costs. Director Proteau asked about the \$15,000.00 for Station Entrance Modification. Ms. Hovey commented that it was for a new entry way for mountain bikers. Director Dwight asked about the \$ 75,000.00 for Terminal Flooring. Director Proteau commented that he did not want to approve the non-reoccurring budget items until clarification was received for the following line items: Terminal Flooring, Station Entrance Modification and Polaris Sportsman. President Greenspan offered to email the information. Director Proteau commented that that committee has done a good job, but would rather hear an explanation on the big ticket items from Chris Colter. Ms. Fanos commented that the committees don't have the authority to approve the budget, but rather to recommend. President Greenspan commented that he understood this. President Greenspan commented that he will speak with the Gondola/ Chondola Committee and have a representative from the Town of Mountain Village present to answer questions at the October board of directors meeting.

President Greenspan asked for member comment. Brian Eaton, Resident; commented on the grocery store rent and asked if the dollar amount was based on sales. President Greenspan commented that it was. Mr. Eaton commented on the high price of groceries at the market. Director Proteau addressed the question and commented that TMVOA went into arbitration three years ago with the market. The lease has been rewritten, price control was included and currently select items are being monitored. Ms. Fanos addressed the verbiage in the previous contract as well as the amended lease agreement. Ms. Fanos commented that the deli is under new management and they have asked to attend the October TMVOA meeting. Director Proteau commented that locals receive a 5% discount plus no sales tax on food items and the combination is comparable to Rose's (Clark's) Market.

Brian Eaton, Resident; asked if TMVOA had any assets such as land or buildings to sell. President Greenspan commented that a list of assets is included in the budget but the board has not taken any direction. Director Proteau commented that carrying costs are included in the budget. Ms. Hovey stated that the costs are included on schedule E. Some discussion pertaining to these assets occurred, no decisions were made. President Greenspan asked for member/public comment and there was none.

6. Presentation and discussion on a funding request from TMRAO regarding the flight mitigation including the new low-cost carrier in the amount of \$100,000.00 in 2013

Mr. Martelon, President of the Telluride Tourism Board and Mr. Stewart, Executive Director of Telluride Montrose Regional Air Organization gave a lengthy presentation on the potential economic development that TMRAO could bring to Telluride with a funding contribution from TMOVA.

President Greenspan asked for a timeline for funding. Mr. Stewart responded that it would be ideal to have the lump sum in the first quarter of 2013.

Director Dwight asked what that total funding goal was. Mr. Stewart commented that they have asked double from last year (\$100,000 from the Town of Telluride, \$100,000 from Town of Mountain Village, \$100,000 from the City of Montrose, \$200,000 from Telluride Ski & Golf, \$100,000 from TMVOA).

President Greenspan asked if there were additional costs for the summer season. Mr. Stewart commented that the sum of money will take care of the summer season. President Greenspan asked about the projection into 2014 and beyond. Mr. Martleton responded that the program should be sustainable moving forward. Director Proteau asked where the money will be going. Mr. Stewart responded that in summary, marketing.

President Greenspan asked for comments. Director Horn commented on the value that air travel brings to the community and voiced his concern with the funding request difference between Telluride and the Town of Mountain Village. Mr. Martleton gave an explanation of how the decisions for funding requests were made.

Director Daniel asked when the flights will begin. Mr. Stewart commented that the flights will run December 15th 2012 through April 3rd 2013.

Public Comment. Tom Kennedy agreed with Director Horn's concern pertaining to the TMRAO funding request of Telluride and Mountain Village. Nelson Sharp agreed with Director Horn's concern. Brian Eaton agreed with the previous comments and that Montrose needs to contribute to this program as well.

President Greenspan clarified that this is not being voted on at the current meeting. Director Horn, Director Proteau, Director Dwight, Director Daniel and Director Cox all commented in favor of give a contribution to the program but requested more information. Director Horn asked for a decision deadline. Mr. Stewart commented; October. Director Proteau asked Mr. Martelon to get the PowerPoint to the TMVOA staff.

7. Determination of Record Date for Election of Board Members

Director Horn made a **MOTION** to adopt the schedule in the board packet. Director Cox seconded. The **MOTION** passed unanimously.

Ms. Fanos announced that she had to leave the meeting and asked that the Attendance Policy (agenda item 9) and Suspension Agreement (agenda item 10) be discussed prior to agenda item 8. The board agreed.

8. Consideration and acceptance of Amendment Bylaws to add attendance policy

President Greenspan introduced this item and asked for member comment. Ms. Fanos commented that the policy was drafted in accordance with the statute. Ms. Fanos commented that in order for a resignation to be effective the board has to vote after the specified number of meetings has been missed. In addition, Ms. Fanos commented that a provision for excused absence was not included in the policy, and that the board might want to consider adding one.

Director Dwight commented that he does not have a problem with an attendance policy but that he has a problem with the way this particular policy is written. A discussion among the board members pertaining to the definition of excused absence occurred.

Ms. Fanos commented that this policy will not be effective until the next election and then it will only apply to the newly elected officials. Ms. Fanos commented that the board does not have to adopt this policy now and suggested that she revise the language and bring it to another meeting.

Director Horn commented that he would rather see a specified number of missed meetings in place of a percentage. Director Proteau commented that the policy should apply to the Class D member as well. Ms. Fanos commented that this policy

applies to regular board meetings (excluding special meetings). The board decided that four missed meetings was an appropriate number to replace the percentage.

9. Discussion and consideration of the proposed second amendment to the Station Telluride (Thrill Hill) suspension agreement

President Greenspan introduced this item and gave an update. President Greenspan made a recommendation to the board to approve the Station Telluride Suspension Agreement. Director Dwight made a **MOTION** to approve the second amendment to the station agreement as presented in the package. Director Cox seconded. **MOTION** passed (Director Proteau recused)

10. Update on the Extended Gondola program

Ms. Fanos commented that she drafted an agreement between the two towns (Telluride and Mountain Village) and included an obligation clause for the Town of Mountain Village to track ridership. In addition, an agreement with MTI also includes a reporting requirement. Ms. Fanos asked for input from the board on what data they want from MTI.

Mr. Martelon commented that occupancy rate is important, but that he could also obtain Muni Rev Information and ridership.

11. Update on TMVOA contracts

President Greenspan introduced this item and gave an update. The contracts are available on a CD that Ms. Repola has prepared. President Greenspan commented that a summary was not provided because it was not requested. Please direct any questions to Ms. Fanos and Ms. Hovey.

12. Update on DAR

President Greenspan gave an update and announced that the Town of Mountain Village has chosen a private sector servicer for DAR. President Greenspan commented that data should be available at the October meeting. A discussion among board members about how data will be compiled occurred. Director Horn asked Ms. Repola to have the survey draft information available by next Wednesday.

13. Class Reports- Waived.

14. Committee & Task Force Reports-Waived.

15. New Business/Other Business- None.

16. Adjournment

Director Cox made a **MOTION** to move into Executive Session. Director Horn seconded, the meeting moved to Executive session at 7:08pm MST.

17. Executive Section Pursuant to CRS section CRS 38-33.3-308(3) & 4



**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS**

TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION

OCTOBER 17, 2012

BOARD MEMBERS PRESENT: Jon Dwight (via speaker), Jonathan Greenspan, John Horn, Christopher Cox, Jeff Proteau, Noel Daniel, and Chuck Horning

BOARD MEMBERS ABSENT: None

STAFF PRESENT: Stephanie Fanos, Brianne Hovey, Jodi Repola, David Pihlgren

STAFF ABSENT: None

OTHERS PRESENT: Jerry Davidian, Nichole Zangara Riley, Carol Siedhoff, Randy Podolsky, Kristin Kulhman, Penelope Gleason, Anton Benitez, Tom

Kennedy, Live Sauce, Chris Colter, Jim Loebe, Michael Martelon, Todd Gehrke, Kim Montgomery, Matt Skinner, Steve Stewart, Neil Hastings

1. Call to order and Determination of Quorum

President Greenspan called the meeting to order at 4:00 p.m. MST and announced that a quorum had been established.

President Greenspan welcomed Chuck Horning as the newest board member (Class D).

2. Thank you to Brianne Hovey, TMVOA Accounting Manager

President Greenspan announced the departure of Brianne Hovey and thanked her for her years of service.

3. Presentation from Todd Gehrke

- Review of 3rd Quarter Group Sales Executive Summary
- Summary Review of September Metrics Report
- Review of the Proposed 2013 Group Sales Budget Draft

Mr. Gehrke gave a twenty minute PowerPoint presentation on the above items (information available in board packet).

4. Member Comment/Public Comment

Penelope Gleason, Business Owner; commented on the history of Group Sales.

Neil Hastings, Resident; commented about the value that Telluride Tourism Board brings to Mountain Village.

5. Presentation from Chris Colter and Jim Loebe- Review of Gondola/Chondola Draft 2013 Budget and Major Capital Repairs Plan

President Greenspan introduced this item. Director Proteau directed questions to Mr. Colter and Mr. Loebe regarding the following items: Terminal Flooring, Station Entrance Modification and Snow Mobile Replacement. Director Proteau commented on the large dollar sum of these line items and asked if they were a necessity due to current budget constraints. (The figures for the following projects came from TMVOA's parametric study).

- Terminal Flooring; repairs to prevent leaking into the station shop below the terminal. Currently there are drip containers collecting the moisture. The new flooring would be water proof and skid proof.
- Station Entrance Modification; repairs to Station 1 (Oak Street) would improve passenger loading efficiency.
- Snowmobile Repairs; two snowmobiles were purchased in 2006 both have accumulated 10,000 miles. Maintenance costs and reliability are a concern (the parametric report recommends replacing these vehicles annually).
- Covered Stair Case repair; currently the stair case can be very slippery and there have been several workers compensation cases because of this.

Director Proteau commented about moisture leakage at terminal 4 and 5. Kim Montgomery clarified that it is a Plaza issue, not a terminal issue.

Director Horn asked how current decisions will impact the Gondola beyond TMVOA's contractual obligation. Mr. Colter addressed this question; San Miguel County Advisory Committee has compiled an RTA committee to address this issue. President Greenspan commented that TMVOA does not currently have a representative attending these meetings. Director Horn asked questions pertaining to major capital expenditures and if the numbers presented in the budget were based on projections past 2027. Mr. Colter commented that the numbers were projected only until 2027. A discussion pertaining to some of the unknown capital improvements occurred (i.e. how long the cabins will last).

President Greenspan asked for further comments and there was none.

6. Update on the Extended Gondola Marketing Program, presented by Michael Martelon

Mr. Martelon, representing MTI gave a brief PowerPoint presentation on the marketing program for the Gold Season/Extended Gondola Days.

Director Proteau asked if the occupancy rate had increased. Director Daniel commented that occupancy was higher, but not significantly. Mr. Martelon commented that numbers will be available by November 10th.

Director Proteau asked what tools would be used to measure the success of this program. Mr. Martelon identified the following tools: click through rate, ADR, ridership and occupancy. Ms. Fanos commented that the contract between TMVOA and MTI included Muni Rev Information as well. There was some discussion about this and Mr. Martelon agreed that he would provide municipal revenue data.

7. Consideration of a Funding Request from TMRAO Regarding the Flight Mitigation Including the New Low-Cost Carrier in the Amount of \$100,000.00 for 2013 Budget Consideration

President Greenspan introduced this item. Mr. Martelon, representing MTI and Mr. Stewart representing TMRAO gave a PowerPoint presentation and discussed how the funds will be utilized to improve economic development in the region.

President Greenspan commented that he will make a recommendation to the FAB committee to incorporate this \$100,000.00 request into the TMVOA 2013 budget.

President Greenspan asked for board comment. Director Horn voiced his concern pertaining to the usage of the Wall Street Journal as a marketing tool for skiing. Mr. Martelon responded.

Director Proteau and Director Daniel both commented that this request needs to be further discussed among the FAB Committee.

Director Cox commented that TMVOA is the only home owners association that is being asked for money; therefore TMVOA should provide the least amount of money.

Director Dwight made a comment pertaining to sales tax in the Village.

President Greenspan asked for public comment. Ken Stone, TSG; asked if the entire budget was directed at internet marketing. Mr. Martelon commented that a majority of it was. Mr. Stone asked a question pertaining to Allegiant Air. Mr. Stewart responded.

President Greenspan commented that the FAB Committee would discuss this request in further detail.

8. Presentation from FAB Committee-Review of the Second Draft of the 2013 TMVOA Budget

President Greenspan introduced David Pihlgren, Contract Labor for the Accounting department. Director Proteau commented that the budget was a draft and asked the membership to engage in discussion on the discretionary spending items.

Ms. Hovey addressed major changes in the budget since the September review. The following place holders were incorporated:

- Events:\$300,000.00
- Grants: \$50,000.00
- Extended Gondola: \$25,000.00

Director Daniel asked how RETA was projected. Ms. Hovey commented that she and Ms. Fanos track the real estate in Mountain Village, which includes tracking foreclosures and the time it takes the bank to sell the properties. Ms. Hovey commented that she also utilizes a tool that tracks the five year averages and that TMVOA is an affiliate of TAR.

President Greenspan asked for public comment. Tom Kennedy, Resident; asked about a place holder for DAR. President Greenspan commented that DAR is not incorporated into the 2013 budget.

Kristin Kuhlman, asked about the restrictions on the reserves. Ms. Hovey commented that over \$6 million of the reserves are restricted.

Carol Siedhoff, Resident; asked about the \$66,000.00 for Gay Ski Week. President Greenspan responded and gave some history on the event.

9. TMVOA Board Discussion on the Goals and Objectives of the Grants and Events Committee When Awarding Fund to Grant Applicants

In summary, the TMVOA Board of Directors and the public engaged in a lengthy philosophical discussion concerning the distinguishing factors between grants and events. It is noted that grants and events were originally established to stimulate the economy in Mountain Village, and later the categories were separated into two classifications for insurance purposes. A wide range of comments were received by both the TMVOA board and the public; no votes were made during this discussion, however there was talk about the development of a Task Force to compile an economic development plan for TMVOA. Director Proteau, Director Cox, and President Greenspan volunteered to be on this task force (it was determined that a task force be formed in place of a committee to reduce formalities).

Public comment was received by: Tom Kennedy, Penelope Gleason, Randy Podolsky, and an unidentified individual.

Agenda items 11, 12, 14 and 18 were moved up to accommodate the public due to the unforeseen length of the meeting.

10. Update on the Communications Program

Ms. Repola gave an update on the Communications Program (memo available in board packet). Ms. Repola announced that TMVOA sent out a mailing to solicit member email addresses, and to date has receive approximately 100 new addresses (currently TMVOA has approximately 1,441 email address to 2,176 physical addresses). Ms. Repola commented that since July there have been approximately 25 email blasts to the membership concerning the following information: meeting notification, press release, email solicitation, and the DAR survey. Ms. Repola commented that email readership can also be monitored to see who is opening/reading emails. Additionally, TMVOA has enhanced their live streaming service with a new state of the art component in high depth.

Director Proteau commented that staff may want to contact the membership and ask what information they want to receive via email to prevent redundancy and excessive emails.

Public comment; TMVOA may want to shorten things and move towards bullet points in email communication to be more effective.

11. Update on DAR

Ms. Repola introduced this item and commented that Dial-A-Ride information as well as a history of the service was included in the board packet. Ms. Repola went over the DAR survey and the results. The top two choices were as follows:

- 1. No TMVOA involvement
- 2. Hybrid option

Director Proteau commented that another survey may need to be sent out due to the possibility of perceived mixed messages.

Public Comment- Carol Siedhoff, Resident; commented that it is important that the membership receive information pertaining to the percentage of the membership utilizing the service.

12. Update on 2013 TMVOA Election-

Ms. Repola announced that that there were two seats up for election, one Residential and one Commercial (both seats are two year terms). The elected officials will be replacing President Greenspan and Director Cox. The date of record will be November 7th 2012. Election ballots will be mailed out November 26th 2012 and are due December 26th 2012 by 5:00 p.m. MST.

Candidates were asked to contact Jodi Repola with the following information by November 9th 2012 at 5:00 p.m. MST.

- Black and white photo
- Short biography
- Letter of intent

13. Consideration of the Amended Station Recreation Activity Suspension Station Standstill Agreement to Extend for Operating 2012-2013 Season.

President Greenspan introduced this item and gave a brief history. A short discussion followed. President Greenspan asked for a **MOTION** to approve. Director Proteau made a **MOTION** to approve the Suspension Station Standstill Agreement to Extend for Operating 2012-2013 seasons. Director Daniel seconded. The **MOTION** passed unanimously.

14. Consideration of the Amendments to the Bylaws to Add an Attendance Policy and Revisions Regarding Action by the Directors without a Meeting

President Greenspan introduced this item. Ms. Fanos discussed options for adding an attendance policy; two versions were included in the board packet; both versions contain a 67% attendance requirement as opposed to a 75% requirement. A discussion among the board members pertaining to the adoption of an attendance policy occurred. Ms. Fanos commented that during her research she found only one association with an attendance policy.

Director Horn made a **MOTION** to amend the bylaws not to include the attendance policy provision, but to include paragraph eleven (Action without a formal meeting). Director Daniel seconded. The **MOTION** passed unanimously.

15. Review of Ballot Measure to Amend the Article of Incorporation to Lengthen Board Terms From 2 Years to 4 Years to be Submitted to a Vote of the Members in Connection With 2012 Board of Directors Election

President Greenspan introduced this item. A discussion between Ms. Fanos and the board members revealed that a four year term may be too long. This item was terminated (no vote taken).

16. New Business/Other Business- None

Director Horn made a **MOTION** to move into executive session. Director Cox Seconded the **MOTION**. The meeting moved into Executive Session at 7:12 p.m. MST

17. Executive Session Pursuant to CRA Section CRS 38-33.3-308(3) & (4)

Director Horn made a **MOTION** to move out of executive session. Director Cox Seconded the **MOTION**. The meeting moved out of Executive Session at 7:52 p.m. MST

18. Consideration to Approve Settlement Agreement between TMVOA and Blue Mesa Condominium Association.

President Greenspan requested a **MOTION** to approve the settlement agreement substantially similar to the draft presented to the board. President Greenspan authorized Director Proteau to work with Ms. Fanos to finalize the agreement and provide comments to the Blue Mesa Condo Association regarding the map and declaration, and to execute and deliver the agreement. Director Cox **MOTIONED** as presented, Director Daniel seconded. The **MOTION** passed unanimously.

President Greenspan requested a **MOTION** to approve the hiring of Jodi Repola as Communications and Member Relations Manager

Director Cox made a **MOTION**. Director Daniel Seconded. The **MOTION** passed unanimously.

President Greenspan asked for a **MOTION** to approve the hiring of Stephanie Griebe. Director Cox made a **MOTION**. Director Proteau Seconded. Director Horn asked about whether the position was permanent. Ms. Fanos said that all employment positions at TMVOA are at will. Director Proteau followed up with comments regarding all of the administrative tasks necessary for TMVOA, he focused on Minute taking. Ms. Fanos said that TMVOA is legally required to maintain minutes. President Greenspan commented that staff has been overloaded and spread way too thin. Director Horning commented that the Executive Director could rearrange the staff once hired. Director Daniel commented that the applicant had bank experience and has taken minutes prior. Director Daniel commented that the applicant has the accuracy skills necessary for the minutes. Director Horn commented that he is not convinced that the Administrative Assistant position is a full time job (it could be a part-time). The **MOTION** passed unanimously.

19. Adjournment. Director Cox made a **MOTION** to adjourn the meeting. Director Horn seconded and the meeting was adjourned 8:12 pm.



**MINUTES OF THE MEETING OF THE
BOARD OF DIRECTORS**

TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION

NOVEMBER 14, 2012

BOARD MEMBERS PRESENT:	Jonathan Greenspan, Jeff Proteau, Noel Daniel, Jon Dwight, Christopher Cox, John Horn (via speaker), Chuck Horning.
BOARD MEMBERS ABSENT:	None
STAFF PRESENT:	Jodi Repola, Stephanie Fanos, Stephanie Griebe, David Pihlgren
STAFF ABSENT:	None
OTHERS PRESENT:	Live Sauce, Pete Mitchell (via speaker), Dan Orr (via speaker), Tom Kennedy, Jolana Vanek, John Howe, Adam Singer, Kristin Kuhlman, Richard Thorpe

1. Roll Call and Determination of Quorum

President Greenspan called the Board of Directors meeting to order at 4:26 pm MST. President Greenspan commented that a quorum had been established.

2. Consent Agenda

1. Consideration and the approval of the following:
 - a. Minutes from June 20, 2012 Board Meeting
 - b. Minutes from July 18, 2012 Board Meeting
2. Information Center Lease Ratification

Director Cox made a **MOTION** to approve the consent agenda as presented, Director Proteau seconded. The **MOTION** passed unanimously.

3. Member Comment- None

4. Consideration to Approve the Proposal for the Poachers Pub Lease Extension

President Greenspan introduced this item, and stated that Adam Singer, Owner of Poachers Pub was present to discuss the lease expansion proposal.

President Greenspan gave a brief clarification of the proposal. He explained that Mr. Singer would like to extend his current lease three option periods, with four years each period. In addition, Mr. Singer would like to expand the Pub approximately 644 square feet to add a dining area and an office. President Greenspan discussed the repairs that need to be done to the building and that TMVOA is responsible for these repairs.

Director Dwight asked when the current lease expired. Mr. Singer commented that the end of the lease was 2015.

Mr. Singer commented that the expansion of lease would allow him to create a family atmosphere, currently people walk out of the pub if they don't see a dining room.

President Greenspan asked for questions. Director Proteau commented that he needed to think about it.

President Greenspan commented that because TMVOA owns Poacher they are obligated to repair some fixtures. Currently the bathroom sink is being replaced, and the windows need to be replaced (most of the seals are broken). One of the bids is approximately \$55,000.00 not including unforeseen damages, and another bid is \$87,000.00. President Greenspan commented that the FAB committee can review these numbers and move forward.

Directory Horn joined the meeting via conference call at 4:35pm MST

Director Dwight asked if the bathroom was a common area or a leased space. Mr. Singer commented that it is a public restroom. President Greenspan gave a history of the bathroom.

President Greenspan commented to the board that direction is needed to move forward. Director Daniel asked if there were standards to uphold for the restoration of the building. President Greenspan commented; no. Ms. Fanos commented that blue mesa condo association will have to review this and that President Greenspan should ask for public comment.

President Greenspan asked for public comment

John Howe, Resident; asked how much additional vacant space was available at the Blue Mesa Building. President Greenspan commented that he was not sure, but this expansion would be an additional 600 sq. ft. Mr. Howe stated that he approached TMVOA a while ago as an attempt to secure some office space for the Eco Action Partners and was quoted \$25,000.00 for the rental space and asked if the cost of square footage had changed. President Greenspan commented that there has been no discussion pertaining to the cost of rental space. Some discussion pertaining to payment of utilities occurred. Ms. Fanos commented that Poachers pays half of the utility bill.

5. CEC (Clean Energy Collective) Partnership Agreement and Endorsement from TMVOA.

Kristin Kuhlman representing Clean Energy Collective gave a brief review of her purpose for attending the board meeting. She commented that she is asking for an endorsement from TMVOA and for every unit that she sells 2.5% of the selling price will come back to TMVOA either in cash or solar panels (equating to 1 panel for every 15 that are sold).

President Greenspan commented that TMVOA has endorsed another solar company in our region (Erdman Enterprises) but the project has stalled, and made a suggestion that TMVOA look into these programs to help our membership save money. President Greenspan also stated that TMVOA will not give out our mailing list.

There was some discussion on what exactly CEC was asking.

Ms. Kuhlman commented that she is asking for a partnership from TMVOA to simply put a blurb on the bottom of an email a banner or to do a joint press release. CEC will do all of the marketing and will not burden the TMVOA staff.

Director Dwight commented that this is a great idea, but he needs to see a draft agreement to understand what we are signing up for and asked Ms. Fanos to do some research. Ms. Kuhlman will get a sample contract put together. Ms. Fanos asked if Ms. Kuhlman was affiliated with SMPA. Ms. Kuhlman commented that she works for CEC based out of boulder. Ms. Fanos commented that this will have to be coordinated with the Town of Mountain Village. Ms. Repola will follow up with Ms. Kuhlman if she needs to attend another board meeting.

Director Dwight asked if TMVOA made a commitment to Erdman Enterprises. Ms. Fanos commented that TMVOA did not have an obligation to Erdman.

6. Election Update

President Greenspan introduced this item and commented that the application deadline to run for a seat on the TMVOA board has passed. President Greenspan announced the following candidates:

- Elizabeth Barth-Residential Seat
- Neal Elinoff-Residential Seat
- Pete Mitchell Residential Seat
- Chris Cox-Commercial Seat

President Greenspan read the following information from a memo in the board packet.

Date of record- November 7, 2012

Deadline for acceptance of Candidate Nominations- November 12, 2012, 5:00pm MST

Annual Members Budget Meeting -November 14, 2012. 4:00pm MST

Meeting to adopt the 2013 Budget- December 5, 2012 4:00pm MST

Election Ballots due- December 26, 2012

Annual Meeting -December 27, 2012 4:00 pm MST

Director Dwight asked for background information on Ms. Barth. Ms. Repola commented that she will email the bios and that they will also be available on the website soon.

7. Update on Extended Gondola Days follow up Report

Mr. Martelon will have an update at the December board meeting.

Director Daniel commented that the hotels did better than last year but not enough to offset the cost. Director Cox commented that the merchants saw more traffic but not significant. Mr. Signer also commented that he saw more traffic but not significant.

8. New Business-none

9. Adjournment

The Board of Directors meeting adjourned at 5:06 pm MST and moved into Executive Session.

10. Executive Session Pursuant to CRS section CRS 38-33.3-308(3) &(4)



**MINUTES OF THE MEETING OF THE
BOARD OF DIRECTORS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
ANNUAL MEMEBRS BUDGET MEETING
WEDNESDAY, NOVEMBER 14, 2012**

BOARD MEMBERS PRESENT: Jonathan Greenspan, Jeff Proteau, Noel Daniel, Jon Dwight, Christopher Cox, Chuck Horning.

BOARD MEMBERS ABSENT: John Horn

STAFF PRESENT: Jodi Repola, Stephanie Fanos, Stephanie Griebe, David Pihlgren

STAFF ABSENT: None

OTHERS PRESENT: Live Sauce, Pete Mitchell (via speaker), Dan Orr, Tom Kennedy, Jolana Vanek, Nichole Zangara Riley, John Howe, Adam Singer, Teddy Errico, Kristin Kuhlman, Richard Thorpe

1. Roll Call and Determination of Quorum

President Greenspan called the Annual Members Budget meeting to order at 4:12 pm MST. President Greenspan announced that a quorum had been established.

2. Presentation of the 2013 TMVOA Budget Draft

President Greenspan introduced this item and announced that technical difficulties prevented the PowerPoint presentation from being viewed on the projector screen. A handout of the presentation was available to all present and online in the board packet. Jonathan Greenspan read the PowerPoint presentation handout verbatim.

Directory Daniel entered the room at 4:23 pm MST.

1. Question and Answers

President Greenspan asked for Board comment. Director Dwight, representing the Grants and Events Committee commented about the process that took place to determine the recommended dollar allocation and that the numbers presented were not concrete, and TMVOA has much work to do.

Director Proteau, representing the Finance, Audit and Budget committee commented on the proposed deficit and that discretionary spending is the place to look if we want to balance the budget.

3. Public comment- None

4. Adjournment

Director Cox made a **MOTION** to Adjourn the Annual Members Budget meeting, Director Dwight seconded. The **MOTION** Passed unanimously. The meeting adjourned at 4:25 pm MST.



**MINUTES OF THE MEETING OF THE
BOARD OF DIRECTORS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
DECEMBER 5, 2012**

BOARD MEMBERS PRESENT: Jonathan Greenspan, Jeff Proteau, Noel Daniel, Jon Dwight, Christopher Cox, Chuck Horning, John Horn

BOARD MEMBERS ABSENT: None

STAFF PRESENT: Jodi Repola, Stephanie Fanos, Stephanie Griebe, David Pihlgren

STAFF ABSENT: None

OTHERS PRESENT: Live Sauce, Pete Mitchell, Tom Kennedy, Adam Singer, Cath Jett, Kim Montgomery, Dan Jansen

1. Call to Order and Determination of Quorum

President Greenspan called the meeting to order at 4:03 p.m. MST and announced that a quorum had been established.

2. Member Comment/Public Comment- None

3. Consideration to Approve the Proposal for the Poachers Pub Lease Extension

President Greenspan introduced this item. The board previously submitted a list of questions for Mr. Singer on the proposed lease extension (this is not an action item).

Mr. Singer addressed the board's questions and identified the two issues needing consideration; the lease extension and the lease expansion.

Lease extension- Mr. Singers 1st priority; the current lease expires 11/30/2015. Mr. Singer commented that liquor licenses expire annually on December 31st. The license requires the tenant to have legal possession of the property for a minimum of one year; therefore Mr. Signer would not have a liquor license in 2015 but would still be responsible for the rent on the property. In addition, Mr. Singer commented that he has a family and would like to plan for the future.

- In the event that Mr. Singer does not receive approval for the lease extension he will take all of the unattached fixtures i.e. chairs, tables, TV's, kitchen equipment etc.
- The percentage rent was originally 7% of gross sales. This was later renegotiated to 5% to be consistent with market rent values (the lease amendment reflects this change).
- Poachers pay all utilities with the exception of the electric which is split with TMVOA. The building was originally constructed with the breaker box located in Poachers. Relocating the breaker box was previously investigated and it was determined too costly to separate the two spaces.

Lease Expansion- No items addressed.

Director Dwight commented that there are three issues that need to be addressed; the extension, the expansion and the repairs for windows and bathrooms. Director Dwight commented that TMVOA needs to determination what repairs they are responsible for and fix them. In addition, Director Dwight requested that a new lease be written and commented on the

board's fiduciary responsible to ensure that the lease reflects market rent. Director Dwight commented in favor of the lease extension.

Ms. Repola commented that the board packet contains clarification on what repairs TMVOA is responsibility for. Director Dwight commented that there are still some grey areas.

President Greenspan commented that the FAB Committee has received two bids for the repairs on the windows. One bid was for \$55,000.00 and the other was for \$85,000.00. The recommendation from the FAB Committee was a number somewhere in between the two bids (a 3rd bid for \$50,000.00 was received later in the meeting).

Mr. Singer commented that drainage from the patios/terraces above Poachers is causing the exterior wood to rot from the outside in. Ms. Fanos asked Mr. Singer if this information was brought to the attention of the HOA. President Greenspan commented that it was, and that it had been documented. Ms. Fanos commented that this particular fact was new information and requested further investigation. Director Dwight agreed with Ms. Fanos' request. President Greenspan commented that this issue has been fixed with the exception of one patio. President Greenspan introduced another issue; the growth of moss on the stone and mortar beneath the windows (i.e. potential increased costs for repairs). Ms. Fanos commented that this issue needs to be looked at from a legal prospective as well as an insurance perspective.

Director Daniel commented in favor of the lease extension and asked what standards needed to be upheld for the remodel. Director Daniel asked about the grease trap/vent repair. Mr. Signer gave some history on the vent (it is TMVOA property) and commented that previously Mr. Nelson agreed to split the cost with Mr. Singer.

Director Cox commented in favor of obtaining information on market rent values and that TMVOA needs to be equitable.

Director Horning made a **MOTION** that President Greenspan and Director Horn work on a new lease and determine appropriate market rent rate for the expansion and bring this information to the next board meeting. Director Proteau seconded the **MOTION**. The **MOTION** passed unanimously.

A discussion between President Greenspan and Director Horn determined that the lease will be completed by the end of January,

Director Proteau requested that a new lease be executed; Ms. Fanos agreed.

4. Consideration of Resolution to Adopt 2012 Revised and 2013 Budget.

President Greenspan introduced this item and commented that this is the second presentation of the budget. President Greenspan read over the PowerPoint presentation (presentation in board packet). President Greenspan commented that the budget does not reflect a placeholder for Dial-A-Ride, and that there are ways to adjust the budget so TMVOA does not utilize deficit spending i.e. raising RETA.

Director Proteau commented that the FAB Committee used a conservative approach with the budget and they took into consideration the large capital expenditures for Gondola operations in the next ten years.

Director Horn opposed deficit spending and commented that he would not support the current budget. In addition, he commented that there are 14 line items that he would like to discuss. Director Horn stated that increasing RETA may be appropriate and commented in favor of performing a RETA analysis. Director Horn asked Ms. Fanos if TMVOA was bound by CIOA. Ms. Fanos responded that TMVOA is pre-CIOA but is bound by specified provisions of the statute. Ms. Fanos commented that the board is granted sole authority to adopt the budget prior to the fiscal year. Director Horn asked Ms. Fanos if the board may adopt a budget with the clear understanding that it is not the final budget. Ms. Fanos commented that the budget that is adopted is never the final budget.

Director Horning commented that the approval of the budget is not a commitment to spend. Director Proteau commented that TMVOA does have contractual obligations that are reflected in the budget.

President Greenspan commented in favor of increasing RETA to reflect a non-deficit budgeting process.

Director Cox commented that the reserves look strong but that TMVOA has a lot of expenditures that need to be examined. Director Cox asked if the merger between MTI and TMRAO impacts the line items in the budget. President Greenspan commented that it does not. Ms. Montgomery commented that the partnership between MTI and TMRAO is not a merger; they remain two separate organizations.

President Greenspan asked for Public Comment

Pete Mitchell, Resident; asked Director Horn to expand on what the 14 line items were the he previously mentioned. Director Horn offered to discuss, but was unsure if the board wanted to engage in that discussion. Director Horning commented that this will be discussed in subcommittees at a later date.

Tom Kennedy, Resident; asked about the line item for the Gondola and if it was for repairs. Director Proteau commented that it was.

Dan Jansen, Resident and Town of Mountain Village Councilmen; urged TMVOA to consider incorporating DAR in to the Budget. Mr. Jansen commented and cautioned the board to spend minimally on Gondola repairs until clarity is received on who will take ownership of the machine in 2027.

Director Cox commented that the community appears to be supportive of DAR; the issue is funding. Mr. Jansen commented that the Town of Mountain Village has successfully outsourced the service and there is a significant savings.

Director Dwight commented on DAR and that the Town of Mountain Village needs to get together with TMVOA and discuss this issue.

President Greenspan commented on the amount of analysis that has occurred around Dial-A-Ride.

Cath Jet, Resident and Town of Mountain Village Councilwoman; commented on Dial-A-Ride and cautioned the board on spending.

President Greenspan closed public comment.

Director Horn asked for a commitment from the board to work on the budget.

Kim Montgomery, Town of Mountain Village Manager; commented that the numbers for Dial-A-Ride are only for the last two weeks and that they will have a better understanding of costs after Christmas.

Ms. Fanos commented that the resolution provided in the board packet does two things; adopts the 2012 revised budget and adopts the 2013 proposed budget.

Director Horning made a **MOTION** to accept the resolution provided in the board packet with the condition that the **MOTION** does not commit to any expenditures listed in the budget. Director Cox Seconded. Director Horn opposed. The **MOTION** passed (6-1 vote).

5. Consideration of Resolution to Adopt Assessment Rates for 2013

President Greenspan introduced this item and asked Ms. Fanos if assessments could be raised in the middle of the year. Ms. Fanos commented that the board has the ability to increase assessments at any time, but that assessments could not be decreased.

Director Horn made a **MOTION** to adopt the assessments that are currently in place. Director Horning seconded. The **MOTION** passed unanimously.

Director Cox asked when the last time assessments were increased. Ms. Fanos commented that they were increased in 2002.

President Greenspan commented that most HOA's increase their assessments annually.

Cath Jet, Resident and Councilwoman; commented that based on the current decrease in cost for Dial-A-Ride, increasing assessments will not be received well.

6. New Business/Other Business- none

The meeting moved into Executive Session at 5:03 p.m. MST.

7. Executive Session Pursuant to CRS Section 38-33.3-308(3) & (4)

8. Adjournment



**MINUTES OF THE ANNUAL MEETING OF
THE BOARD OF DIRECTORS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
DECEMBER 27, 2012**

BOARD MEMBERS PRESENT: Jon Dwight (via speaker), Jonathan Greenspan, John Horn, Christopher Cox, Jeff Proteau, Noel Daniel, Chuck Horning

BOARD MEMBERS ABSENT: None

STAFF PRESENT: Stephanie Fanos, Jodi Repola, Stephanie Griebe, David Pihlgren

STAFF ABSENT: None

OTHERS PRESENT: Live Sauce, Jim Royer, Richard Child, Ruth Ann Hattori, Jim Mikula, Laila Benitez, Ileana Kramen, Diego Veitie, Jeffre Fasolo, Donnalee Kutchere, Art Kutchere, John Howe, Annette Bobby, Rich & Paula Gilbert, Shari Mitchell, Peter Mitchell, Cath Jett, Dennis Mitchell, Kathleen A Campbell, John Bennett, Norm Alpert, Goran Klintmalin, Frank Eades, Dee & Martin Girard, Peter Faklis, Anton Benitez, Brian Ahern, Charles Bowen, Dan Jansen, Bob End, Gary Buonanno, Karen Gary, David Gary, Bob Delves, Don Perrotta, Richard, Idler, Shawn Taylor, Trisha End, Valerie Child, Todd Gehrke

1. Roll Call and Determination of Quorum

President Greenspan called to order the Annual Meeting of the Telluride Mountain Village Owners Association. President Greenspan announced that this was his last meeting as the President and Residential Representative. Election results for the Residential and Commercial seats were announced later in the meeting.

Ms. Fanos announced that a quorum had been established.

2. Verification of Notice of the 2012 Annual Meeting

Ms. Repola announced that the official notice was mailed out on November 22, 2012 along with the election ballots. A copy of the notice was included in the board packet as well as on file with TMVOA. Ms. Fanos commented that the notice was in compliance with regulation.

Approval of the December 2011 Annual Meeting Minutes

Director Cox made a **MOTION** to approve the December 28, 2011 Annual Members Meeting Minutes. Director Proteau seconded. The **MOTION** passed unanimously.

3. State of the Association

President Greenspan introduced this item and gave the following introductions

2012 Board of Directors:

Jonathan Greenspan, President, Residential (Class A)

Jon Dwight, Residential (Class A)
Noel Daniel, Lodging (Class B)
Christopher Cox, Commercial (Class C)
Jeff Proteau, Special Mountain Member (Class D)
Chuck Horning, Special Mountain Member (Class D)
John Horn, Special Mountain Member (Class D)

Staff:

Jodi Repola, Member Relations Manager
Stephanie Griebe, Administrative Assistant
David Pihlgren, Interim Accounting Manager
Stephanie Fanos, Contracted Legal Council

Committees:

Finance, Audit & Budget- Jeff Proteau, Chair; Jonathan Greenspan, Christopher Cox
Group Sales- Jon Dwight, Noel Daniel
Gondola/Chondola- Jonathan Greenspan, Chair; Christopher Cox
Grants & Events- Jon Dwight, Chair; Christopher Cox, John Horn

President Greenspan gave a PowerPoint presentation on the state of the association. The following topics were addressed: Budget Summary, Accomplishments and On Going Initiatives, Budget Aspects, Dial-A-Ride, and Mountain Village Community Partners. The PowerPoint presentation is available in the board packet.

4. Questions & Answers

President Greenspan asked for member comment.

Richard Thorp, Resident; commented on the budget line item for legal costs and asked how the dollar amount was decided. Director Proteau commented that a three year legal contract was drafted three years ago when Nelson Sharp was Executive Director. Director Proteau commented that the contract will be renegotiated in 2013.

Donnalee Kutchere, Resident; commented that the Dial-A-Ride wait time has been very long and the quality of service has declined.

Kate Campbell, Resident; commented on Dial-A-Ride and asked how the options on the survey were decided. President Greenspan commented on how the three scenarios were determined.

Richard Child, Resident; asked if TMVOA had any intent to provide true HOA-like services to the residents. President Greenspan commented that TMVOA's first priority is funding the Gondola and that additional funds are for economic development i.e. Sunset Concert Series etc. Director horn commented that TMVOA's number one responsibility through 2027 is funding the gondola.

Goran Klintmalm, Resident; expressed appreciation that the Dial-A-Ride survey asked for member input and commented that TVMOA should not take on any member benefits.

John Myers, Resident; commented that the survey should have included a pay per use option to keep costs down. Director Proteau commented that the Town of Mountain Village will provide a lot of information moving forward. Director Horn commented that no decisions have been made about Dial-A-Ride.

Jim Royer, Resident; commented on economic development and the need for a coordinated plan between the Town of Mountain Village and TMVOA. Mr. Royer suggested charging tourists to ride the gondola as a revenue source. President Greenspan gave some history on the Gondola and commented that San Miguel County is the governing body regarding gondola tolls.

Diego Vieta, Resident; agreed with Mr. Royer and commented in favor of TMVOA cutting costs.

Goran Klintmalm, Resident; agreed with Mr. Royer comments and that DAR should be a pay per use service.

Donnalee Kutchere, Resident; commented that if Dial-A-Ride charges per ride, a family of four is a large expense.

Jeffery Fasolo, Commercial and Property owner; commented that TMVOA should investigate obtaining a special event liquor license so businesses can generate cash flow during events such as the Sunset Concert Series. Mr. Fasolo also commented that Dial-A-Ride has been late and inconsistent. President Greenspan commented that transitions have bumps. President Greenspan commented on the liquor license; the State of Colorado has recently passed a law that allows it to happen in certain places and that the businesses have to get together and apply for it. Mr. Fasolo commented on the expense for Sunset Concert Series and that TMVOA should pay for the liquor license.

Director Horn commented on the Sunset Concert Series and asked the membership for their input on the event.

Bob Delves, Mountain Village Mayor; asked the membership to present their Dial-A-Ride complaints to the Town. Mr. Delves commented that the dispatcher is not familiar with the area and that is a matter of training.

Richard Child, Resident; commented that the Concert Series should be open to everyone as it brings business to the community.

President Greenspan addressed his thoughts on the future needs of TMVOA.

Results of Election of Directors

President Greenspan thanked the residents for letting him be their representative and announced the results of the 2012 election.

Class A: Residential

Total possible votes: 2,160.83

Total votes cast: 941.9963

Elizabeth Bath received 401.113 votes with 42.58% of votes cast.

Neal Elinoff received 78.061 votes with a total of 8.29% of votes cast.

Pete Mitchell received 462.8222 votes with a total of 49.13% of votes cast.

Class C: Commercial

Total Possible Votes 1180

Total votes cast 242

Christopher Cox; unopposed.

President Greenspan announced the 2013 Board of Directors for TMVOA

Class A: Residential

Jon Dwight

Pete Mitchell

Class B: Lodging

Noel Daniel

Class C: Commercial

Christopher Cox

Class D: Mountain Special Member Appointments

Chuck Horning

Jeffrey Proteau
John Horn

Pete Mitchell gave an acceptance speech following the announcement of the new 2013 Board of Directors.

5. New Business- None

6. Adjournment

President Greenspan made a **MOTION** to adjourn the Annual Meeting. Director Proteau seconded. The **MOTION** passed unanimously. The meeting adjourned at 5:35 p.m. MST.



**MINUTES OF THE MEETING OF
THE SPECIAL BOARD OF DIRECTORS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
DECEMBER 27, 2012**

BOARD MEMBERS PRESENT: Jon Dwight (via speaker), John Horn, Christopher Cox, Jeff Proteau, Noel Daniel, Pete Mitchell, Chuck Horning

BOARD MEMBERS ABSENT: None

STAFF PRESENT: Stephanie Fanos, Stephanie Griebe, Jodi Repola, David Philgren

STAFF ABSENT: None

OTHERS PRESENT: Cath Jett, Richard Childs, Valerie Childs

1. Call to Order

Director Proteau called the Telluride Mountain Village Owners Association Special Board Meeting to order at 5:45 p.m. MST.

2. Procedure for Election of TMVOA Officers

Ms. Fanos discussed the procedures for the election of officers. Director Proteau asked for nominations. Director Daniel nominated Director Proteau for office of the President. Director Cox seconded the **MOTION**. The **MOTION** passed unanimously.

Director Proteau asked for member/public comment- None

Director Horn nominated Director Cox for office of the Vice President. Director Daniel seconded. The **MOTION** passed unanimously.

Director Proteau asked for member/public comment-None

Director Horn nominated Director Daniel for office of the Secretary/Treasurer. Director Cox seconded the **MOTION**. The **MOTION** passed unanimously.

Director Proteau asked for member/public comment-

Cath Jett, Resident; made a request that a Residential representative be on the Executive Board. Director Cox commented in favor of a Residential representative and that Director Mitchell needed some time to get acquainted with TMVOA. Director Proteau commented in favor of having a Residential representative on the executive board as well. Richard Childs, Resident; agreed with Ms. Jett's request.

Ms. Jett expressed her frustration to the board that the membership is not aware that they have input as to who is nominated into the executive board positions.

Director Proteau asked for further nominations based on the above comments

Director Horn commented that Director Daniels brings an important perspective to the board. Director Horn suggested that since the position is for Secretary/Treasurer that the positions could be split.

Ms. Fanos commented that splitting the positions was not an option because the bylaws were rewritten earlier in the year to combine the office of Secretary and Treasure.

Director Proteau asked a second time for a **MOTION** regarding the position of Secretary/Treasurer. The above **MOTION** stands.

3. Determination for Date for the January 2013 Board Meeting

Ms. Repola announced that typically the meeting is on the 3rd Wednesday of every month. Director Proteau made a **MOTION** to have the first board of directors meeting on Wednesday January 16, 2013 at 4:00pm. Director Cox seconded. The **MOTION** passed unanimously.

Director Cox made a **MOTION** to move into executive session. Director Horn seconded, the **MOTION** passed unanimously. The meeting moved into executive session at 5:55 p.m. MST.

Director Horning made a **MOTION** to move back into regular session. Director Cox seconded the **MOTION**. The **MOTION** passed unanimously. The meeting moved back into regular session at 6:26 p.m. MST.

Director Horn made a suggestion to incorporate a 30, 60, 90 day action plan into the contract proposal. Additionally, Director Daniel suggested incorporating a 90 day review.

Director Horn **MOTIONED** that President Proteau prepare a proposed contract for Gary Suiter as consultant to TMVOA to recruit an Executive Director by the January 16th 2013 meeting. The contract is to incorporate the following: a 90 day review clause of Mr. Suiter, job requirements not limited to, but including the assimilation a 30, 60, 90 day action plan. Director Horning seconded. Director Cox opposed, Director Mitchell abstained. No further discussion. The **MOTION** passed 5-2.

4. Adjournment

Director Cox made a **MOTION** to adjourn the meeting. Director Daniel seconded and the meeting adjourned at 6:40 pm MST