MINUTES OF REGULAR MEETING OF THE
VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS
March 16, 2023

The meeting was convened at the home of Bill Teater on March 16, 2023. It was called to order by President John Conroy at 6:03 pm.

- Present at the Meeting were:
    - Board Members
        - John Conroy (President and 2B)
        - Bill Teater (Acting Secretary and 1B)
        - Ed Cole (Treasurer and 1A)
        - Tom Thrall (VP and Member-at-Large)
    - Visitors
        - Ron Stites, Stites & Associates, LLC (Office Manager)
        - Carl Goeritz ("Buddy")
        - Maureen Bendure
        - Casey Meeks (arrived at 6:50 pm)
        - Brandon Jewett (arrived at 7:15 pm)

- John presented the Agenda. It was accepted by acclamation (see attached).

- John presented revised February Minutes. They were further revised to clarify that Buddy was referring to "Covenants" rather than "Bylaws" on Page 4. The final revision was approved unanimously.

- Treasurer's Report.
    - Tax Return is done and ready for signature and transmittal to the IRS. There was no tax for 2022. That will change for 2023 since oil and gas checks are now arriving regularly. We will have a substantial estimated tax payment for 2023 due April 15. We should try to have our next Board Meeting before April 15.
    - Financials:
        - Monthly Profit/Loss
        - YTD Profit/Loss compared to Budget (to be posted on website)
        - Aviation Fuel Related Profit/Loss showed the revised Fuel Procedure seems to be making that operation "break-even" as designed.
        - Balance Sheet (to be posted on website)
    - Implementation of the Collection Policy:
        - Statements/"Balance Letters" will go out in the next few days. We will begin implementing the new policy effective April 1. Hence, there will be no late fees charged for January, February, or March. We will add notes highlighting late fees that will be charged starting April 1.

- Audit/Internal Fiscal Review Committee:
    - Nothing new to report.

- Fuel Committee:
    - Tom T. installed the fuel nozzle rebuild kit.
    - Tom T. will stick the tank to see if we really have water and how much.
    - Tom T. will relevel the fuel truck offloading area to see if that improves the agreement between fuel received and what we measure.

- Nominating Committee:
    - Bill is trying to find additional folks to work on committees.

- Runway Committee:
    - John presented an alternative approach to displaced thresholds. He suggested adding touchdown zone markings that would not have the effect of shortening the runway but would provide an aiming point several hundred feet down the runway. Maureen noted that she had the Van Aire runway stencil that could be added to the paint job. This idea was well received. There was considerable discussion on the merits of the previous suggestion and the current one. John moved that Charles Elliston be asked to “stand-down” on painting the runway with the "old" markinngs until the Board has had time to consider all the implications. This was seconded by Ed. The motion passed 3 to 0, with Tom T. abstaining.

- Common Area:
    - Tom T. reported that we have sprayed for weeds and that we should expect a bill soon.

- Investment Committee:
    - Bill noted that he has come to realize that two of the CDs we purchased through TD Ameritrade aggregate to exceed the $250K FDIC insurance. He didn’t realize that TD would be buying CDs from the same banks. These are big banks for which there should be no significant risk, hence, there is no good reason to take a penalty to sell these and purchase other CDs. Now that we know how TD works, we can avoid this in the future.
    - Bill also noted that we requested that two additional CDs be purchased, but those transactions have not cleared as of this date. Bill moved that we begin moving money out of TBK and into Bank of Colorado for better service on our checkng account. Ed seconded the motion. It was approved unanimously and will be acted upon before the next meeting.

- Oil and Gas Committee:
    - We have received approximately $1.6 million from Verdad since January 1st.

- Covenant Review Committee:

        - Nothing new to report. Tabled specific discussion on Airport Rules until Old Business (see below).

- Old Business:

    - Election of Officers:
        - Tom T. volunteered to be Vice President.
        - Bill Teater volunteered to be the Acting Secretary until another could be found.

    * Airport Rules and Regulations:

John passed out a revision to the Rules and Regulations for the new language and discuss further at next meeting.

- Discussion on 16 Acres Adjacent to Van Aire (Duck Club Property)
    - Brandon and Casey arrived and reported what they had learned about the Duck Club Property. The discussion was lengthy with many possibilities. The discussion is very briefly reviewed here: The Duck Club seems to be working on a May 1 “deadline” to get a decision made and wants to know if Van Aire is interested. Brandon and Casey needed some feedback from the Board to move discussions forward. Board Members expressed an interest in the property provided the Duck Club could propose a reasonable “deal” that the Board to take to the Membership. Brandon and Casey will take this “soft commitment” back to the Duck Club to see if they can get an agreement in principle with enough details that the Board could take it to the Van Aire Membership for discussion and vote.

- Old Business (Resumed):
    - Tax Strategy:
        - John will contact Marty Wadsworth and David Furmin to get suggestions for a local tax attorney to assist Van Aire with a Tax Strategy.
    - Revision of Bylaws and Covenants
        - Buddy addressed the Board on the proper vote count needed to change a Covenant. In the paragraph titled “Term,” the Protective Covenants specify that they automatically extend unless changed in writing by 75% (now made 67% by the Colorado Common Interest Ownership Act -- CCIOA). Hence, any vote must be of 67% of the property owners. This conflicts with the Bylaws that state that a vote of 67% of the Members **present** at properly called meeting can make a change to Covenants. Buddy also noted that the Bylaws clearly state that when the Bylaws conflict with Covenants, it is the Covenants that will prevail.
        - Tom T. noted that we do have some conflicts between our documents and that some of these may be resolved by a proper reading of CCIOA. We need a strategy to note all of these conflicts

    - and get the appropriate help in resolving discrepancies while remaining in compliance with CCIOA.
    - No specific action was taken at this meeting.
  - Investment Policy and Guidance on Meeting Minutes
    - Bill suggested that the Investment Policy and the Guidance on Meeting Minutes (by Altitude Law) be memorialized by adopting them as chapters in the Rules and Regulations document. John suggested that the the entire Rules and Regs book be published as links to the separate chapters on the Van Aire website. Ron agreed to check into how to best do this on the website. He noted that we may have to do something of a "work-around" since the site is clunky.
  - Property at 156th and Harvest
    - This property was discussed briefly. It was noted that this could be a more important property than the Duck Club property. It was also noted that it will be difficult to try to acquire both properties – especially given the amount of time and effort required to take actions like this.
  - Document Control Policy – Tabled for now due to lateness of the hour.

- Next Meeting: Msday, April 10, 2023, 6pm at Bill Teater's house.

- Meeting Adjourned 9:40 pm.