MINUTES OF REGULAR MEETING OF THE VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS
July 14th, 2023

The meeting was convened via Go To Meeting on July 14th, 2023. It was called to order by President John Conroy at 6:41 pm.

Present at the Meeting were:
- Board Members
  - John Conroy (President and 2B)
  - Ed Cole (Treasurer and 1A)
  - Maureen Bendure (1B)

Visitors
- Ron Stites, Stites & Associates, LLC (Office Manager)

John presented the Agenda (initially scheduled for July 13th). It was accepted by acclamation (see attached).

John moved that the June Minutes be approved. Ed seconded. The draft was approved unanimously.

Treasurer's Report.
- Financials:
  - Monthly Profit/Loss
  - YTD Profit/Loss compared to Budget (to be posted on the website)
  - Balance Sheet (to be posted on the website)
  - Noted that Estimated Quarterly Taxes needed to be paid.
- Ron reported that John Valentine (now with Illumine Legal) had sent us an extensive report on multiple non-profit and tax-exemption issues. The "reader's digest" version is:
  - Non-profit and tax exemption are two separate issues.
  - We will likely lose our 501(c)((7) tax-exempt status at some point. That will not require much of a change. Van Aire could remain a taxable non-profit and file taxes on a different form. Necessary expenses will be treated as "business expenses" and reduce tax liability. Hence, assessment income would be offset by expenses.
  - Non-profit status can be maintained by all expenditures (from all sources) being related to the non-profit mission of Van Aire. We could use Van Aire's money in "for profit" ways, but it would likely require dissolving Van Aire and starting over with a new, CCIOA-compliant organization. There would be many possibilities that would require careful consideration.
  - The critical decision issue is what Van Aire wants to do with O&G and other non-assessment money. If the intent is to spend it per the non-profit mission of Van Aire, very little has to be done. It is not even necessary to keep the money separated from assessment money.

- The Board decided (by acclamation) that Ron would work with Charles Elliston on posting key legal opinions on the website so members could review them and develop their views. The legal opinions will be posted as “private” documents requiring Member login. The documents to be posted are listed below:
  - 20230703 John Valentine (Illumine Legal) letter on “Tax Questions.”
  - 20200102 Janet Rickershauser (Hurwit) letter on “IRS Reporting Requirements and Related Questions.”
  - 20230524 email exchange David Firmin (Altitude Law) on Voting Issues.
- Ron described the voting procedures in the Special Meeting for the At-Large Board Member on 7/16/2023.
  - John looked at the Bylaws and noted that the quorum needed was 25% of the eligible voters. Hence, the minimum quorum would be 21 Members.
  - Ron reported that only one Member was “delinquent” on payments and would not be eligible to vote at the Special Meeting on 7/16/2023. The name was noted on the sign-in sheet.

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

Fuel Committee:
- John noted that we had received fuel, which filled the tank slightly more than 90%.

Nominating Committee:
- John noted that we still need folks here. He will mention it again at the 7/16/2023 Special Meeting.

Runway Committee:
- John reported that crack sealing will be done later this year.
- John moved that we hire Mike Beckhoff (PE) with Armstrong Consultants to implement Phase 1 of their proposal on runway markings for $5K. This phase is a review of where we are and what we would need to do. It is NOT a complete design or implementation. Ed seconded it. It was passed unanimously after some discussion.

Common Area:
- John noted that it would be a good idea to check with Agfinity on mosquito spaying. He will examine the details and costs of spraying and the possibility of mosquito trap use.

Investment Committee:
- John noted that we have quite a lot of cash that may need to go into CDs. He will get with Jim Vyduna and try to put together a meeting of the Investment Committee.
- Ed noted that Jim has the authority to proceed with CD purchases provided he ensures we will keep the $100K buffer the Board set as a guide.

- John reported waiting for an engagement letter from a Real Estate Attorney who would represent Van Aire in negotiating land purchases.

Oil and Gas Committee:

- Nothing new to report.

Covenant Review Committee:

- Ron mentioned that Buddy could not make the meeting, but he had reviewed the email exchanges from Altitude and the letter from Illumine.

Old Business:

- Tax Strategy
  - See the above discussion on the John Valentine (Illumine) letter.
- Airport Rules and Regulations:
  - Postponed until the PE study is done.
- Revision of Bylaws and Covenants:
  - See the actions initiated above.
- Walking Path:
  - See below under "Community Straw Poll."

New Business:

- John again noted that he would try to recruit more help with the Nomination Committee and the Bylaw Committee.
- Community Straw Poll – Get Together on June 24th
  - The meeting was well-attended and productive.
  - The top choices seemed to be the acquisition of the property on 156th and a walking/biking path (in some form). More work will be needed to flesh out the ideas. John has a summary that he will post on the website. Ron will look at it to see if the scoring display can be improved.
- Special Meeting July 16th for electing Board Member At-Large
  - Snacks will be provided.
  - Get together at noon to do setup for the 1 pm Special Meeting.
- John noted that we need to be looking for a new Secretary.

Next Meeting: Monday, August 21st at 6 pm at Ed Cole's house.

The meeting Adjourned at 7:47 pm.

AGENDA OF THE REGULAR MEETING
OF THE
VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS

13 July 2023

PRESENT:

Directors: 1A Ed Cole (Treasurer) __________
1B Maureen Bendure _________
2A Tom Edwards__________
2B John Conroy (President)__________
Member At-Large (vacant)__________
Ron Stites (Office Manager)__________

Guests:

The meeting was called to order by ______________ at _______,

Meeting Minutes for June 2023 board meeting minutes review, approved_______________.

Financials - Ron Stites
* Tax strategy issues brought up at Annual Meeting
* Tax Attorney Memorandum received in response to questions

Committee Reports

- **Audit Committee** – Wendy Odenbrett, Ed Cole, Laura Larkin, Helen Gaines
  - We are planning an external audit for 2024

- **Fuel Committee** – Jim Vyduna, John Conroy, Ed Cole, Ryan Bendure, Charles Elliston
  * Fuel pricing and supply

- **Nominating Committee** - Vacant

- **Runway Committee** – Vince Phelps, Charles Elliston, Wayne Henke, John Conroy
  * Crack sealing due by Fall - need schedule and volunteers
  * Discuss bids from Armstrong Consulting re: runway/common area analysis for varying levels of work.

- **Common Area Committee** – Terry Jackson, Vince Phelps, Charles Elliston
  * Mosquito control options?

- **Architectural Control Committee** – John Conroy, Laura Larkin, Maria Riehl

- **Investment Committee** –Jim Vyduna

- **Oil & Gas Committee** –Don Smallwood and John Allison
  * Update on Oil & Gas royalties received

- **Covenant/Bylaw Review Committee** – Carl Goeritz
  * Clarifications letter received from Altitude Law re: voting criteria for future elections

* Second letter sent to Altitude requesting more precise language for their answers

OLD BUSINESS -

* Changes to Airport Rules and Regulations - discuss softening the language and re-titling the first chapter.
* Develop document control policy/system.
* Bylaw and Covenant Overhaul this year

NEW BUSINESS

Need members for Covenant/Bylaw Committee
Retained Real Estate Atty to assist in possible land acquisitions
Results of Community Meeting Straw Poll
Prepare for Special Meeting Sunday, June 16th
Need Secretary

Tabled Items

Notes

- August 2023 VASC Board Meeting schedule? _______________