MINUTES OF REGULAR MEETING OF THE VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS August 15th, 2023

The meeting was convened at 15725 Elk Circle, Brighton, CO, on August 15h, 2023. It was called to order by President John Conroy at 6:15 pm.

Present at the Meeting were:

- Board Members
  - John Conroy (President and 2B)
  - Ed Cole (Treasurer and 1A)
  - Maureen Bendure (1B)
  - Tom Edwards (2A) via phone
  - Brandon Jewett (At-Large) arrived at 7:25 pm (see below)

Visitors

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

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

The second revision of the draft July Minutes was reviewed. The draft was accepted by acclamation.

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 before September 9 since Ron will be out of town from the 9th through the 17th. John and Ron will handle the estimated payment on the 5th.
  - Ron led a discussion on what we hope to be the final resolution on Van Aire's late payment of 2021 taxes. We got a check for $2,522.00 that we did not expect. We had to adjust our books to reflect the IRS's decision to send us money. We think this is resolved, but they have yet to respond directly to Marty's letter on April 20, 2023.
  - Ron noted some changes to the Profit and Loss Reports. In dealing with the prepaid tax issues above, Marty suggested we book our estimated tax payments as a tax expense rather than a prepaid tax. It simplifies the Profit and Loss Statement. Ron has changed how we book estimated tax payments.
- Ron noted we need to be more active in managing the TD Ameritrade account. He noted that TD's monthly reports are not easy to follow. Hence, this is not easy to do. Some issues are:

- At the end of July, 48% of our CDs had matured. TD puts that money into a cash account that pays only 0.3% interest. We need to stay on top of these and ensure they get reinvested.
- We also have approximately $1.1 million in checking accounts. One account pays no interest, and the other pays about 0.2% interest.
- Tom recommended that CDs be purchased for six months and staggered so that a CD matures every 90 days. Given the current interest rates, all agreed this made the best sense.
- Ed and Ron will contact TD the week of August 21 and see what options we have to get them to help us stay on top of reinvesting. We will try to develop a smoother operating procedure that uses their resources as much as practical.

- Ron reviewed the Collections Policy for the benefit of the newer Board Members. It included the rationale behind coordinating the Budget and setting Assessments at the Annual Meeting with our Collection Policy.
  - After discussion, the Board asked Ron to draft a motion for a Board Member to introduce the next meeting on how to “codify” these interpretations and clearly communicate them to the Members.
- Ron reported that he and Charles Elliston had posted 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 with hyperlinks to the documents:
  - 20230703 John Valentine (Illumine Legal) letter on “Tax Questions.” http://www.vanaireskyport.org/files/document/529277308
  - 20200102 Janet Rickershauser (Hurwit) letter on “IRS Reporting Requirements and Related Questions.” http://www.vanaireskyport.org/files/document/529277307
  - 20230524 email exchange David Firmin (Altitude Law) on Voting Issues. http://www.vanaireskyport.org/files/document/529277306

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

Fuel Committee:
- The Board reviewed how well the markup reduction from 5% to 3% works. We seem to be staying slightly ahead at the reduced markup.

Nominating Committee:
- John noted that we still need folks here.

Runway Committee:
- John will talk to the Committee about preparing that crack sealing.

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.

Architectural Control Committee:
- There is one application in process. More details are needed for a final decision.

Investment Committee:
- See above on TD Ameritrade discussion.

Oil and Gas Committee:
- Nothing new to report other than monthly revenue seems on a slightly downward trend.

Covenant Review Committee:
- See the documents on the website listed above. They include attorney opinions on several issues.
- Ron volunteered to do a first draft of a white paper for the Board on a Van Aire Tax Strategy. This white paper will be reviewed and edited by the Board.

Old Business:
- Tax Strategy
  - See the above under Covenant Review Committee.
- Airport Rules and Regulations:
  - Postponed until the PE study is done.
- Revision of Bylaws and Covenants:
  - See the actions initiated above.
- Straw Poll and Capital Acquisitions
  - John reported talking to a real estate attorney (Gabe Gelman) about the best way for Van Aire to negotiate a real estate deal. He suggested contacting our CCIOA attorney (Altitude Law) for better guidance. John has sent an email to Dave Firmin at Altitude. Dave has not responded yet.

New Business:
- Purchasing real estate discussion:
  - Brandon arrived at the meeting shortly after this discussion started (7:25 pm).
  - Maureen moved that Tom Edwards take the lead on negotiating a price on the five acres to the south and that Brandon take the lead on negotiating a price on the 16+ to the north so that the Board can present details to the Membership for a vote. They will:
    - Recruit others to assist them in their tasks,
    - Coordinate their efforts,
    - Work with the direction of David Firmin to ensure the transactions can take place in a manner consistent with the constraints of our organization, and
    - Make clear to the sellers that a final vote of the Membership would be necessary to approve a purchase.
  - Ed Cole seconded the motion. It passed unanimously (5-0).
- Brandon noted that it is sometimes difficult to consistently get mowing and snow removal done by volunteers. He volunteered to contact committee members and

encourage them to consider supplementing volunteer efforts with paid help. It was noted that this might require Board approval for changes to the Budget. There was no objection to Brandon making those suggestions.

- Brandon volunteered to get pricing on repainting the wind ‘T’ and the VASI boxes for Board approval. This action is an open motion that will be presented to the Board for approval via email between now and the next scheduled Board Meeting.

Next Meeting: Thursday, September 21st at 6 pm at 15725 Elk Circle, Brighton, CO.

The meeting Adjourned at 8:45 pm.

AGENDA OF THE REGULAR MEETING

OF THE

VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS

15 Aug 2023

PRESENT:

Directors: 1A Ed Cole (Treasurer) __________

1B Maureen Bendure _________

2A Tom Edwards__________

2B John Conroy (President)__________

Member At-Large Brandon Jewett__________

Ron Stites (Office Manager)__________

Guests:

The meeting was called to order by ______________ at _______,

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

Financials - Ron Stites

* Discuss tax strategy plan as tasked at Annual Meeting
* Tax Attorney Memorandum received in response to questions
* Collections Policy review (and assessments due date change?)

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

- **Nominating Committee** - Vacant

- **Runway Committee** – Vince Phelps, Charles Elliston, Wayne Henke, John Conroy
  * Crack sealing due by Fall - need schedule and volunteers

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

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

- **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 received from Altitude requesting more precise language

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
Need Secretary
Seek investment services to handle CDs in a more streamlined manner
Strategize for purchase of land

Tabled Items

Notes

- Sept 2023 VASC Board Meeting schedule? _______________