MINUTES OF REGULAR MEETING OF THE VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS
September 28th, 2023

The meeting was convened at 15725 Elk Circle, Brighton, CO, on September 28, 2023. It was called to order by President John Conroy at 6:05 p.m.

Present at the Meeting were:

- Board Members
  - John Conroy (President and 2B)
  - Ed Cole (Treasurer and 1A)
  - Maureen Bendure (1B)
  - Brandon Jewett (At-Large)

Visitors

- Ron Stites, Stites & Associates, LLC (Office Manager)
- Buddy Goeritz
- Don Smallwood
- Brett Bredder

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

The third revision of the draft August 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)
    - Ron noted that we have been trying to understand the TD Ameritrade/Schwab financial reports. Ed and Ron spent several hours with Schwab. Schwab has purchased TD Ameritrade and will be changing their statements. They explained some of what is happening, but we are still investigating the possible discrepancies. There are at least two possibilities, including a difference in how taxes are being handled and the complex way TD moved money into multiple accounts. We appear to be off by about $500. It is challenging for Ron to track these down because Schwab doesn't understand TDs IDA account, and Ed also needs to be on the phone at the same time. Expect to see some adjustments once this is understood.
- Ron noted he was not getting the hardcopy invoices on aviation fuel purchases. He needs these to complete his records. He also said that he cannot read the pictures of invoices and Veeder Root reports. The picture resolution needs to be increased.

- Verdad has requested a 1099 from Van Aire. This form requires stating our tax status. Ron had Van Aire's accountant, Marty Wadsworth of Main Street Accounting, fill out the form. He presented it to John Conroy for signature. Ron will mail it to Verdad.
- Ron presented two letters from El Dorado Minerals. These were form letters asking if Van Aire wanted to sell its mineral interests. After a very brief discussion, these were dismissed as not likely to be of any value.
- Ron noted we need to be more active in getting SOPs in place. The two main reasons are:
  - We want to initiate an audit for 2024. Any auditor worth their salt will want to see our SOPs for financial control and reporting. We want to have an adequate set from the auditor to audit against.
  - Ron and Barb Stites will probably be moving back to Missouri around the middle of 2024. The Office Manager job is a big job that has many crucial parts. We should document these activities so that the next person or contractor will know what to do.
- 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 at the next meeting on "codifying" these interpretations and communicating them to the Members.

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

Fuel Committee:
- Charles Elliston submitted a report via email, which Ron read. The full report (email) is attached.

Nominating Committee:
- Maureen noted that no progress has been made in getting additional volunteers. She said that getting a new Secretary is especially urgent.

Runway Committee:
- John noted that he had contacted twelve contractors on crack sealing. Four had come out to see the job in person, but as of this date, only one has given a quote. That quote seemed particularly interesting:
  - A hardening synthetic compound
  - Cleanout of the cracks down to an adequate base
  - A seven-year complete warranty and an expected life of ten years
  - Cost of $37K
- The consensus was that this seemed like a good deal but well over budget. John will gather additional information to see if a better deal can be made. The possibility of presenting this option to the Membership at a Special Meeting was discussed, but the timing seemed infeasible. The topic was left open until more details could be gathered.

Common Area:

- Brandon noted that he had mowed around the Fuel Farm because it had gotten so out of hand. He suggested we put into next year's Budget money to ensure someone gets mowing done. Don agreed that we should get this done as required, even if it costs some money.

Architectural Control Committee:

- A covered porch has been approved for construction.
- Cox's hangar construction has been approved.

Investment Committee:

- See above on TD Ameritrade accounting discussion.
- Ed and Ron reported that they had met twice to purchase CDs. Additional CDs are maturing on September 29 and October 2. If practical, we should try to reinvest them next week. Ed will be out of town, but it may be practical for John and Ron to do the reinvestment with Ed giving electronic permission by phone.

Oil and Gas Committee:

- Don reported that Verdad is moving toward completing 15 additional wells. They will have similar production as the 16 that are now online. They will deplete slightly faster because they will be drawing from the same reservoir. We should expect 80-85% more production than we now see. We may see approximately $6-7 million in total revenue by the end of 2024.

Covenant/Bylaw Review Committee:

- There was a discussion about voting percentages and CCIOA. It was clarified that the Covenants and Bylaws are unchanged, except that changing them must be done by a 67% majority vote of the owners. It was noted that the Board should ask the Membership to revise the 75% approval requirement for purchasing real estate to 67% at the Annual Meeting (usually January) or a Special Meeting (perhaps November?).
- Brandon volunteered to join the Covenant/Bylaw Committee. He expressed his opinion that we need to do things in steps and not try to do too much at any one time.

Old Business:

- Tax Strategy
    - Ron has not yet completed his white paper (see August Minutes).
- Airport Rules and Regulations:
    - Brandon expressed the opinion that all airport rules and regulations be expressed as guidelines. He asked Board Members to review the language and be prepared for an extensive review of the language next month. With John's input, Brandon volunteered to produce a draft of the changed wording for review and approval at next month's meeting.
    - There was an extensive discussion on the wisdom and practicalities of repainting the displaced thresholds. Brandon wondered if running the VASIs

24/7 wouldn't improve safety in the most non-intrusive way. This suggestion was well received. Brandon will look into the particulars and costs of doing this and report next at next month's meeting. John may have a source for a used PAPI system that would provide better visibility but would require installation. This will be investigated also.

- Straw Poll and Capital Acquisitions:
  - Walking Path and Property Acquisition:
    - Brandon has received a draft of a new design. He will send it to all the Board Members for them to consider.
    - John believes we need to survey Members to get their input on their specific priorities on a walking path. Brandon suggested a "Planning Meeting" for all Members to discuss the top priorities from the previous June 24 "straw poll" Member meeting. Ed cautioned that too many issues at a time will likely result in no action taken – especially if we don't have the costs nailed down. Brandon volunteered to get the prices for purchasing the two properties prioritized in the July "straw poll" meeting.
    - Brandon moved that a Special Meeting of Members be properly called for November 18 for three specific purposes:
      - Amending the Articles of Incorporation and Covenants to reflect:
        1. They are amendable by a 67% majority vote of the owners and
        2. The purchase of real estate may be approved with a 67% majority vote of the owners
      - Approving the purchase of one or both properties identified in the June 24th meeting. Details and estimated costs are to be available at or before the meeting.
      - Discuss (without a final vote) options on the walking path so that a design may be initiated using the basis of the engineering already accomplished from last year's proposal.
    - Brandon's motion was seconded by Maureen and passed unanimously (4-0).

New Business:

- John floated the idea of getting dumpsters delivered for Fall cleanup. Brandon will get prices on making 2 – 40 yard dumpsters available.
- John will create a survey to be used before/during the November 18th Special Meeting to collect ideas on the walking path.

Next Meeting: Thursday, October 26 at 6 p.m. at 15725 Elk Circle, Brighton, CO.

The meeting Adjourned at 8:45 p.m.

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

28 Sep 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 Aug 2023 board meeting minutes review, approved_______________.

Financials - Ron Stites
* Discuss tax strategy plan as tasked at Annual Meeting
* 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** - Maureen Bendure
  - Need Secretary
- **Runway Committee** – Vince Phelps, Charles Elliston, Wayne Henke, John Conroy
  * Crack sealing due by Fall - some commercial quotes received but need more.
- **Common Area Committee** – Terry Jackson, Vince Phelps, Charles Elliston
- **Architectural Control Committee** – John Conroy, Laura Larkin, Maria Riehl
  - Conroy's covered front patio approved
  - Hangar for Cox approved
- **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, need to build committee

NEW BUSINESS

Meeting (or survey?) for walking path concepts
Seek investment services to handle CD's in a more streamlined manner?
Progess reports on purchase of land parcels
Renting rolloffs for Fall cleanup

Tabled Items

Notes

- Oct 2023 VASC Board Meeting schedule? _______________

Email from Charles Elliston:

To the VASC BoD,

Unfortunately, I am unable to attend tonight's meeting due to and emergency vet visit for Roxy scheduled for 5pm in Golden. It was the only time I could get her seen today. Also, Jim Vyduna is unable to attend due to being out of state for a flight training event.

I am requesting our Office Manager, Mr. Ron Stites to present this Fuel Committee Report in our stead.

A fuel delivery was received approximately one and a half weeks ago, so we should have adequate fuel on hand for the fall season. Another delivery will probably be needed near the end of October to the middle of November.

There have been a couple of power outage episodes in the last month or so, necessitating use of the fuel system reset button on the top of the junction box on the inside south wall of the fuel shed. In both cases the system was restored to proper function absent any additional measures.

The new fuel nozzle installed by former fuel committee member Tom Thrall prior to his departure a few months ago has been sticking of late. It seems to require excessive force to squeeze the handle to dispense fuel, and concomitantly, must be manually closed as the internal spring has insufficient strength to close the valve when the handle is released. In addition to significant inconvenience to fuel customers, this situation is conducive to fuel spills, waste, environmental contamination, and potential hazardous material spill consequences.

I contacted Lorie at Eaton, the fuel tank provider, this morning and requested that a technician be dispatched to conduct an annual system inspection, which coming due soon, and to affect repairs or replacement of the fuel nozzle with a more serviceable unit. A firm date for a visit by the technician has not been scheduled as of the time of this writing.

I anticipate the cost of the system inspection will be similar to last year's invoice, plus the cost of repairing or replacing the fuel nozzle. I hereby formally request the BoD to formally approve this expenditure in advance so the office manager may pay it promptly upon receipt.

One last item; we should be contacting a fire-extinguisher provider to update and upgrade our firefighting and mitigation capability around the fuel shack. If the BoD has not already done so, it would be desirable for the BoD to formally approve funding and direct the fuel committee to contact several vendors to solicit bids for the needed work, as well as a long-term maintenance and inspection contract to ensure our facility is in compliance with state and federal safety rules for the foreseeable future. Perhaps a good measure, if it has not already been done, might be for the BoD to include a budget line item for the Fuel Committee to use for scheduled inspections and maintenance, as well as a contingency for unscheduled maintenance and repair. If this has been accomplished previously, it would be helpful to the Fuel Committee to be advised of this fact formally by the BoD.

Respectfully,

Charles R. Elliston

VASC Fuel Committee Member