MINUTES OF THE SPECIAL MEETING OF THE VAN AIRE SKYPORT CORPORATION MEMBERS
December 9, 2023

The Special Meeting was convened at 15686 Elk Cir, Brighton, CO, on December 9, 2023 for the purposes of amending the Articles of Incorporation and voting to authorize the purchase of the 16 acre parcel adjacent to Van Aire.

Ron Stites, Office Manager, and Buddy Goeritz, Member, conducted a written sign-in from 12:40 pm until 1:20 pm.

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

The Meeting was called to order by President John Conroy at 1:20 pm.

The Sign-In Sheet confirmed that 70 Members were present in person or by validated proxy. This number represents 84+% of the 83 Members eligible to vote.

John set the Agenda by summarizing the Notice of the Special Meeting (attached). He briefly explained the purpose of voting on amending the Articles of Incorporation. There was a brief discussion, and then a vote was held on the Motion to Amend the Articles of Incorporation (see attached – also called Ballot 1).

Ballots were counted by a three Member Committee consisting of:

- Don Watkins
- Lisa Peterson
- Helen Gaines

As the ballots were being counted, the Board conducted an extended discussion on the Motion to Purchase the 16 acres (Ballot 2) with the realtor, Jeremy Raskin, participating.

During the discussion, another Member arrived. Don Watkins informed the Members that another Member had arrived and asked if there were any objections to allowing that Member to vote on the first Motion. Since there were no objections, the additional ballot was added to the group of ballots, and the count was redone. The total number of Members present to vote was now 71, or 85+% of all eligible Members.

The result on Ballot Measure 1 was 63 in favor and 8 opposed (71 total votes). The Motion passed since it exceeded the required 56 votes (67% of 83). Hence, the required vote to pass Motion 2 was amended to 67% or 56 votes, replacing the previous 75% or 63 votes (75% x 83).

The discussion continued on Motion 2 (purchasing the 16 acres) for several more minutes. The Motion was clarified to ensure that the real estate contract/offer would include a requirement that any sub-division issues were resolved and clear title on the 16 acres south of 160th could be delivered. Jeremy will be working with Van Aire's attorney, Gabe Gelman, to include language that requires a clear title at no additional cost to Van Aire. The count on that vote was 65 in favor and 6 opposed. Hence, the Motion passed.

To recap:

	Yes	No	Total	Result
Ballot Measure 1 (Change required vote from 75% to 67% to purchase real estate)	63	8	71	Passed
Ballot Measure 2 (Purchase the 16 acres)	65	6	71	Passed

The Meeting was adjourned at 3:02 p.m.

Notice of Special Meeting (sent via email)

Dear Neighbors, 11/30/2023

We had a decent turnout at Sunday's Special Meeting to vote on changing the voting threshold in the Articles of Incorporation and deciding on purchasing the 5.5-acre and 16-acre properties. Thank you to all who attended or took the time to submit their proxy!!! We had 64 (out of 83) voters "present" in person or by proxy. As I said, this was a good turnout, but considering the threshold required (currently, 75% of ALL MEMBERS must say "Yes" to purchase real property), it was not enough to carry the day.

We first discussed and voted on the question of changing our Articles of Incorporation to reflect the CCIOA-mandated maximum threshold of 67% of owners required (they allow a window of between 50-67% for such decisions; we chose the higher) to approve the purchase of real estate. This measure did not pass, so even though our currently high 75% threshold is outside CCIOA guidelines, it remained in effect for the following two votes. This threshold seemed insurmountable, but despite that, **the 5.5 acres passed with a near-unanimous vote of 63-1.** Unfortunately, the 16-acre property did not pass, garnering only 60 of the 63 votes needed.

We were incredibly happy with the 5.5-acre outcome, of course. It will go a long way toward cushioning our boundaries and could serve additional purposes one day. Thanks to your vote, we now have the luxury of time to explore those options rather than having to react to a developer's actions. Sadly, the 16-acre purchase also had very high support and would have been approved had the first measure passed, but it fell short by just three votes.

We on the Board accept this as a failure on our part. After receiving feedback after the Meeting, we realized the Articles of Incorporation question should have been addressed in greater detail and clarity. We are confident that had we done so, all three measures would have passed. In my last letter, I committed to doing better in future matters and have included formalized motions for both tasks in this mailing (a big thank you to Charles Elliston for his work on those two motions).

As previously announced, your Board is calling another Special Meeting for Saturday, Dec 9, 2023, from 1 pm to 3 pm, again at Brandon's hangar, for voting on 1) the Articles of Incorporation question followed by 2) another vote on the 16 acres. With the high support shown for the 16 acres and the inherent urgency in acquiring this vital piece of adjacent land, we feel strongly that this needs to be revisited as soon as possible.

As we saw on the 19th, with the high thresholds required, it is imperative to make sure EVERY ONE of our members either attends the Meeting **OR** votes via proxy. For the sake of the community and for the protection and future utility this property represents, the Board unanimously favors the passing of both items. **In that regard, please remember that if you attended the first presentation and do not wish or need to see the presentations again, proxies can be signed over to the Board, and we will vote on your behalf. Please contact one of us, and we will accommodate you (see contact information below).**

Folks, every vote is critically needed on these measures to preserve our communities' future. Realize that while we had 64 members "present" on Sunday, we also had 19 that did not attend or turn in a proxy. I know we are all busy, but a SIGNIFICANT portion of our membership was absent. As a community, **we can and must do better.** Our future truly depends on it.

If you want nothing more than to have Van Aire continue ahead as-is, in tranquility and unbothered by complaining neighbors, then I urge you to vote in favor of both these measures. The purchase of the 16 acres requires the expenditure of no money out of pocket. It will come from oil and gas revenues. The price is approximately four months of oil and gas revenues, or less than 10% of what we are projected to earn from our leases. It is truly a gift to our community!

We did not wish to bother you by calling another Special Meeting so soon, *but I firmly believe we will look back on these purchases as the single best thing we have done since the community's inception, and time is of the essence.*

Sincerely,

John Conroy

President, VASC

303-503-3126

P.S. For assistance getting your proxy in, feel free to contact a Board Member – especially the one representing your Block.

Board Members (with Block Numbers):

- John Conroy (President and 2B)
  - email: bigduke6.jc@gmail.com
  - cell: (303) 503-3126
- Ed Cole (Treasurer and 1A)
  - email: ecole366@aol.com
  - cell: (303) 349-3965
- Tom Edwards (2A)
  - email: Teebird004@yahoo.com
  - cell: (303) 909-8328
- Brandon Jewett (At-Large)
  - email: brandondc3@comcast.net
  - cell: (303) 521-3238
- Maureen Bendure (1B)
  - email: bendurerv4@comcast.net
  - cell: (303) 506-0148

Note: If you do not know your Block Number, it should be in the address on the envelope you received from Van Aire.

Motion 1:

Presented To The Membership Of The Van Aire Skyport Corporation For Consideration And Action To

Amend The Articles Of Incorporation Of Van Aire Skyport Corporation To Reduce The Required Approval Of Acquisition, Sale, Or Encumbrance Of Real Property From Seventy-Five Percent (75%) To Sixty-Seven Percent (67%)

(For Consideration And Action At The December 9, 2024 Special Membership Meeting.)

Whereas, Article III, Section 4, of the Van Aire Skyport Corporation Articles of Incorporation dated January 20th, 1976 stipulate "…that no contract with any person, corporation, government or institution which involves the sale, acquisition or encumbrance of real property shall be valid until approved by seventy-five percent (75%) of the voting members of the corporation.", and;

Whereas, the Colorado Common Interest Ownership Act (CCIOA) Section 217 (1) states that a declaration cannot require greater than sixty-seven percent (67%) vote for an amendment and that any provision in a declaration requiring more than sixty-seven percent (67%) vote for an amendment is "declared void as contrary to public policy" and is reduced to sixty-seven percent (67%), and;

Whereas, the Van Aire Skyport Corporation Fourth Amended Bylaws (dated 5-14-2020), Article IV, Section 6, Voting, (b) stipulate in compliance with CCIOA, that amendments to the Protective Covenants shall require approval by no less than sixty-seven percent (67%) of the eligible voting membership, and;

Whereas, the Van Aire Skyport Corporation Fourth Amended Bylaws (dated 5-14-2020), Article IV, Section 6, Voting, (c) stipulate in compliance with CCIOA, that all contracts to sell or acquire real property require approval by no less than sixty-seven percent (67%) of the eligible voting membership, and;

Whereas, the Van Aire Skyport Corporation Board of Directors desires that the Articles of Incorporation should be brought into compliance with CCIOA as required by law, and aligned with the Bylaws, and;

Whereas, the Van Aire Skyport Corporation Board of Directors believes that such consequential decisions by the membership should accurately reflect the will of the maximum possible number of individual members,

THEREFORE,

BE IT RESOLVED THAT FROM THIS TIME FORWARD, THE VAN AIRE SKYPORT CORPORATION

ARTICLES OF INCORPORATION, ARTICLE III, SECTION 4 SHALL BE AMENDED AS FOLLOWS, AND WILL BE TITLED THE FIRST AMENDED ARTICLES OF INCORPORATION OF VAN AIRE SKYPORT CORPORATION (RATIFIED 12/9/2023):

4. To make, enter into and perform contracts of every sort and kind with any person, firm, association, corporation, private or public, or municipal or body politic, whether foreign or domestic, and with the government of the Unites States or with any state, territory or colony thereof, or with any foreign government. Except that no contract with any person, corporation, government or institution which involves the sale, acquisition, or encumbrance of real property shall be valid until approved by ~~seventyfive percent (75%)~~ SIXTY-SEVEN PERCENT (67%) of the voting members of this corporation ELIGIBLE TO VOTE IN PERSON OR BY PROXY.

Motion 2:

For Consideration And Action To
Direct The Van Aire Skyport Corporation Board Of Directors To Purchase A 16-Acre Parcel Of Land West Adjacent To Van Aire Skyport Corporation Common Area To Preserve Van Aire Skyport Corporation Aviation Activities In Perpetuity
(For Consideration And Action At The December 9, 2023 Special Membership Meeting.)

Whereas, several public and private airports in the Greater Denver Metropolitan Area have come under attack by neighborhood groups seeking to reduce or eliminate the noise associated with such airports, and:

Whereas, several public and private airports in the Greater Denver Metropolitan Area have come under attack by neighborhood groups seeking to reduce or eliminate the atmospheric contaminants associated with aviation fuel used at such airports, and;

Whereas, several public and private airports in the Greater Denver Metropolitan Area have come under attack by land developers seeking to acquire the land occupied by such airports for redevelopment as residential, retail, and/or industrial developments, and;

Whereas, numerous public and private airports nationwide have been closed and redeveloped as a result of latecomer neighbors' complaints about noise and air pollution, and;

Whereas, the Van Aire Skyport Corporation Articles of Incorporation, Protective Covenants, and Bylaws, specify that Van Aire Skyport is conceived as an exclusive residential community dedicated to promote, encourage, and develop private airplane use by Corporation members in a residential setting ensuring the welfare, safety, and enduring desirability and property values of the community members, and;

Whereas, the Van Aire Skyport Board of Directors is charged with the responsibility of ensuring the viability and endurance of the Van Aire Skyport subdivision as an aviation community in perpetuity, and;

Whereas, the Van Aire Skyport Corporation Board of Directors believes that the viability and endurance of the Van Aire Skyport subdivision as an aviation community in perpetuity is under potential threat by the proposed sale of vacant adjoining land, and;

Whereas, the only certain method of protecting the ability of Van Aire Skyport members to operate their private aircraft well into the unforeseeable future unmolested by noise and pollution complainers or land developers is to preemptively purchase the adjacent vacant land that has been offered for sale, and;

Whereas, representatives of the Van Aire Skyport Board of Directors have successfully negotiated a fair price for the land in question, and;

Whereas, Van Aire Skyport Corporation has sufficient funds available to purchase the property in question without jeopardizing funding for runway and common area maintenance and capital improvements well into the future,

THEREFORE BE IT RESOLVED;

THAT THE VAN AIRE SKYPORT CORPORATION MEMBERSHIP **AUTHORIZES AND DIRECTS THE VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS TO PURCHASE THE SIXTEEN PLUS (16+) ACRE PARCEL OF LAND IMMEDIATELY SOUTH OF 160TH AVENUE ADJOINING THE WESTERN BOUNDARY OF THE VAN AIRE SKYPORT CORPORATION COMMON AREA FOR THE SUM OF $1,000,000.00, WITH ALL POSSIBLE DISPATCH.**