MINUTES OF ANNUAL MEETING OF THE VAN AIRE SKYPORT CORPORATION MEMBERS
February 4, 2024

1. The meeting was convened at the Brighton Recreation Center at 11 am on February 4, 2024. Sign-in was commenced around 10:50 am. The Meeting was called to order by President John Conroy at 11:40 am.

2. Summary of Roll Call:
    a. 57 Members were confirmed to be present in person or by valid proxy. There were 16 Members residing in Block 2B who took ballots for voting later on the 2B Board Representative.
    b. The Office Manager, Ron Stites, confirmed:
        i. All Members were paid up and eligible to vote.
        ii. The Meeting met the 25% quorum requirement to commence the Annual Meeting.
        iii. A quorum of 57/83 = 68% was sufficient to conduct all business of the Agenda, including amending the Bylaws.

3. President John Conroy (“the President”) noted that we needed a motion to change the Bylaws to allow the Annual Meeting outside of January. This practice had become customary, but we should amend the Bylaws to make this official.
    a. Brandon Jewett moved to adopt the motion to amend the Bylaws to allow the Annual Meeting to be held in the year’s first quarter, as included in the Notice of the 2024 Annual Meeting (attached). Matt Feeney seconded the motion. There was a brief discussion on how late in the quarter the meeting would be held. The President assured the Membership that the goal would be to continue holding the Annual Meetings in early February, generally on the Sunday before the Super Bowl. The motion was adopted by a unanimous vote by a show of hands (no objections).

4. The President asked the Office Manager to affirm that proper Notice of the 2024 Annual Members Meeting (“Notice”) had been made. Ron Stites affirmed that proper Notice had been given. The President asked if anyone present objected to the Notice as given. There were no objections. The President announced that the meeting was properly in session.

5. The President noted that traditionally, the Minutes of the previous Annual Meeting (2023) would be accepted now. Although this has been the practice and will be done this year, the President noted that this is not the proper procedure per Roberts Rules. They recommend reviewing and approving the Minutes of an Annual Meeting at the next available regular meeting. Hence, for 2024 and forward, a draft of the Minutes of the Annual Meeting will be posted on the Van Aire website for review and revision/approval to be done at the next regular Board Meeting. The President then requested corrections to the 2023 Annual

Meeting Minutes provided in the Notice. There being no corrections, the 2023 Annual Meeting Minutes were approved.

6. President's Report:
    a. The President noted that it had been a busy year, especially with purchasing two properties. The 5.5 acres (24865 Green Drive) closed in December, and the 16 acres (Sportsman's Minerals) closed this past week. Jeremy Raskin was introduced to discuss briefly some of the details for the 16 acres. Jeremy noted that the records on the 16 acres were in error, and "fixing them" took time and effort. An additional specific endorsement was taken on the title insurance to ensure that Van Aire has a clear title to the property.
    b. Linda Alexander asked about the status of property taxes on the new properties. Jeremy said he couldn't answer that. Tom Edwards noted that will be something the Board will have to take up in 2024.

7. Treasurer's Report:
    a. The Office Manager presented a detailed report including:
        i. Income Statement/Budget Comparison,
        ii. Detailed month-to-month income and expenses are broken down into three segments (General, Oil and Gas, Aviation Fuel),
        iii. An explanation of how O&G funds are tracked, how O&G Reserves and General Reserves are calculated, and
        iv. A brief breakdown of TD/Schwab CDs and how they are re-invested.
    b. Budget/Assessment Discussion
        i. The Office Manager presented the worksheet used by the Board to develop the 2024 Budget and Assessment. It includes a month-to-month evaluation of expenditures and shows how each contributed to the total Assessment. It also showed what items would be covered by General Reserves and some estimates of plans for spending O&G Reserves on developing projects in 2024.
        ii. Tom Edwards moved that the $617 annual Assessment for 2024 proposed by the Board be approved. The motion passed with no objections.

8. Audit Committee Report:
    a. Helen Gaines reported that she, Nancy Flanagan, and Charles Elliston reviewed the Van Aire books on January 23rd and found them to be in order. Their brief written report is attached to these minutes.

9. Fuel Committee Report:
    a. Jim Vyduna reported that the fuel system is doing well. Measurements are tracking within reason, and our markup covers gross fuel costs adequately. The only thing we need to work on is to push QTPod to upgrade the system to allow chip reading.

10. Runway Committee Report:
    a. Vince Phelps observed that committees should communicate more. He reminded the Members that Van Aire's runway and taxiways are designed for small planes. Hence, large construction vehicles must stay off them so they are not damaged.

11. Common Area Report:
    a. Charles Elliston reported that the COOP sprayed for weeds, which seemed very effective. After a brief discussion and a straw pole, Tom Edwards indicated that the Board should look into making weed spraying by the COOP available to residents on their property adjacent to the common areas.

12. Architectural Control Committee Report:
    a. John Conroy reported that one hangar had been approved.

13. Investment Committee Report:
    a. A summary of how the investments are being handled was covered by the Office Manager during the Treasurer's report (above).

14. Oil and Gas Report:
    a. Don Smallwood reported that 12 to 14 more wells may come online as early as June. He estimated that production in 2024 may be 70% higher than 2023. Income will depend on prices. Don briefly explained how oil and gas leases work in answer to a question.

15. Covenant Review Committee Report**:**
    a. Brandon Jewett noted that the priorities for 2024 will be to eliminate redundancies and contradictions. The idea will be to continue "revising as we go" rather than doing a whole new rewriting.

16. Nominating Committee Report:
    a. Maureen Bendure noted that it has been challenging to get volunteers, especially for key positions like Secretary and Treasurer. Ron Stites explained that these are critical positions that must coordinate with the Board, the Office Manager, and each other.
    b. New Volunteers, Confirmations, and Changes:
        i. Mark Mason – Runway Committee
        ii. Don Watkins – Covenant/Bylaw Review
        iii. Leon Brodie – Runway Committee
        iv. Dan Metz – Fuel Committee
        v. Tom Edwards – Nominating Committee
        vi. Kathy Metz – Nominating Committee
        vii. Laura Larkin – Off Audit Committee and On Investment Committee
        viii. Nancy Flanigan – Audit Committee

17. Open Forum:
    a. Brandon Jewett: As Board Member-at-Large, he wants to ensure that Van Aire is run by the Members – especially regarding rules and regulations. As mentioned earlier, he wants to reduce redundancy in our documents. He also sees progress on the Walking Path and the Storage Facility as top priorities for 2024.

18. Break: 1:15 pm to 1:25 pm

19. Election of Board Members:
    a. There being no opposition, The President declared Maureen Bendure reelected as Board Member for Block 1B.
    b. A secret ballot vote was held for the Block 2B Board Member. The 16 ballots cast were counted later with the other secret ballots. Nominees were:
        i. Carl ("Buddy") Goeritz
        ii. Casey Meeks

20. Old Business:
    a. It was already handled under the Agenda items above.

21. New Business:
    a. Amendment of Bylaws to add a Safety Committee to the Standing Committees (attached and announced in the Notice):
        i. Charles Elliston moved to Amend the Bylaws to create a Safety Committee. Jim Vyduna seconded the motion.
        ii. Charles used a 5-minute PowerPoint Presentation to summarize the salient features and benefits. During the presentation and the brief discussion, some key points were:
            1. To make a Standing Committee requires a Bylaw change.
            2. This committee would be advisory.
            3. The Board could create such a committee.
        iii. The collection of ballots was postponed until the vote on the second motion being proposed by Charles.
    b. A Motion to Repaint the Displaced Thresholds (attached and announced in the Notice)
        i. Charles Elliston moved to instruct the Board to repaint the displaced thresholds that had been covered over and not yet repainted. Jim Vyduna seconded the motion.
        ii. Charles used a 5-minute PowerPoint Presentation to summarize the salient features and benefits. During the presentation and the discussion that followed, some key points were:
            1. What safety implications are involved?
            2. Is there any safety history to be considered?
            3. What engineering calculations have been done?
            4. Are there any <u>requirements</u> that <u>must</u> be met?
            5. What alternatives might be equivalent or better?

iii. After discussion, the Membership was prepared to vote on both proposed motions. It was brought to the attention of the Chair that Alma Cox had come in late and should be allowed to vote on these motions. Alma was given the two ballots to mark. This addition made the total possible vote 58 Members present in person or by proxy. The Members marked and submitted their ballots in separate, color-coded boxes provided for that purpose.

c. A Counting Committee was formed composed of Don Watkins, Helen Gaines, and Scot Taylor. The results were entered into the Journal to keep contemporaneous notes for these Minutes. The Counting Committee signed these results in that Journal, attesting to the count's accuracy. The results are shown below:

Block 2B Board	**Safety Committee Motion**	**Displaced Threshold Motion**
Buddy Goeritz = 10	Yes = 20	Yes = 18
Casey Meeks = 6	No = 33	No = 35
	Abstain = 2	Abstain = 2
Total = 16	Total = 55	Total = 55

d. Both motions failed. Buddy Goertiz is the new Block 2B Board Member.

22. Meeting Adjourned at 2:30 pm.

Notice and Agenda 1

Van Aire Skyport Corporation
Notice of Annual Membership Meeting

The Van Aire Skyport Corporation Board of Directors hereby notifies the Membership that the
Annual Membership Meeting of the Van Aire Skyport Corporation
for fiscal 2024 will convene at
11:00 am and run no later than 5:00 pm, Sunday, February 4, 2024
at the
Brighton Recreation Center, 555 North 11th Ave, Brighton Colorado, 80601.

Meeting Conduct Review

In order to ensure the meeting progresses in an orderly manner, and to respect the Members' time, the meeting will be conducted in accordance with the requirements of Colorado Revised Statutes 38-33.3-209.5, the VASC Bylaws, and the VASC Conduct of Meetings Policy adopted by the VASC Board of Directors on December 8, 2022 pursuant to the aforementioned statute.

Members Right to Speak In Open Forum: Every Member of the Corporation shall have the right to speak in open forum during the meeting. Note: This period is for items of a general nature and is not to be confused with discussions on motions prior to voting - those do not require a sign-up sheet and will be conducted in an orderly fashion for each motion. The open forum will follow committee reports, and precede membership actions on motions and resolutions.

Open Forum Speaker's Sign-up Sheet: A speaker's sign-up Sheet will be provided at the check-in desk prior to the meeting. Each Member wishing to address the Board in open forum shall enter his/her name on the sign-up sheet and state the subject upon which s/he wishes to speak. Members will be permitted to speak in the order in which they entered their name on the sign-up sheet. All Members wishing to speak who have not placed their names on the sign-up sheet will nonetheless be permitted to speak, time permitting, at the discretion of the Board.

Open Forum Speakers Time Limit: In order to permit as many Members as possible to address the Board within the time permitted, the Chair shall allocate three (3) minutes to each Member wishing to speak. A Timekeeper will be appointed by the Chair shall insure that speakers strictly adhere to the time limit.

Chair Recognition Required To Speak: No Member is entitled to speak until recognized by the Chair. No one is permitted to interrupt a speaker who has been recognized by the Chair, except the Chair, or the Chair's designated timekeeper. Anyone

1

Notice and Agenda 2

seeking the Chair's recognition to speak may do so by raising their hand.

Motions and Resolutions: Motions or resolutions to be voted upon, along with relevant information regarding the nature of the motions, will be included in the agenda appended to this announcement. **In accordance with the Bylaws, *only* motions or resolutions that are included in the final meeting announcement will be voted upon at the meeting. Floor amendments to such motions are allowed, thus, the final motion up for vote may differ from the original motion but not in a material way.**

Discussion of Motion and Resolutions: Prior to a vote to approve any motion or resolution by the Membership, all Members present have the right and will be afforded the opportunity to speak in favor of, in opposition to, or amend each motion or resolution in detail and provide supporting or opposing arguments. This discussion will follow the rules listed in **"Chair Recognition Required to Speak"** above, except that each speaker shall be allocated up to five (5) minutes to speak, and speakers will restrict their comments to statements of objective fact and/or their personal interpretation of the facts related to the question at hand.

Voting Procedure: All votes of a general nature will be voice votes. All elections of Board Representatives will be by secret ballot if the position is contested. If one or more Members at the meeting requests a secret ballot for any specific resolution, the vote will be delayed until secret ballots can be provided, or the vote will be conducted by secret mail-in ballot at a later date. If a secret ballot is known to be required for a specific resolution prior to the meeting, each Member attending the meeting and wishing to vote during the meeting shall check in with the Board Secretary/Treasurer, or his/her designated representative, located at the Board of Directors Table. When Members check in, they will be issued ballots appropriate to proxies they hold and the voting in which they may participate, i.e., ballots to vote on general membership motions and resolutions, and ballots to vote for candidates wishing to fill open Board of Directors seats for specific, or at-large block representation.

Proxies: Per the Bylaws, one (1) blank proxy form will be provided to each member with the final formal meeting announcement. Each member attending the meeting may hold up to two (2) proxies assigned to them by other members who may be unable to personally attend the meeting. Members issuing proxies to other members may not designate how the proxy will be voted. (Otherwise, it would be an absentee ballot, which is not provided for by our Bylaws.) Similarly, any proxies issued to the Board at large may not restrict how the Board shall vote said proxies. When a Member checks in, s/he will submit any (but not more than two (2)) proxies in exchange for official secret ballots commensurate with the number of proxies s/he holds. Those ballots will then be used to vote the proxies at the appropriate time during the meeting. **For voice votes, the Member holding a proxy may advise the Board after the hand count, that they wish to cast additional votes with the proxies held.**

Ballot/Proxy Security and Vote Integrity: All unvoted ballots will be kept in a lockbox prior to issuance to attending Members at check in. All non-issued unvoted ballots will remain in the lockbox for the duration of the meeting. The Secretary/Treasurer and/or his/her designated representative (Office Manager) will use a membership list to cross-check Members' names against ballot-issued and proxy-held lists to ensure each Member has the correct number of ballots, and that no Member has more ballots than they are entitled to hold.

Vote/Ballot Counting:

- **Voice votes** will be counted by the Secretary/Treasurer and/or his/her designated representative (Office Manager) based on a show of hands in favor of, and opposed to a specific measure. The vote count will be recorded in the meeting minutes with a statement of the measure and whether it was approved or rejected by the Membership.
- **Secret Ballot** votes for each specific question, if requested, and all Director positions will be counted by a three-person ad hoc committee of non-Board member volunteers. If the vote occurs during an annual or special meeting (as opposed to a mail-in ballot), the ballots will be counted during a recess in the meeting. During vote counting, observers may watch as the ballot counting committee counts the ballots, but they may in no way assist, interfere, or engage the ballot counters in conversation during the counting process. After the counting process is completed, the ballot counters will individually sign two copies of an affidavit certifying the vote count accuracy and the election outcome. Upon completion of the count, the meeting will be reconvened and the committee foreman will announce the vote count results.

Retention and Security of Counted Ballots: Upon the completion of the vote certification forms, and prior to the meeting being reconvened to announce the vote outcome, the counted ballots will be placed in a different lockbox along with one copy of the affidavit certifying the vote count, and retained in that lockbox for a period of no less than one (1) year. The remaining copy of the vote count certification affidavit will be retained in the VASC Document Archive.

Disposition of Counted Ballots: When the one-year retention period has elapsed, an ad hoc committee of three volunteers will be formed to verify that the counted ballots match the count recorded by the vote counting committee at the time of the election on the vote count certification form, certify that fact, and then witness the destruction of the counted ballots. The original certified records of the vote count, and a record of this voted ballot disposition process shall be retained in the Van Aire Document Archive in perpetuity. The VASC Secretary/Treasurer and/or his/her designated representative (Office Manager) shall retain and be responsible for the keys to the respective lockboxes.

Meeting Agenda

1. Call to order by President John Conroy.

3

Notice and Agenda 4

2. Roll call to certify proxies and verify quorum. ______ members present with ___ validated proxies, for ___ percent of the ____ eligible members. (50% of owners must approve to amend Bylaws (ref Bylaws Article IV.6.a), the majority of a 50% quorum of owners need to approve the budget (ref Bylaws Article IV.9.a)).

3. Notice of Annual Meeting. Office Manager Ron Stites has prepared the final notice for mailing on January 22nd, 2024, and provided the proof of proper notice of the annual meeting. All members affirmed as to their receipt of the official notice.

4. Minutes of the last annual meeting were included in the Notice of Annual Meeting mailing, and issued in hard copy for everyone to read and review at the meeting. Motion to approve…

5. President's Report:

6. Treasurer's Report: 2023 Balance Sheet and Profit & Loss Statement

7. 2024 Budget Proposal: The following "zero-based" budget with an increase in annual dues is
recommended by the Board of Directors for 2024. (Present proposed budget.)

8. Budget discussion and motion to approve or amend budget by voice vote.

9. Audit Committee: Present audit results

10. Fuel Committee Report:

11. Runway Committee Report: Runway crack filling completed by contractors this fall. Seal coat is anticipated for 2024, but crack fill is now under warranty for a minimum of seven years.

12. Common Area Committee Report: Kubota tractor servicing was completed by Wickham Tractor and subsequent immediate repairs were accomplished by Tom Alexander.

13. Architectural Control Committee Report:

14. Investment Committee Report:

15. Oil and Gas Committee Report:

16. Covenant Review Committee Report:

17. Nominating Committee Report:

4

Notice and Agenda 5

1. Volunteers for the various committees for 2024 are as follows:
    a. Audit Committee: Wendy Odenbrett, Laura Larkin, Helen Gaines.
    b. Fuel Committee: Jim Vyduna, John Conroy, Ed Cole, Ryan Bendure, Charles Elliston.
    d. Runway Committee: Charles Elliston, John Conroy, Vince Phelps, Wayne Henke.
    e. Common Area Committee: Terry Jackson, Vince Phelps, Charles Elliston.
    f. Architectural Control Committee: John Conroy, Laura Larkin, Maria Riehl, Tom Edwards.
    g. Investment Committee: Jim Vyduna.
    h. Oil and Gas Committee: Don Smallwood and John Allison
    i. Covenant Review Committee: Carl Goeritz, Brandon Jewett, ______________________.
    c. Nominating Committee: Maureen Bendure, _________________________________.

18. Member Open Forum

19. Volunteers for, and appointment of, board Secretary.

20. Election of open positions: Block 2B board rep vacancy.

21. Old Business: ______________________________.

22. New Business:

3. Motion to amend Bylaws to allow accomplishment of annual meeting within Q1 window.
4. Motion to amend Bylaws to form an Airport Safety Committee.
5. Motion to reinstate runway displaced threshold markings.

23. Recess for vote counting and refreshments. (See "Roll Call" above for required voting thresholds)

24. Reconvene to sign affidavits and present vote results.

25. Adjournment. Motion to adjourn.

Motion to Move Annual Meeting Date 1

A MOTION

TO AMEND THE BYLAWS TO EXPAND THE ANNUAL MEETING TIME WINDOW

BE IT RESOLVED: That the **Fourth Amended Bylaws of Van Aire Skyport Corporation Ratified 5-4-2020** shall be retitled the **Revised Fourth Amended Bylaws of Van Aire Skyport Corporation Ratified 2-4-2024**, and shall be amended as follows: **Article IV, Section 1, Annual Meetings**, shall be amended to read "In accordance with the requirements and guidance of C.R.S. 38-33.3-308 (1) Annual meetings of the Members shall be in the ~~month of January~~ **first quarter** of each year, at a time, date, and location to be announced by written notice per Article IV, Section 4, of these bylaws. ~~If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first weekend day following which is not a legal holiday.~~"

-BACKGROUND and REASONING-

According to the **Fourth Amended Bylaws of Van Aire Skyport Corporation Ratified 5-14-2020, Introduction**, "…*The Association was organized as a Colorado nonprofit corporation under Colorado law to act as the Association for the Van Aire Skyport community.*"

According to **C.R.S. (Colorado Revised Statute) 38-33.3-103**, **Definitions**, **(4)**, "*Bylaws" means any instruments, however denominated, which are adopted by the association for the regulation and management of the association, including any amendments to those instruments.*""

By this reasoning, the VASC Bylaws are to be stringently followed by the Board of Directors and the Membership to ensure that the legitimate interests of all corporate members are protected. Violations of the Bylaws are, by a rational extension, violations of Colorado law.

2024 will be the second year in a row that the Annual Membership meeting will have been held in violation of the Bylaw requirement to hold the meeting in January of each year.

In order to remain entirely compliant with Colorado law, the Bylaws should either be stringently followed - which they have not - or be amended to reflect how the Corporation actually does business – which this amendment would accomplish.

By amending the Bylaws in this manner, the VASC Membership formally demonstrates to the Board, and state regulators, its strong desire that the corporation be operated in strict compliance with the corporate governing documents as well as Colorado law.

NOTE: Because this motion proposes an amendment to the Bylaws, it must be approved by no less than fifty percent (50%) of the Membership. Currently the number of votes required for approval of this measure is forty-two (42).

Audit Committee Report 1

Van Aire Board of Dirctors,

The audit committee met on JAN.,23, 2024. The audit was completed and all records were in good condition. No errors were found.

The Audit Committee

Charles R. Elliston

Motion to Create Safety Committee 1

A MOTION

TO AMEND THE BYLAWS TO CREATE AN AIRPORT SAFETY COMMITTEE

BE IT RESOLVED: That the Fourth Amended Bylaws of Van Aire Skyport Corporation Ratified 5-4-2020 shall be retitled the **Revised Fourth Amended Bylaws of Van Aire Skyport Corporation Ratified 2-4-2024**, and shall be amended as follows: Article XI shall be amended to read "The corporation shall appoint a Nominating Committee, ~~and~~ an Architectural Control Committee, **and an Airport Safety Committee** as provided in these bylaws. In addition, the Board of Directors shall appoint other ad hoc committees as deemed appropriate in carrying out its purpose.", and;

BE IT FURTHER RESOLVED: The purpose of the Airport Safety Committee shall be to promote the safe operation of aircraft in the common areas, and to advise the board, and educate the community regarding airport runway and airspace safety, fuel facility safety, and taxiway safety, as defined in the Van Aire Skyport Corporation **Rules and Regulations, Chapter 1: Airport Operations**, adopted by the Board on December 8, 2022 and ratified by the Membership on January 8, 2023 in accordance with the provisions of the Fourth Amended Bylaws of VASC ratified 5-14-2020 Article VIII, Powers and Duties of the Board of Directors, Section 1. Powers, Subsection (a).

-BACKGROUND and REASONING-

Van Aire Skyport is an aviation community. Aviation safety is, and by right, ought to be, the highest priority of all aircraft and airport operators, both public and private.

Van Aire's founders stated in the First Amended Articles of Incorporation dated January 20, 1976, paragraph 1., the purpose of the corporation is, among other things *"To promote, encourage and develop private airplane use by Corporation members in a residential setting and welfare and safety among the members of said Corporation"*, and in paragraph 2., *"to formulate rules and regulations concerning the use of the airfield by members of the corporation…"*.

They further stated in the Protective Covenants, recorded in Book 2031, Pages 994, 995, 996, and 997 at the Adams County Colorado Clerk and Recorders Office, DEDICATION: the purpose of the protective covenants is "*…to insure…compliance with rules and regulations set by the Van-Aire Skyport Corporation concerning the operation of aircraft, including, but not limited to, take offs, landing…", etc.*

Additionally, the Membership of Van Aire Skyport Corporation stated in the Fourth Amended Bylaws of VASC ratified 5-14-2020, Purposes., paragraph 1, the Board of Directors has the duty of *"…ensuring the welfare and safety of the members…"* and paragraph 2, *"…to formulate rules and regulations concerning the use of the airfield by members…"* and paragraph 7., *"To promote the health, safety, welfare…of the Owners…"* and in Article VIII, Powers and Duties of the Board of Directors, Section 1. paragraph (r) *"…to protect the fiscal and ownership interests of the Corporation Members and provide for the safe and proper use of the runways and aircraft operation."*.

1

Motion to Create Safety Committee 2

In compliance with the requirements of the governing documents listed above, the VASC Board of Directors, adopted the Van Aire Skyport Corporation **Rules and Regulations, Chapter 1: Airport Operations**, on December 8, 2022. Under the provisions of the Fourth Amended Bylaws of VASC ratified 5-14-2020 Article VIII, Powers and Duties of the Board of Directors, Section 1. Powers, (a), the Membership approved the Airport Rules and Regulations as presented thirty days later.

By creating a standing Airport Safety Committee, the VASC Membership not only formally demonstrates to the Board their unwavering commitment to operate the airport in as safe a manner as is reasonably possible, it elevates VASC to the same level as many other well-established aviation communities around the nation. Additionally, this action brings the corporation into greater compliance with the mandate of the governing documents to provide for the safe and proper use of the runways and aircraft operation, ensure the safety and welfare of our members, and to protect their fiscal and ownership interests.

NOTE: Because this motion proposes an amendment to the Bylaws, it must be approved by no less than fifty percent (50%) of the Membership. Currently the number of votes required for approval of this measure is forty-two (42).

A MOTION

TO

REINSTATE THE RUNWAY DISPLACED THRESHOLDS

BE IT RESOLVED: That the Van Aire Skyport Corporation membership directs the Board of Directors to, without further delay, cause the original displaced thresholds to be restored as they existed prior to their unauthorized removal in 2018, and in the event that future runway surface maintenance operations obscure said displaced threshold markings, the Board of Directors at that time will cause the restoration of said markings to be accomplished within thirty (30) days of completion of said runway surface maintenance.

-BACKGROUND and REASONING-

Van Aire Skyport is an aviation community. Aviation safety is, and by right ought to be, the highest priority of all aircraft and airport operators, both public and private.

The founders of Van Aire Skyport Corporation stated in the First Amended Articles of Incorporation dated January 20, 1976, paragraph 1., the Board of Directors has a duty *"To promote, encourage and develop private airplane use by Corporation members in a residential setting and welfare and safety among the members of said Corporation"*, and in paragraph 2., "*to formulate rules and regulations concerning the use of the airfield by members of the corporation...".*

The founders further stated in the Protective Covenants, recorded in Book 2031, Pages 994, 995, 996, and 997 at the Adams County Colorado Clerk and Recorders Office, DEDICATION: that the Board of Directors has a duty *"...to insure...compliance with rules and regulations set by the Van-Aire Skyport Corporation concerning the operation of aircraft, including, but not limited to, take offs, landing..."* etc.

In addition to the founders' direction, the Membership stipulated in the Fourth Amended Bylaws of VASC, ratified 5-14-2020, Purposes., paragraph 1, that goals of the Corporation include *"...ensuring the welfare and safety of the members..."* and paragraph 2, *"...to formulate rules and regulations concerning the use of the airfield by members..."* and paragraph 7., *"To promote the health, safety, welfare...of the Owners..."* and, Article VIII, Powers and Duties of the Board of Directors, Section 1. (r) that the Board of Directors shall *"protect the fiscal and ownership interests of the Corporation Members and provide for the safe and proper use of the runways and aircraft operation."*. The foregoing documents task the VASC Board of Directors with the responsibility and authority to do everything within their power to make aviation operations at Van Aire as safe as is reasonably possible.

The early residents of Van Aire Skyport Corporation determined that displaced thresholds on the approach ends of both runways, specifically a displaced threshold 294 feet in length on the approach end of runway 30, and a displaced threshold 331 feet in length on the approach end of runway 12, as prescribed in the Airman's Information Manual, Chapter 2. Aeronautical Lighting and Other Airport Visual Aids, Section 3. Airport Marking Aids and Signs, would improve safety

Motion to Repaint Thresholds 2

by providing adequate clearance between landing aircraft and vehicular traffic on the nearby public roadways, specifically 156th Avenue and 160th Avenue, respectively.

Years later, prior to 1990, they decided that a Visual Approach Slope Indicator system for both runways would further improve safety, especially for night operations. So, they installed a VASI, the approach slopes of which intersected the runway surfaces at the points at which the displaced thresholds were established. That VASI system remains operational to this day.

In 2018, runway surface maintenance obscured the displaced threshold markings, and they were not restored in a timely manner by the Runway Committee at the time.

The Board of Directors at the time recognized that the absence of the displaced threshold markings materially reduced the safety of occupants of landing aircraft and the occupants of vehicles using the roadways in close proximity to the approach ends of VASC runways. Consequently, the Board of Directors, at a monthly board meeting on October 9, 2018, passed a motion *"to repaint displaced thresholds where they were originally located"*.

Some members of the Runway Committee at the time opposed the existence of the displaced thresholds and ignored the Board's order to restore them. Subsequently, parties unknown restored the displaced thresholds in accordance with the Board's order. Later, a person who is known but shall remain unnamed, acted independently in defiance of the Board's October 9, 2018 ruling and obliterated the markings which had been restored by the previous parties.

In the intervening years, the issue was raised repeatedly at monthly board meetings, but the Board took no action.

Increased vehicular traffic, especially large truck traffic associated with recent and future residential and commercial development on the land surrounding our community substantially increases the probability of a collision between a landing aircraft and a road vehicle now more than ever.

The absence of the displaced thresholds reduces the level of safety for aviators landing at Van Aire, their passengers, and occupants of vehicles using the nearby roadways. This reduced level of safety places corporate assets in greater jeopardy if an accident occurs.

Conversely, the absence of the displaced thresholds provides no advantage or benefit to the greater VASC community.

By passing this measure to reinstate the displaced thresholds, the Membership formally demonstrates to the world and to the Board of Directors their unwavering commitment to operate the airport in as safe a manner as is reasonably possible. This action will bring the corporation into greater compliance with the mandate of the governing documents to provide for the safe and proper use of the runways to ensure the safety and welfare of our members as well as our neighbors, and protect our fiscal and ownership interests.