

VASC Board of Directors Virtual Meeting Minutes

May 6, 2025

Note: The following are verbatim quotes from an emergency meeting of the VASC Board of Directors held using electronic means, i.e., text messaging, on the morning of May 6, 2025. Board members participating in the meeting were President Elliston, and Directors Edwards, Bendure, Goeritz, and Hernandez. The quotes were transcribed from President Elliston's mobile phone on the morning of May 7, 2025. Some irrelevant comments were deleted for brevity.

Director Edwards initiated the conversation at 7:54 am, May 6, 2025, with: "Ok. Do we have a bid from Sunland?"

President Elliston: "Not yet."

Director Edwards: "K. Clearly they are not interested in our job. Let's vote"

Director Hernandez: "Agreed. A deadline is a deadline"

President Elliston: "Just to be clear, we never set a deadline. They promised they would try to get us something by end of week - last week."

Director Edwards: "We are going around in circles. Let's vote"

Director Hernandez: "My mistake, i thought we gave em till the end of the week. Regardless, they failed to provide a bid on their own timeline. Im with tom, they dont seem interested in the project. Lets vote"

Director Edwards: "Also, I move we review and then formally present the bid by CHAVEZ CONSTRUCTION for the walking path. LETS GO!"

Director Hernandez: "Second"

President Elliston: "As sure as we do, they will give us a bid we will wish we could use. At least that has been my experience more than I care to admit."

Director Hernandez: "Oh well. Are we going to wait another month for a bid that might save a couple grand, and shut the runway down in peak flying season? Or they may come in too high and we wont use them anyways and now weve wasted even more time."

President Elliston: "Sunland is preparing a bid on the path as well as the crack-fill. You do not know you have wasted time until after it has been wasted. Kind of like you do not know how much oil a well will produce until it stops producing."

Also, I gave a guy a tour last week who will be doing the dirt work for Sunland. We are waiting for his bid, too.

With respect to wasting time, my experience, and that of Benjamin Franklin, is that "haste makes waste."

As we say in skydiving, "slow is smooth, and smooth is fast."

President Elliston: "So we have a motion and a second on the virtual floor to accept the Chavez bid for the walking path.

Discussion...?"

Director Hernandez: "I move that Charles send out all current bids that we have in hand today so we can vote tomorrow."

President Elliston: "We already have a motion on the floor. Do you wish to offer a friendly amendment to the motion?"

Director Edwards: "I amend my motion to "President Elliston Shall email all bids in hand to board members for crack seal and Walking path project today by 4 pm and we shall vote electronically by noon tomorrow"

Director Hernandez: "That sounds great. I still second."

Director Bendure: "If you can email the bids out, I am ok with voting tomorrow."

Director Goeritz: "I spoke with Mr. Flyn from Sunland yesterday , he actually answered his phone. He was very apologetic and has to work with a team and relays on other people for information. They are very busy, which is a good thing to me, must mean they do good work. I told him the troops are getting restless and we are going to have to make a decision soon . They do have all the info on the path for a bid . I told him the crack fill was our first priority . He would get us a bid next day or two. I know they want to bid and is doing his best . I don't think it would be right to just cut him off. This is not a do or die situation."

President Elliston: "Is there any further discussion before we vote on the motion before the board?"

Director Hernandez: "All I'll say is, airplanes with small solid tailwheels don't appreciate the cracks, so I do think voting and getting this done is the right way to go."

Director Bendure: "Maybe we need to vote on the crack filling and sealing and give this other company consideration for the walking path. I have waited too many years for this path and would truly like to see it this year. But I do realize the crack filling is a priority."

Director Goeritz: “Yes . Before we just cut Sunland off , let me call Mr . Flyn again and tell him the board is taking a vote tomorrow and give him a last chance to give us a bid. If he does not send one today.”

Director Edwards: “My motion stands as moved”

President Elliston: “Time to vote on this motion:”

-"President Elliston Shall email all bids in hand to board members for crack seal and Walking path project today by 4 pm and we shall vote electronically by noon tomorrow."-

“All in favor, signify by texting "Aye". All opposed, signify by texting "Nay."”

Director Hernandez: “Aye”

Director Edwards: “AYE”

Director Bendure: “Aye”

President Elliston: “That is a majority. I will be sending out the bids today. Oh, BTW, Motion passes.”

Meeting effectively adjourned, awaiting final version of submitted bids...

President Elliston emailed copies of the bid comparison to all board members at approximately 3:45 pm, May 6, 2025.

Votes cast via email during evening of May 6, 2025:

Director Bendure: “Option 5” (DC Construction)

Director Hernandez: “Option 5” (DC Construction)

Vote cast via email on morning of May 7, 2025:

Director Edwards: “Option 5” (DC Construction)

Director Goeritz did not vote.

-Three votes constitute a majority, the measure passed. The board has selected DC Construction to complete the crack-fill operation for calendar 2025.-

President Elliston contacted Mr. Diego Chavez via phone at approximately 9:50 am on May 7, 2025 to advise he had the winning bid. Mr. Chavez indicated he would call back on Friday, May 9th, 2025, with a preliminary plan to begin work in early June.

-End of Report-

Supplemental note: At 11:08 on May 8, 2025, Director Goeritz posted the following email to all board members plus Office Manager Ron Stites:

"To the Board of directors, Van Aire Skyport Corporation,

I would like to go on record disagreeing with the board signing a contract to accept the proposal by DC Construction, for completion of our crack filling project. This is a open ended proposal with no cap on extra costs that can be charged over the estimate of \$32,307.00.

With the proposed estimate drooping from \$45,950.00 to \$32,307.00, making it more attractive to be awarded to DC Construction, the extra costs could be substantial.

I also request the proposal be reviewed by our Vendor Management Policy.

Thank You,

Carl Goeritz (Buddy) Block Rep 2B"

At 1:21 pm on May 8, 2025, President Elliston posted this response to Director Goeritz, copying all board members and officers:

Good afternoon Director Goeritz,

Your formal dissent regarding the board's majority decision to award the crack-fill contract to DC Construction will be added to the meeting minutes associated with that motion. It will also be noted that you failed to cast your vote within the specified time frame.

Regarding your request that the decision be reviewed for compliance with the VASC Approved Vendor Policy, as a board member you have the authority to conduct such a review, and the responsibility to report your findings to the board and membership if you determine that the requirements of the policy have not been met.

Respectfully,

Charles R. Elliston,
President, VASC Board of Directors
charles480102@outlook.com
303-378-2197

Addendum: Record of Motions:

May 6, 2025 - Director Edwards moved and Director Hernandez seconded this motion:
"President Elliston Shall email all bids in hand to board members for crack seal and Walking path project today by 4 pm and we shall vote electronically by noon tomorrow." Directors Bendure, Edwards, and Hernandez voted in the affirmative, constituting a majority, motion passed.
(Complete.)

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Three votes constitute a majority, the measure passed. The board has selected DC Construction to complete the crack-fill operation for calendar 2025. (Completed.)