VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS
Meeting Minutes for December 5, 2024

President Elliston called the meeting to order at 6:40 pm.

Present at the Meeting were:

- **Board Members:**
  - Maureen Bendure, Vice-President (1B) (Term expires at end of 2025) **Present**
  - Ed Cole (1A) (Term expires at end of 2024) **Present**
  - Tom Edwards (2A) (Term expires at end of 2024) **Present**
  - Charles Elliston, President (Director At-large) (Term expires at end of 2025) **Present**
  - Buddy Goeritz (2B) (Term expires at end of 2025) **Present**
  - Treasurer Jeanette Vyduna **Present**
  - Secretary Jenny Mack **Present Electronically**
  - Ron Stites, Stites & Associates, LLC (Office Manager, attending electronically) (plans to retire at end of 2025) **Present Electronically**
- **Guests in attendance were**:
  Mandy Donovan, Jim Vyduna.

NOTE: Everyone present was notified verbally that all aspects of the meeting were being video and/or audio recorded.

1. Secretary Mack
   - verified that meeting notice was issued in accordance with the bylaws,
   - conducted a roll call, all Directors were present.
   - verified that a quorum was present, (three directors present in person or electronically constitute a quorum)
   - verified that the previous month's meeting minutes had been approved via email.

2. President Elliston presented the proposed meeting agenda and called for a motion to approve the agenda. Director Edwards moved and Director Cole seconded the motion to approve the agenda as presented. Motion carried unanimously.

3. **President's Report**:
   - As a reminder, the **VASC Annual Meeting** has been rescheduled for **January 18, 2025**. A room has been reserved at the Brighton Recreation Center for the meeting.

- On the morning of August 8th your board president was made aware of a Congressional act that became effective on January 1st, 2021 called the Corporate Transparency Act. It is part of the 2021 National Defense Authorization Act. This mandate requires domestic and foreign legal corporate entities to file a report with a division of the Department of Treasury called the Financial Crimes Enforcement Network (FINCEN) no later than the 31st of December 2024. This reporting requirement was discussed at length during the September meeting. Interestingly, the FINCEN website indicates that as a non-profit organization, we are exempt from the filing requruiements of this law. Therefore, no report has been filed, and no additional action is believed to be required.
- We wish to extend a big **THANK YOU** to **Leon Brodie** who very quickly after the last snowflake of our recent snowstorm on November 8th fell, jumped into the VASC snowplow truck, and got the taxiways and runways cleared in very short order.
- During the "New Business" portion of the meeting, we will be discussing the nine HOA policies mandated by Colorado Revised Statutes 38-33.3-209.5. We commonly refer to this body of law as the Colorado Common Interest Ownership Act, or CCIOA. We currently have five policies on the books, four of which are required under CCIOA. Four more have been written using guidelines and samples from Colorado law firms that specialize in HOA law, including Altitude Law, the firm that currently provides us with legal counsel. The board will be asked to review the four proposed policies, offer suggestions if deemed necessary and adopt the policies as presented or amended. When that process is complete, it would be prudent to submit all our adopted policies to our attorneys for revision if necessary and legal approval. The ninth CCIOA-required policy is the Reserve Study Policy. This will require additional work, and it is hoped will be ready for review sometime in early 2025.
- Board Secretary Jenny Mack has communicated that long-term changes in her life situation have left her feeling overwhelmed regarding her board duties. Mandy Donovan has graciously consented to fill Jenny's position after the annual membership meeting in January. Until then, Mandy will be working with Jenny to affect a relatively seamless transition to the Secretary position.
- And lastly, we wish to provide a shout out of THANK YOU to Jim Baker, Ryan Bendure, and Brandon Jewett for arranging the five-ship missing-man formation at Ben Watson's Celebration of Life at the Landing Place Church on November 23rd. The ceremony was complete with military honors and

was one of the most moving ceremonies this writer has experienced. We will all miss Ben. Kudos to all involved!

4. **Treasurer's Report**:
   - Financials:
     - Office Manager Ron Stites briefed the directors on current financial status of the corporation. We remain within budget, and the corporation's financial status is sound. It is worthy of note that Oil & Gas revenues have been steadily declining as production and oil prices have been declining.
     - Treasurer Jeanette Vyduna spoke briefly regarding coordination with the Audit Committee to conduct an internal audit prior to the Annual General Membership meeting scheduled for January 18, 2025.
     - Treasurer Vyduna reported that the hard copy VASC files are now in her hangar.
     - Treasurer Vyduna noted that Office Manager Stites strongly urged that all cash receipts such as those collected during the picnic be deposited into the the checking account and NOT used to pay expenses. This is a serious breach of GAAP.
     - Treasurer Jeanette Vyduna and President Charles Elliston have been added to the signature cards on the Bank of Colorado checking accounts.
     - Office Manager Stites and Director Elliston continue to work the issue concerning alleged non-payment of severance and ad valorem taxes to the State of Colorado and Weld County. Office Manager Stites advised the board that our latest communication with our tax attorney, John Valentine, indicated that his most recent communication with Verdad Resources indicate that Verdad is indeed in compliance with Weld County regulations regarding remission of Ad Valorem taxes, and we are responsible for remitting Severance taxes to the State on funds received, regardless of Weld County's regulation allowing a three-year delay in payment of Ad Valorem taxes. There is a double standard here. We will continue to work with our tax attorney, the State, Weld County, and Verdad to resolve the conflict legally and practically.
     - Office Manager Stites pointed out that transition to a new website will require a lot of mundane work copying and posting electronic files. This is tedious work that is fairly simple. To save VASC money he volunteered to reduce his hourly rate from $125/hr to $85/hr.

5. **Committee Reports:**
   - **Architectural Control Committee:**
     <u>Tom Edwards, John Conroy, Laura Larkin, Maria Rhiel</u>

NO REPORT.

- **Audit Committee:**
  Maureen Bendure, Wendy Odenbrett, Ed Cole, Helen Gaines, Nancy Flanagan
  See comments by Treasurer Vyduna under Treasurer's Report above.

- **Common Area Committee:**
  Terry Jackson, Vince Phelps, Charles Elliston
  - Director Elliston reported that Prairie Dog Pros responded to a phone call on November 18, 2024. They were requested to perform a final treatment of active holes with poison bait. Such bait cannot be legally applied until after November 1st, 2024, due to Colorado Fish and Wildlife rules. Curtis, the proprietor said he would be out the next Saturday or Sunday to apply the bait. He did not appear as promised, so he was contacted again on December 1st. He sent a proposal for the Board's consideration to perform the application for an amount not to exceed $900. A motion was made and passed to accept the proposal.
  - Don Smallwood has agreed to contact the owners of the "Duck Club" on the north side of 160th Avenue to determine if they would be willing to partner with us to share the cost of mitigating their prairie dog infestation. If they have active colonies; we will continue to experience colony migration across 160th Avenue to our property east of Gun Club Road. Don was not present at the meeting, so we are not sure how this overture was received.
  - Director Elliston suggested that it might be worthwhile to consider erecting a prairie dog fence (above and below ground level) along the property boundaries on Gun Club Road and 160th Avenue to discourage further colonization from infested properties to the west and north of our property. Director Edwards suggested that it might be less expensive in the long run if we agreed to unilaterally fund (with the approval of the land owners if they are unwilling to participate in funding) mitigation of all the prairie dog colonies located across Gun Club Road and 160th Avenue to prevent future infestations on our property.
  - Don Smallwood was expected to report on his research regarding how best to mitigate weed growth and prairie dog colonization on the 16 acres we recently purchased just east of Gun Club Road. Mr. Smallwood was not present at the meeting. In a report directly to Director Elliston, Mr. Smallwood stated that John Conroy has said that the farmer who has farmed the land in the past has indicated that he is no longer interested in farming that land. In that conversation, Mr. Smallwood suggested to Director Elliston that we might consider planting the field in tall grass to discourage the prairie

dogs from further colonization. Director Bendure suggested that sowing the property with tall grass could present a significant fire hazard. Director Goeritz agreed to contact the farmer, Bernie Wilhite, with an offer to allow him to continue to farm the land at no cost to him. He would keep the proceeds of his work, and we would benefit because prairie dogs would tend to avoid colonizing the farmed land.

- **Covenant/Bylaw Review Committee:**
  Carl Goeritz, Don Watkins
  - Director Goeritz and Director Elliston presented proposed revisions to the VASC bylaws for the board's consideration and approval prior to presentation to the full membership for adoption at the annual meeting on January 18th, 2025. The Board agreed in principle to a multi-step process for the adoption of changes to the Bylaws. Director Edwards suggested that the proposed changes be presented at the Annual Meeting without asking for a final vote and that the final vote be scheduled for a later, Special Meeting. The goal would be to conclude the matter by the end of March 2025. Director Goeritz reiterated his desire that the current two-proxy limit be removed from the bylaws. Robust discussion ensued until Director Edwards moved, and Director Cole seconded the motion to table the discussion in the interest of time to the next board meeting. The motion passed, however no motion to approve the proposed revisions was offered.

- **Fuel Facility Committee:**
  Jim Vyduna, Charles Elliston, Ed Cole, Ryan Bendure, Dan Metz
  - Jim Vyduna reported that fuel sales had exceeded the norm for this time of year, and that the current fuel volume on hand was in excess of 600 gallons. He stated that an order for a fuel delivery had been initiated.

- **Investment Committee:**
  Maureen Bendure, Laura Larkin, Office Manager Ron Stites
  - Office Manager Stites updated the board regarding investment accounts. He indicated that it would be prudent to maintain a higher than normal cash balance in anticipation of upcoming tax remittances and other major expenses at the beginning of 2025. He noted that VASC is not required to update their Schwab organization documents annually, but must do so anytime the organization changes. We DO need to make changes soon because the former Treasurer, Ed Cole, is the only person who now has the authority to manage the account. Ed is leaving soon. Hence, we need to act

on the 22-page form in the next 6 weeks or so. Lastly, he advised the Board that Intuit is no longer supporting non-subscription-based versions of Quick Books. Consequently, we should consider investing in Quick Books Online early next year.

- **Nominating Committee:**
  Maureen Bendure, Tom Edwards, Kathy Metz
  - Directors Edwards and Bendure confirmed that D.J. Hernandez has indicated willingness to fill the board vacancy created by Director Cole's retirement from the Board after the Annual Meeting in January, 2025.

- **Runway/Facility Committee:**
  Vince Phelps, Charles Elliston, Wayne Henke, John Conroy, Leon Brodie
  - Director Goeritz indicated no progress finding acceptable contractors for the 2024 crack sealing project. Based on his conversations with the Front Range Airport/Space Port Facilities Manager, he remains convinced that the extra cost associated with more expensive mastic crack sealing materials is worth the investment in the long run. He will continue to work this issue with an eye to accomplishing crack-sealing early in 2025.

- **Oil and Gas Committee:**
  Don Smallwood, John Allison
  NO REPORT.

6. **Old Business:**
   - Director Edwards reported that only one contractor has indicated interest (coincidentally, one of the same contractors that had bid on the crack-sealing project earlier in the year) in bidding on the Walking/Biking Path and that current guestimates are similar to what he presented at a previous meeting, but no hard bids had been received.
   - Office Manager Stites and Director Elliston will defer further discussion of corporate restructuring to more easily access Oil & Gas money for ongoing maintenance expenses until after the annual membership meeting on January 18, 2025, pending advice from a tax attorney specializing in non-profits contacted for this specific purpose.
   - Director Edwards moved, and Director Bendure seconded the motion, to approve the proposed 2025 budget for presentation to the general membership at the Annual Meeting in January 2025. The motion passed unanimously.

- A discussion regarding community funding of roll-off dumpsters was conducted. It concluded with Director Bendure's suggestion that springtime was a better time for such a project, and Board agreement that we should poll the membership at the annual meeting to get their sentiments on the issue.

7. **New Business:**
    - Director Elliston presented four new CCIOA-required policies for Board adoption. The policies to be presented were:
        1. A policy for adopting new rules and policies. Director Cole moved, and Director Edwards seconded the motion to adopt this policy as presented. The motion passed unanimously.
        2. A Policy detailing how board members will resolve conflict of interests in their board work. Director Edwards moved, and Director Cole seconded the motion to adopt this policy as presented. The motion passed unanimously.
        3. A Dispute Resolution Policy. Director Bendure moved, and Director Edwards seconded the motion to adopt this policy as presented. The motion passed unanimously.
        4. A policy prescribing unit owners' right to Inspect and Copy Corporate Documents. Director Edwards moved, and Director Cole seconded the motion to adopt this policy as presented. During discussion, Director Edwards suggested that there was some need to amend the policy slightly to provide more time for compliance in the event of the unavailability of the Office Manager for vacation, sickness or other reasons. However, Office Manager Stites pointed out that he policy as presented provided a thirty-day window option for request compliance until the next scheduled Board meeting, so an amendment was unnecessary. The motion passed unanimously.
        5. Director Elliston then presented a proposed amendment to the previously adopted Conduct of Meetings Policy to bring it in line with proposed amendments to the Bylaws. Director Edwards moved, and Director Cole seconded the motion to adopt this policy amendment as presented. The motion passed unanimously.

Director Elliston advised the Directors that adopting these policies brings the corporation much closer to being in total compliance with the CCIOA requirement for all Colorado HOA's to have nine specified policies in place. Those required policies are:

1) A policy for adopting new rules and policies.
2) A policy detailing how board members will resolve conflicts of interests in their board work.
3) A Dispute Resolution Policy.
4) A policy prescribing unit owners' right to "Inspect and Copy Corporate Documents".
5) A Conduct of Meetings Policy.
6) A Collections Policy.
7) An Enforcement Policy.
8) An Investment Policy.
9) A Reserve Study Policy.*

*The Reserve Study Policy has not yet been formalized. Office Manager Stites and Director Elliston will continue working on this policy and hope to have it in place by early 2025. This will bring us into complete compliance with CCIOA for the first time since CCIOA was instituted in 1992.

8. **The next board meeting** is scheduled to be held at **6:00 pm on January 9, 2025 at the Grady's house**, 15725 Elk Circle, Brighton, CO 80603.

9. **Adjournment**: Director Edwards moved to adjourn the meeting. The motion was seconded by Director Bendure. The meeting was adjourned at 8:54 pm.

Addendum:

Record of Board Motions at the December 5, 2024 Meeting:

- A motion was made and passed unanimously to accept the proposal by Prairie Dog Pros to perform the prairie dog poison application for an amount not to exceed $900.
- Director Edwards moved, and Director Cole seconded a motion to table a discussion of Director Goeritz' desire to rescind the two-proxy limit specified in the bylaws until the next board meeting. The motion passed unanimously.
- Director Edwards moved, and Director Bendure seconded a motion, to approve the proposed 2025 budget for presentation to the general membership at the Annual Meeting in January 2025. The motion passed unanimously.
- Director Cole moved, and Director Edwards seconded a motion to adopt the proposed Policy for adopting new rules and policies in compliance with CCIOA requirements. The motion passed unanimously.
- Director Edwards moved, and Director Cole seconded a motion to adopt the

proposed policy detailing how board members will resolve conflicts of interests in their board work, in compliance with CCIOA requirements. The motion passed unanimously.
  - Director Bendure moved, and Director Edwards seconded a motion to adopt the proposed Dispute Resolution Policy in compliance with CCIOA requirements. The motion passed unanimously.
  - Director Edwards moved, and Director Cole seconded a motion to adopt the proposed policy prescribing unit owners' right to inspect and copy corporate documents in compliance with CCIOA requirements. The motion passed unanimously.
  - Director Edwards moved, and Director Cole seconded a motion to adopt the proposed amendment to the previously adopted Conduct of Meetings Policy to bring it in line with proposed amendments to the Bylaws. The motion passed unanimously.

Year to Date Board Motions:

- **August 19, 2024**: The board moved to require formal Adams County approval of a proposal by Adam Vaughn to partner with Rod Woodard to create a drainage system that would spill into the bar ditch on the east side of Fortune Court towards 160th Avenue prior to Architectural Committee approval of the plan. Further, the board directed that Mr. Vaughn should be notified of this decision in writing ASAP. *Completed.*
- **September 16, 2024**: Director Cole moved to authorize rental of a handicapped capable Porta-Potty unit for the VASC Annual Picnic/Fly-in. Director Edwards seconded the motion and it was passed unanimously. *Completed.*
- **September 16, 2024**: Director Bendure moved for the directors to take two weeks to present the three walking/biking path options suggested by Director Edwards to their constituents for comments or suggestion of improvements. If no significant improvement suggestions are received from the membership by October 1, 2024, Director Edwards will proceed to acquire updated engineering drawings of all three options from Western Engineering and seek contractors willing to make bids for all three options. Director Edwards will then forward the updated drawings to the members of the board via e-mail before the October meeting, at which the options will be further considered prior to presentation to the full membership for approval at a special meeting. Director Cole seconded the motion, and it was passed unanimously. *In process.*
- **September 16, 2024**: Director Elliston called for adoption of the Approved Vendor Policy that was presented to the board at the August board meeting. Director Edwards moved to accept proposed policy as presented. Director

Bendure seconded the motion, and it was passed unanimously. *Completed*.

- **September 16, 2024**: Director Cole moved to authorize the purchase of the Owl Meeting device for $1,099.00 from Mr. Jim Vyduna. The device will become the property of VASC. Director Goeritz seconded the motion, and it passed unanimously. For the foreseeable future the board president will maintain custody of the unit. *Completed*.
- **September 16, 2024:** Director Edwards moved, and Director Cole seconded the motion to approve an annual subscription with the HOA Start web-hosting service as requested by Director Elliston and Office Manager Stites. The motion passed unanimously. *In progress. Note: HOA Start failed to meet our needs, so we are now developing a website using EasyHOA software. It is hoped the new website will be on line for introduction to the membership at the annual membership meeting on January 18th, 2025*. *In Process*.

  Note: No November meeting was held due to COVID exposure and inability of some Directors to attend.

- **October 13, 2024:** Director Goeritz moved to formally appoint Jeanette Vyduna as the VASC Treasurer. Director Bendure seconded, and it passed unanimously. *Completed*.
- **October 13, 2024:** Director Bendure moved to authorize Director Goeritz to negotiate with Front Range Asphalt for procurement of a multi-year maintenance contract to include crack filling and seal coating using CDOT approved materials for runway preservation. Director Goeritz seconded the motion and it passed unanimously. Director Goertiz was further instructed to email the board with the results of the negotiations. *In process.*