Meeting Minutes

VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS
Monthly Meeting on August 14, 2025

The meeting was held at the home of Jim and Jeanette Vyduna at 15886 Delta Court, Brighton, CO, on August 14, 2025.

Present at the Meeting were:

- **Board Members:**
  - Director Maureen Bendure, Vice-President (1B) (Term expires at end of 2025) - Absent (Excused).
  - Director Tom Edwards (2A) (Term expires at end of 2026) - Present.
  - Director Charles Elliston, President (Director At-large) (Term expires at end of 2025) - Present.
  - Director Buddy Goeritz (2B) (Term expires at end of 2025) - Present.
  - Director D.J. Hernandez (1A) – (Term expires at end of 2026) - Absent (Unexcused).
  - Treasurer Jeanette Vyduna - Present.
  - Office Manager Ron Stites, Stites & Associates, LLC (plans to retire at end of 2025) – Present (In person)
- **Guests**: (Indicate the names of guests in attendance.)
  - Fuel Committee and Investment Committee member, Mr. Jim Vyduna - Present.
  - Governing Document Review Committee Member, Mr. Don Watkins – Present.

NOTE: Everyone present should assume that all aspects of the meeting are being video and/or audio recorded.

1. President Elliston, called the meeting to order at 6:35 pm.

2. President Elliston, acting temporarily in the role of secretary
   - verified that meeting notice was issued in accordance with the bylaws,
   - conducted a roll call,
   - verified that a quorum is present, (three directors are required to be present in person or electronically for a quorum)
   - verified that the previous month's meeting minutes had been approved via email.

3. **President's Report**: (It is assumed that all directors and officers will have read this report prior to the meeting, hence the President will not take meeting time to verbally present the report to the board.)

   A. It is my sad duty to inform the board and the membership that our Board Secretary, Mandy Donavan, has announced that due to significant health challenges, she is stepping down from the secretary position effective Sunday, August 10, 2025. The board wishes to thank Mandy for all the time and effort she has put into the job over the last eight months. She has made valuable contributions at every meeting and many times between meetings. We are a better board because of her commitment and leadership in a difficult job. We will miss her enthusiasm and smiling face at future meetings. And of course, we wish her the very best of everything, especially health wise, and look forward to seeing her at community gatherings in the future.
   B. The Walking/Biking Path construction drawings, drainage plan, and permit application were submitted electronically to Adams County on Wednesday, August 6th from the offices of Western Engineering Consultants in Ft. Lupton. Additionally, we learned that we must also file an application for a storm water permit with the State of Colorado. That was accomplished with the help of Western Engineering Consultants on Friday, August 8th, 2025. We are hopeful that both approvals will be relatively quick so construction can begin as soon as possible.
   C. Work on the rezoning application for the southeastern 5-acres from C-3 to A-1 remains in progress. Due to demands of the Walking/Biking Path, and some mental health time-off for the board president in July, this work has remained sporadic and occasional.
   D. A dispute between two corporate members has led the board to new, for some of us at least, knowledge regarding Adams County road right-of-ways. Here are some key points:

      1. For those whose property abuts 160th Avenue or Harvest Road, the County owns a forty (40) foot right-of-way on either side of the road. Other than a mailbox, property owners may not erect any structure, including fencing on the right-of-way.
      2. For those whose property abuts 156th Avenue, the County owns a thirty (30) foot right-of-way.
      3. Several property owners have planted trees, or erected fences on various rights-of-way over the years. In most cases, the County has not expressed concern about such items, except for mailboxes contained in

brick-and-mortar protective structures. They have required residents to remove such structures. Otherwise, if the County does not wish to widen the roadway, and no property-owner disputes arise with respect to use of gates, etc., the County will probably leave well enough alone.

4. Curiously, the paved taxiways do not extend to the Van-Aire property boundary. The paved portion of each taxiway appears to end approximately 170 feet short of the outer V-A boundary.
5. There is a 10-foot-wide easement on either side of the extended taxiway centerlines from the end of the paved taxiways to the V-A boundary.
6. There is a 30-foot-wide easement on either side of the actual taxiway centerlines.
7. The significance of the easements is that while property owners are responsible for mowing and maintenance of the taxiway easements on their property, they may not build anything on those easements for any purpose without Architectural Control Committee and Adams County approval. The VASC Declaration and Protective Covenants also preclude erection of any structures within the taxiway easements.

E. The prairie dogs are back. Not in large numbers yet, but they are returning. The current plan is to approach one of our members who is a state-certified applicator to deal with them using poison when it becomes legal this fall. Last year's use of gas pellets during the summer season was not sufficiently effective to justify spending more money on it this year.

F. Office Manager Stites is continuing work to get the new website up and running. The site has not proven to be as utilitarian to either the administrators or the audience as we anticipated it would be when we agreed to the subscription last year. We expect these efforts to intensify now that the Walking/Biking Path ballot is behind us.

-End of Report-

4. Preceding the normal order of business, President Elliston led a discussion regarding appropriate board member behavior including a review of the Basic Board Member Duties document that has been shared with the board and membership on previous occasions. He also reiterated the imperative requirement for all board members to treat the unpaid, volunteer job of representing their block constituency as an important duty of service to the community, which deserves mutual respect, professionalism, and a strong commitment to thinking and acting as a team to achieve the best results for the membership. He also reviewed the board's successes of the past year, noting that although often contentious, recent board

meetings have been very productive.

5. **Treasurer's Report**:
   - Treasurer Vyduna and Office Manager Stites
     - VASC Treasurer Vyduna briefed the board on recent expenses paid, progress with updating the Charles Schwab account with current responsible agents, and the corporation's current financial health, which is excellent. She also briefly discussed a few remaining chronically overdue membership assessment payments. During this discussion, Director Edwards moved to direct Office Manager Stites to contact Altitude Law, our HOA legal counsel, with instructions to draft an update to our Collections Policy incorporating changes to the Colorado Common Ownership Interest Act that were enacted by the Colorado legislature and become effective on October 1, 2025, for the price of $350.00. Director Goeritz seconded the motion. The motion was approved unanimously.

       Ms. Vyduna also advised the board that we still need an IRS W-9 form from DC Construction, who completed our asphalt crack-fill project in July, as well as a W-9 form from Chavez Construction, Inc, who will be building the Walking/Biking path. Director Elliston committed to acquiring these forms.

       Director Edwards subsequently moved to authorize Office Manager Stites to confer with Altitude Law regarding filing a lien against the property of one member who is more than a year overdue in assessments. Director Goeritz seconded the motion. The motion passed unanimously.

     - Office Manager Stites presented a draft procedure for the "Standing Investment Committee," including details on membership requirements, a signature page for the president and treasurer, and a conflict-of-interest policy. The discussion underscored the importance of engaging professional legal and financial advice. Accounting details focused on general reserve adjustments for oil and gas funds and managing a Schwab account with multiple signatories. Office Manager Stites pointed out the bylaw requirement for strictly low-risk investments with maximum returns. The lowest risk is with US government-guaranteed investments (CDs, treasury notes, bonds) but those are also guaranteed low-return investments. He discussed drafting a clear policy to permit exiting restrictive loops on CD purchases.   Director Edwards suggested that investment diversification, using professional asset management to balance security with return on investment, is an accepted industry practice that should be considered by Van Aire to achieve a better return on investments.

Additional Investment Committee SOP discussion centered on the differences between formal meetings and working sessions for the committee. Office Manager Stites stated that recorded minutes of all Investment Committee meetings were mandated for annual reporting. He further stated that indemnification of Investment Committee members over and above the standard board member indemnification is necessary, in consideration of greater responsibility and liability for members of the committee. He suggested the need to contact legal advisers to draft an indemnification clause with proper legal terminology. The board agreed that ensuring fiduciary responsibility compliance and appropriate insurance coverage was appropriate. After considerable discussion on the topic of indemnification, Mr. Stites agreed to contact our insurance carrier to determine if our current errors-and-omissions coverage for board and committee members would provide sufficient protection for Investment committee members.

Member Jim Vyduna suggested that due to issues the board has experienced with Charles Schwab Company, with whom we are currently investing the Oil and Gass money, it might be informative and helpful to the board and the Investment Committee to invite representatives from JP Morgan to better understand alternative investment strategies. Don Watkins suggested that his brother-in-law, who works for an investment company called Haggerty Strategies, might be a possible resource as well. Debate ensued over the necessity of a formal investment committee with some members advocating that the board continue as-is with internal management by the Treasurer and Office Manager. This led to discussion of concerns about the complexity of financial management along with suggestions to hire a full-time local bookkeeper or someone proficient in QuickBooks to replace Office Manager Stites when he retires from serving VASC at the end of 2025. Director Edwards emphasized the board's need to act as gatekeepers and quality assurance agents in overseeing financial management processes. He further emphasized the importance of board and membership recognition of increased annual administrative costs and potential professional service fees as the complexity of our financial situation grows with additional oil and gas revenue. He also expressed concerns about the feasibility of maintaining current low HOA assessment levels while exploring professional management options and paid officer positions. Director Elliston expressed extreme dislike for the idea of a professional management company being placed in control of the HOA, stating that volunteer membership control of paid secretarial and accounting help was highly preferable to outside managers. He agreed that retaining a paid Board Secretary, as well as a paid Board bookkeeper would be helpful in maintaining continuity and consistency with those essential tasks.

6. **Committee Reports:**

- **Architectural Control Committee:**
  Tom Alexander, John Conroy, Tom Edwards, and Maria Riehl.
    - Director Edwards briefed the board on an application by a member for ACC approval of a proposed new hangar. He further briefed the board on an application to the ACC for the construction of a fence on the extended centerline of a taxiway between the taxiway end and the county right of way of a major feeder route bounding the VASC compound. Such construction is not acceptable as it ignores county-mandated, and Covenanted utility easements. He requested that the ACC be permitted to engage in further discussion of the request with the property owner with the goal of ensuring compliance with said easements. The board agreed that further discussions with the property owner would be appropriate.

- **Audit Committee:**
  Linda Alexander, Maureen Bendure, Nancy Flanigan, Helen Gaines, and Wendy Odenbrett.
    - No Report.

- **Common Area Committee:**
  Terry Jackson, Vince Phelps, Charles Elliston, Carl "Buddy" Goeritz.
    - Director Goeritz advised the board that prairie dogs have been sighted on the 16 acres to the west, as well as the common property to the east of the western-most taxiway that enters Runway 30. President Elliston confirmed the sightings. He further advised the board that one of our members is a certified applicator regarding prairie dog mitigation and suggested that we contact that individual for action when poison bait becomes legal in late fall. Director Edwards moved to hire that individual to eradicate the prairie dogs by applying using poison bait as

soon as it is legal to do so. Director Goeritz seconded the motion. The motion passed unanimously. President Elliston will contact the member with a request for assistance soon.
  - Director Goeritz asked a question about plans for the annual VASC Fly-in/Picnic. At the July 2025 monthly VASC Board meeting, Director Edwards suggested that it might be best not to schedule the Fly-in/Picnic until we have a firm schedule for construction of the Walking/Biking path. The board agreed at that time and continues to agree that we should not schedule any community common area activities during the time the Walking/Biking Path is expected to be under construction. The board further agreed that if the path is completed in a timely manner this summer or early fall, there will still be time for a short-notice Fly-in/Picnic before winter weather arrives.

- **Governing Document Review Committee:**
  <u>Carl Goeritz, Don Watkins, Charles Elliston</u>
  - President Elliston presented a revised draft of the proposed amendments to the VASC Bylaws that were introduced to the board at the January 2025 board meeting, and to the membership at the February 2025 Annual Membership meeting. Director Edwards stated that the document should not be approved until the absent board members can be present to express their opinions. Director Goeritz suggested the GDRC should review the document a second time since President Elliston added some edits since the last review by the committee. President Elliston agreed, and the committee will review the document within the next week or so. Director Edwards agreed to hold a discussion with the absent board members regarding the document within the next week or so, as well out of respect for President Elliston's strong desire that the document be presented to the membership for a line-item up-or-down vote as soon as possible.

- **Fuel Facility Committee:**
  <u>Jim Vyduna, Charles Elliston, John Conroy, Charles Elliston, and Wayne Henke</u>.
  - Fuel Committee Chair, Jim Vyduna updated the board on the most recent fuel delivery, as well as the observed performance and limitations of the trial video surveillance system temporarily installed at the VASC Aviation Fuel Dispensing Facility. He asked for a motion to approve permanent installation of the devices, but Director Edwards suggested that additional evaluation time would be advisable prior to

final approval. The board agreed with Director Edwards.

- **Investment Committee:**
  Director Maureen Bendure, Terry Jackson, Jim Vyduna, Treasurer Jeanette Vyduna, and Office Manager Ron Stites (Mr. Stites is NOT a voting member of the committee. He serves in an advisory capacity only.)
    - Office Manager Stites briefed the board on the plan to publish a formal Standard Operating Procedure for the Investment Committee during the Treasurer's Report, so no further discussion was conducted under this heading.

- **Nominating Committee:**
  Director Maureen Bendure, Director Tom Edwards, and Kathy McGurran.
    - President Elliston reminded the board that due to Board Secretary Donovan's resignation, it is now necessary to recruit a new board secretary. Director Edwards suggested that due to the increasing complexity of the corporation's operations and much larger budget over the past several years, and the substantial administrative demands associated with the Board Secretary position, the board should consider hiring a professional secretary instead of asking an unpaid volunteer to perform those extensive duties. The board agreed. Director Edwards committed to doing research to find a local person to fill the job.

- **Runway/Facility Committee:**
  Vince Phelps, Charles Elliston, Wayne Henke, John Conroy, Leon Brodie, Buddy Goeritz
    - Director Elliston reiterated the entries in the President's report regarding progress in acquiring the required county and state permits for the Walking/Biking Path. He extended a heartfelt thanks to everyone who worked so hard on the project, and the members who took the time to carefully consider the issue and submit their vote during our recent ballot. As a result of all that hard work the Walking/Biking path is on the way to becoming a reality which will enhance safety for both flyers and walkers, as well as increase the attractiveness and functionality of our common area.
    - Director Goreritz raised a question about definitive latitude and longitude coordinates of the corners of the paved runway.   These coordinates are necessary for Foreflight, and other synthetic vision

systems to accurately depict the runway on digital cockpit and iPad flight guidance displays. Director Elliston committed to querying Western Engineering Consultants to determine if any previous surveys on file might have the coordinates, or if an additional survey would be required to determine them.

- Related to the subject of the runway coordinates, Director Vyduna mentioned that Member Brandon Jewett is still on file as the primary point of contact with respect to the FAA Airport Database. He suggested that this should be updated to reflect current HOA leadership and committed to reaching out to an FAA contact he established at Oshkosh last year to initiate this procedure.

- **Oil and Gas Committee:**
  Don Smallwood, John Allison
    - No report.

- **Tax Strategy Task Force Committee:**
  John Conroy – Chair,…
    - No member of the committee was present, so no report was presented. Director Edwards moved to decommission the VASC Tax Strategy Committee and incorporate that function into the Investment Committee. Director Goeritz seconded the motion. The motion passed unanimously. Office Manager Stites agreed to contact Member John Conroy to advise him of the change.

7. **Old Business:**
    - Office Manager Stites advised the board that progress on the new website has been minimal of late, due to other demands of the corporation.
    - President Elliston called for a motion to approve the proposed VASC Guidelines for Volunteer Committees presented for a first reading at the June 12th, 2025 monthly board meeting. (See Addendum 2.) Director Edwards moved to defer action on this policy until the next monthly meeting to give the absent board members an opportunity to express their opinions on the subject. Director Goreitz seconded the motion. The motion carried.
    - President Elliston briefed the board on the large pile of dirt and debris located just outside the southern fence line on the 5-acre property on the corner of Harvest Road and 156th Avenue. We must remove it to

avoid an HOA complaint from Green Estates, which is the HOA responsible for that neighborhood, or a possible complaint from Adams County. He suggested it may be used to serve as fill dirt for the Walking/Biking Path once construction begins. Chavez Construction has been briefed on this and agrees. Also, there is a large amount of crushed asphalt and rock on the surface of the property that may also be removed and transported to serve as road base for the new Path. In addition to that material, we welcome the opportunity to assist any corporate member who has excess dirt they wish to get rid of, by using it as fill or road base for the new Walking/Biking path. Please contact your board president if you wish to assist us in this manner.

8. **New Business:**
    - President Elliston advised the board that Member Terry Jackson had contacted him in July to ask if the board is planning to hire dumpsters for community use during the fall season this year. After considerable discussion, the board decided that the risk of liability associated with the possibility of outsiders, or our own members depositing hazardous materials in such dumpsters, and/or overfilling the dumpsters, plus the additional cost associated with such behavior, was not in the best interest of the community. Hence the board decided not to move forward with a community clean-up dumpster project this year.

9. **Speaker's Corner, or Open Forum:**
    - Member Don Watkins addressed the board with a story in the Keenesburg Wildlife Sanctuary's semiannual magazine describing problems for the sanctuary animals resulting from residential encroachment. He expressed concern that we could be subject to similar problems with the property on the north side of 160th Avenue if the current owner ever chooses to sell the property to real estate developers. That property lies directly under our downwind leg to both runways. Future residents might very likely complain about noise, much like the residents surrounding Erie Municipal (EIK) and Parkland Estates are currently complaining. He suggested, and the board agreed, that we should maintain vigilance and be financially prepared to purchase the land preemptively, if possible, to preclude such future development. The board agreed that Mr. Watkins' concern is valid, and that the board would strive to be aware if any neighboring properties come on the market.

10. **Executive Session**:

- Executive Session was not deemed necessary at this meeting.

11. **The next board meeting** is scheduled to be held at 6:00 pm on September 16, 2025 at the home of Jim and Jeanette Vyduna, 15886 Delta Court, Brighton, CO 80603.

12. **Adjournment**: The meeting was adjourned at 9:24 pm.

Addendums:

Addendum 1:

Board Motions and Disposition for Calendar Year 2024:

- **July 15, 2024**: Maureen nominated Charles Elliston to fill the vacant At-Large Director position. Since the position was uncontested, the nomination was accepted unanimously. *(Completed).*
- **July 15, 2024:** Maureen called for a motion to nominate Charles for the position of President. Tom nominated Charles and Buddy seconded the motion. The motion passed unanimously. (*Completed*)
- **July 15, 2024:** Tom proposed a motion to increase the cap for Ron's work by $500.00 monthly. Which will be a total of 1500.00 per month for his continued support. Ed seconded the motion and it was approved unanimously. (*Ongoing.*)
- **July 15, 2024:** Tom proposed a motion, in light of Ron's move to Missouri, for an extra person to help with the Certificates of Deposit and Schwab account rollovers. Maureen volunteered to serve in that capacity going forward. Ed and Maureen will coordinate with Ron to manage the CD investments portfolio to make sure they are properly timed and accounted for. Maureen seconded the motion and it was approved unanimously. (*Completed.*)
- **July 15, 2024:** Buddy made a motion to retract the Board's proposed revision of the Airport Operating Rules and Regulations. Maureen seconded the motion and it passed unanimously. (*Completed.*)
- **August 19, 2024**: The board moved to require formal Adams County approval of a proposal by Adam Vaughn to partner with Member 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 Member Adam 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. (*Completed.*)

- **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*.) Note: Mr. Jim Vyduna has generously volunteered a room in his residence for future board meetings. The room is equipped with a very large screen TV, which will facilitate electronic attendance by Office Manager Stites as well as other Directors who may not be able to attend in person. To facilitate this change, Mr. Vyduna will maintain physical possession of the Owl device for the foreseeable future.
- **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*. (*Completed*.)
- **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. (*Completed.)*
- **December 5, 2024:** 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. (*Completed.)*
- **December 5, 2024:** 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. (*Discussion tabled pending proposed revision of VASC Bylaws later in the year.)*
- **December 5, 2024:** 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. (*Completed.)*
- **December 5, 2024:** 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. (*Completed.)*
- **December 5, 2024:** 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.

(*Completed.)*

- **December 5, 2024:** 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. (*Completed.)*
- **December 5, 2024:** 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. (*Completed.)*
- **December 5, 2024:** 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. (*Completed.)*

Year to Date Board Motions and Disposition of Same:

- **January 9, 2025:** Director Cole moved, and Director Edwards seconded a motion "To create an ad hoc committee called the Tax Strategy Task Force, to be chaired by John Conroy and populated by volunteers he selects. Said committee will conduct research and seek legal advice from qualified tax and non-profit experts, providing monthly reports to the board, which may be verbal or in writing. The committee will be funded initially with $5000.00 for legal and research fees." The motion passed unanimously. (*Incomplete.*)
- **January 9, 2025:** Director Edwards moved, and Director Cole seconded a motion to "Approve the proposed bylaw revisions for presentation to the membership for a first reading at the annual meeting, followed by a 30-day comment period, followed by a full membership vote on the website or US Postal Service for our members who prefer working in hard copy." The motion was approved unanimously. (*In process – pending activation of voting feature of new website*.)
- **February 11, 2025:** Director Cole moved that the proposed **Policy Prescribing Methodology in Revising Governing Documents** be adopted as presented. Director Goeritz seconded the motion. The motion passed with two votes FOR, no votes opposed, with two board members absent. (*Completed.)*
- **February 11, 2025:** Director Cole moved that the board direct the Governing Documents Review Committee to study the Protective Covenants in detail, with an eye to recommending to the membership that the three-hangered-airplane restriction, along with other inappropriate and unjustifiable rules, be removed from the protective covenants in accordance with the procedure specified in the governing documents and VASC Policy Prescribing Methodology for Amending Governing Documents. Director Goeritz seconded the motion. The motion passed with three votes FOR, and no votes opposed, with two members of the board absent. (*In process.)*
- **March 11, 2025:** Election of board officers for 2025: President, Director Charles Elliston; Vice-president, Director Maureen Bendure; Board Secretary, Member Amanda Donovan; Board Treasurer, Member Jeanette Vyduna. *(Completed.)*
- **March 11, 2025:** Director Edwards moved to give Director Goeritz until March 30th to find someone to farm the land. If no one is found to farm the land before that date, the board will approach Mr. Don Smallwood to plant grass on the property, with the caveat that Mr. Smallwood would be compensated for seed, fuel, fertilizer, and equipment rental, but not for labor, per the VASC Bylaws. Director Bendure seconded the motion, which passed unanimously. (*Completed.)*

- **March 11, 2025:** Director Elliston said that he had been contacted by Adam Vaughn, who is a certified prairie dog applicator to obtain bait and and apply it to remaining active holes under Mr. Vaughn's supervision. The board voted to approve the purchase. *(Completed.)*
- **April 17, 2025:** Director Edwards moved, Director Goeritz seconded, and the board voted unanimously to approve the (proposed Land Use) agreement including the once-per-season seeding provision and that VASC would contract directly with Agfinity for herbicide application. (*Completed.)*
- **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. (*Completed.*)
- **May 6, 2025:** 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 were:

  Director Bendure: "Option 5" (DC Construction)

  Director Hernandez: "Option 5" (DC Construction)

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

  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. (*Completed.*)
- **June 12, 2025:** Director Edwards moved to formalize the choice of three contractors, , Chavez Construction, DC Construction (the crack-fill contractor), and Harris/Bijou Grading, for submission to the full membership to approve the cost of the project and to select the contractor to do the work. Director Bendure seconded the motion. The motion was passed with four votes (including Director Hernandez' proxy). Director Goeritz abstained from voting. (*Completed.*)
- **June 12, 2025:** Director Edwards moved to direct President Elliston to contact all 3 contractors to verify they still wanted the job, when they could start work, and how long the job would take. Director Bendure seconded the motion. The motion passed with 4 votes (including Director Hernandez' proxy) with Director Goeritz abstaining. (*Completed.*)
- **June 12, 2025:** Director Bendure moved to present only the fourth Walk/Bike Path design option, i.e., a ten-foot-wide asphalt path on the north side of the runway, a sixteen-foot-wide path/parallel taxiway on the south side of the runway, rerouting the northwestern-most taxiway to the runup pad instead of the end of the runway, and enlargement of the runup pads on both ends of the runway to the membership for approval. The reasoning is that four configuration options, and three contractor options represented too many choices for presentation to the membership at one time. It is believed that so many choices might discourage some members from voting, and that the voting results might not result in a clear majority for any one option. Director Edwards seconded the motion. The measure passed unanimously. (*Completed.*)
- **June 12, 2025:** Director Bendure moved that the presentation to the membership for a vote on the path project include the information about availability of each of the selected finalist contractors to do the work, as well as the bid price by each contractor be presented to the membership at the time of the vote. Director Edwards seconded the motion, and it passed unanimously. (*Completed.*)

- **June 12, 2025:** After more discussions about the bike path and how to present it to the membership continued, it was decided that only one contractor and one layout be presented to the membership with the membership then voting YES they want it as proposed on NO they do not. Director Edwards moved to authorize up to three (3) electronic meetings to make a final decision regarding the contractor and then to discuss the layout and timeline before presenting it. The electronic meetings will be conducted in accordance with the VASC Conduct of Meetings Policy, and as such will not be impromptu in nature. Director Bendure seconded the motion, and it passed unanimously. (*Completed.*)
- **June 12, 2025:** The board also decided, without a formal motion that the vote on the Walking/Biking Path issues would be a mail-in ballot for all members, rather than the electronic vote using the new website favored by President Elliston. (*Completed.*)
- **June 12, 2025:** President Elliston discussed a proposed amendment to the VASC Conduct of Meetings Policy. This proposed amendment was presented to the board for board consideration with the meeting agenda ten (10) days prior to this meeting. The proposed amendment adds a requirement for minutes of all meetings of the board and membership to be recorded and posted to the membership via email, to the website, and to the corporate document archives with specific time frames for each posting. President Elliston said that this provision should have been included in the original version of the policy, but was inadvertently omitted. Director Edwards offered a motion to approve the amended policy as presented. Director Bendure seconded the motion which passed unanimously. (*Completed.*)
- **June 12, 2025:** Mr. Vyduna also informed the board that he had previously installed, on a trail basis, a new faster Wi-Fi router by Verzion in the fuel facility building. The Wi-Fi router is an integral part of our credit card processing system. He stated that the router had much higher data throughput capability than the old Comcast system and that a Verizon account was considerably less expensive. Mr. Vyduna asked the board to approve the cancelation of the Comcast service and change to Verizon on a permanent basis. Director Edwards moved to cancel Comcast and move to Verizon. Director Bendure seconded the motion, which passed unanimously. (*Completed.*)
- **August 14, 2025:** Director Edwards moved to direct Office Manager Stites to contact Altitude Law, our HOA legal counsel, with instructions to draft an update to our Collections Policy incorporating changes to the Colorado Common Ownership Interest Act that were enacted by the Colorado legislature to go into effect on October 1, 2025, for the price of $350.00. Director Goeritz seconded the motion. The motion was approved unanimously. (*In process*.)
- **August 14, 2025:** Director Edwards moved to authorize Office Manager Stites to confer with Altitude Law regarding filing a lien against the property of one member who is more than a year overdue in assessments. Director Goeritz seconded the motion. The motion passed unanimously. (*In process*.)
- **August 14, 2025:** Director Edwards moved to disband the VASC Tax Strategy Committee and incorporate that function into the Investment Committee. Director Goeritz seconded the motion. The motion passed unanimously. (*Completed*.)
- **August 14, 2025:** Director Edwards moved to defer action on the proposed Guidelines for Volunteer Committees policy until the next monthly meeting in order to give the absent board members and opportunity to express their opinions on the subject. Director Goreitz seconded the motion. The motion carried. (*In process.*)

- **August 14, 2025:** Director Edwards moved to hire one or our members who is a state-certified applicator to eradicate the prairie dogs using poison bait as soon as it is legal to do so. Director Goeritz seconded the motion. The motion passed unanimously. (*In process*.)

ADDENDUM 2:

Guidelines for Volunteer Committees

Introduction:
Due in large part to the incredible volunteerism of residents, Van-Aire Skyport currently offers well maintained facilities at an outstanding value. In an attempt to encourage volunteerism, and to promote efficiency and good cheer amongst those who do volunteer, the board has created a standardized set of procedures to guide the various committees in pursuit of their respective missions. These procedures are intended to serve as guidelines that establish reasonable expectations, and promote efficient use of volunteers' time and energy.

Mission Statement:
Committees exist to perform a necessary function in furtherance of the corporate vision and mission. To assist committee members in maintaining focus on the committee's assigned tasks, the committee should draft a committee mission statement that defines the committee's purpose and methodology. The committee mission statement, like the corporate mission statement should be reviewed by all committee members from to time, especially when new members join the committee.

Committee Members:
Committees are normally populated by community residents who volunteer at the annual general membership meeting, or at other times as circumstances may dictate. The number of committee members, and their respective roles and responsibilities may be determined internally in coordination with the committee chairperson.

Committee Chairperson:
A chairperson should be appointed by each committee. The chairperson will coordinate the actions of the member-volunteers, and serve as the primary point of contact between the committee and the VASC board. The chairperson is responsible to provide the board with a periodic report on the committee's activities.

Committee Reports to the Board:
Depending on the nature of the committee, reports may be as infrequent as annually – at the annual general membership meeting – or as frequent as a monthly presentation at VASC board meetings. Written reports by committee representatives are preferred because they can be entered into the board meeting minutes as part of the permanent record. E-mail is the preferred method of submitting reports due to the ease of dissemination, reproduction, and inclusion into the permanent record.

Budgeting:
The VASC Bylaws permit the board to allocate funding to committees on an as-needed basis. The committee chairperson is responsible for preparing a budget request for submission to the board of directors if the need arises. The committee chairperson will have the authority and responsibility to administer the committee's budgeted funds. Typically, the chair would use personal funds to accomplish the particular committee task, and then submit an invoice with receipts to the board

treasurer for reimbursement. This simplifies the bookkeeping and eliminates the need for a corporate credit card, or multiple corporate checkbooks.

Committee Standard Operating Procedures (SOP):
Each committee chair should enlist the experience and expertise of the committee members to create a formalized SOP. This will serve to create a body of institutional knowledge to provide guidance for current and future committee members. The SOP should be amended as experience grows and circumstances alter the committee's methods and procedures. Each committee's SOP should be provided to the board and posted on the corporate website.

Frequency of Committee Meetings:
All committees should meet at least annually to select a chairperson, determine task strategies, and establish a communication network. Committees with more complex tasks should meet more frequently as needed.

Meeting Minutes:
All committees should keep formal meeting minutes. This will help maintain institutional memory regarding decisions made, implementation of those decisions, and progress toward long-term committee objectives. Meeting minutes should be kept by a designated committee member. The minutes should be submitted to the VASC board secretary at least annually for posting to the corporate website and retention in the corporation's document archives. E-mail is the preferred method of submitting committee meeting minutes to the board secretary due to the ease of dissemination, reproduction, and inclusion into the permanent record.

Standing Committees

1. Architectural Control Committee:

Responsibilities:

- Provide protective covenant compliance guidance to residents wishing to engage in major property improvements including new home construction, new hangar construction, erecting fences, and other property improvements that may impact neighborhood property values.
- Maintain records of property improvement applications and the disposition of those applications, i.e., approved or denied, and the reasons for denial.

2. Audit Committee:

Responsibilities:

- Conduct internal audits of the corporation's financial records at least annually, and submit the results of those audits to the corporate membership at each annual general membership meeting.
- Arrange for periodic external audits of the corporation's financial records at least once every five (5) years, and submit the results of those audits to the corporate membership at the next respective annual general membership meeting.

3. Common Area Committee:

Responsibilities:

- Maintain the Van-Aire common area including grass landscaping, common area shelter etc.
- Mow and maintain the common area grass.
- Facilitate any prudent improvements that may arise relating to Van-Aire common area.
- Arrange for herbicide treatment to mitigate weed proliferation.
- Arrange for prairie dog colony mitigation.

4. **Fuel Facility Committee:**

   Responsibilities:

   - Maintain the Van-Aire Aviation Fuel Facility.
   - All Fuel Committee members should remain knowledgeable on the emergency procedures (SPCC, spill cleanup, etc.), troubleshooting techniques, and normal operations of the fuel system so as to serve as a point of expertise for the members.
   - Assist users in problems that arise with the fuel dispensing system.
   - Be available to provide government required training to users including SPCC, proper use of materials, and spill cleanup and reporting.
   - Facilitate any prudent improvements that may arise relating to Van-Aire fuel farm.
   - Recommend and facilitate improvements to the fuel storage/dispensing infrastructure that may be needed improve residents' safety, enjoyment, and the utility of Van-Aire Skyport.

5. **Governing Document Review Committee:**

   Responsibilities:

   - Conduct a review of the corporate governing documents at least bi-annually.
   - Ensure that the corporate governing documents comply with all applicable federal, state, and local laws.
   - Ensure that all corporate governing documents are consistent with all other corporate governing documents. I.e., ensure that no provision of the Bylaws conflicts with any provision of the Articles of Incorporation, or The Declaration and Protective Covenants.
   - Ensure that all board policies are consistent with all provisions the governing documents.

6. **Investment Committee:**

   Responsibilities:

   - Assist the Board Treasurer in monitoring and managing the corporation's investments to ensure that adequate future maintenance reserve funding is available as needed.

7. **Nominating Committee:**

   Responsibilities:

   - Anticipate board vacancies and actively recruit new board members to replace retiring board members, or fill board seat vacancies that occur due to illness or other inability of a board member to fulfil their duties prior to the expiration of their term of office.
   - Create and implement a long-term succession plan to ensure key board positions are filled by trained, experienced, and competent leaders.

8. **Runway Facilities Committee:**

   Responsibilities:

- Maintain the airport facilities including the asphalt surface of the runway and taxiways, airport lights, wind socks, wind tetrahedron, segmented circle, and all other equipment related to Van-Aire Skyport.
- Communicate and coordinate with the board as to the operational status of the airport and future and current maintenance requirements.
- Remove snow, ice, grass, or other contaminates to keep the runway and taxiway surfaces in operational condition.
- Recommend and facilitate improvements to the runway/taxiway infrastructure that may be needed improve residents' safety and enjoyment of the Van-Aire Skyport runway and taxiway system.

Ad Hoc Committees

1. **Oil and Gas Committee:**

   Responsibilities:

   - Maintain awareness of the circumstances and actions of VASC's mineral rights lessors.
   - Negotiate, or renegotiate contracts with VASC's mineral rights lessors as necessary.
   - Keep the board, and thereby, the membership apprised of developments in the Oil and Gas industry and the possible short and long-term impacts of those developments on VASC's mineral rights lessors, and VASC.

Addendum 3:

Basic Board Member Duties

Each Board Member has fundamental legal duties and responsibilities which include:

- **Duty of Care** — Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise their best judgment while doing so.

- **Duty of Primacy** — Each board member must always put the interests of the organization before their personal and professional interests when acting on behalf of the organization.

- **Duty of Loyalty** - The Board always speaks to the Corporate Membership with one voice. If a Board Member does not agree with a majority decision of the Board, s/he is obligated to support the Board's decision when interacting with the Corporate Membership outside the Boardroom.

- **Duty of Legal Compliance** — Board members are responsible for ensuring that the organization complies with all applicable federal, state, and local laws, as well as the organization's governing documents, while assiduously adhering to the Corporation's mission.

- **Ethical Duty** – In addition to observing the above listed duties, Board Members have a responsibility to behave ethically by scrupulously striving to openly and transparently do the right thing for the organization and its members at all times. Good Board Members serve the organization, not themselves.

Board and Board Member Responsibilities:

- Attend all board and committee meetings and functions, arriving on-time, every time.

- Review the meeting agenda and supporting materials prior to Board and committee meetings so as to be prepared to intelligently discuss the issues the Board will be addressing.

- Follow conflict-of-interest and confidentiality policies. The organization's mission always comes first! Board Members must always avoid even the appearance of a conflict of interest. Recusal is mandatory in the event of a real conflict of interest.

- Continually monitor the Corporation's financial health through a monthly review of the financial statements provided by the Treasurer/Office Manager/Accountant, and commissioning frequent outside audits by professional agencies.

- Serve on committees, both standing and ad hoc, as well as take on special assignments.

- Serve as a communication interface between the Corporation's Membership and the Board to both understand the desires of the membership, and communicate those to the Board, as well as inform the Membership regarding the Board's intentions, actions, and reasoning.

- Ensure that the organization has up-to-date risk management policies and procedures, and appropriate insurance to mitigate legal and fiscal liability.

Risk management policies include airport operational rules and regulations, as well as published standard operating procedures for fiscal management and accountability.

- Annually review published corporate policies to ensure compliance with statutory changes and best practices.
- Continually monitor progress of projects designed to further achievement of goals related to the organization's mission.
- Actively recruit individuals from the Corporate Membership who can make significant contributions to the work of the board and the organization.
- Keep up-to-date on developments in the organization's field.
- The Board should provide, and Board Members should seek and receive appropriate training in effective board membership.