MINUTES OF REGULAR MEETING OF THE
VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS
NOVEMBER 14, 2022

1. The meeting was convened at the home of Bill Teater on November 14, 2022. It was called to order by President John Conroy at 7:20 pm.
2. Present at the Meeting were:
    1. Board Members
        1. John Conroy (President and 2B)
        2. Bill Teater (Acting Secretary and 1B)
        3. Charles Elliston (1A)
        4. Tom Thrall (Member-at-Large)
    2. Other Members
        1. Ed Cole (Secretary/Treasurer)
    3. Visitors
        1. Ron Stites, Stites & Associates, LLC
3. John presented the Agenda. It was accepted by acclamation.
4. Tom suggested that the Agenda item, “New Secretary-Treasurer” be moved to the beginning of the Agenda. This was accepted by acclamation.
5. The concept and costs of a “New Secretary-Treasurer” were discussed. Included in the discussion was a review of tasks, priorities, responsibilities, and appropriate title. After review of the By-Laws, it was concluded that the proper title should be “Office Manager.” Charles moved that Ron Stites of Stites & Associates, LLC, be hired on a month-to-month basis to assist the Board in their management of the affairs of the Corporation at a stipend of $1000 per month to be billed as a contractor. This was seconded by Bill. It was passed unanimously.
6. Review of October Minutes. These minutes were not available for review yet. Bill will make sure that the Board gets copies of the October Minutes for review at the next meeting.
7. Financial Report. Bill presented the current Balance Sheet and Income Statement. He noted that several changes had been made to clean up accounts and rename them for clarity. Bill noted that there may be additional improvements in reporting that could be made. Ron will be working with Marty Wadsworth of Buckner, Wadsworth, & Associates, LLP to continue improvements in financial reporting. Bill also spent some time clarifying the details of the on-going dispute with the previous fuel supplier. Progress is difficult since the company has essentially vanished. And finally, Bill noted some on-going issues to be worked on including:
    1. Pulling together missing Board minutes.
    2. Resolving final payment of tractor purchase and continuing insurance on the tractor and perhaps additional equipment.
    3. Preparing for the Annual Meeting coming up in January.
8. Audit Committee. No action required. See Agenda attached.

9. Fuel Committee. Charles reported 1105 gallons (temperature corrected) of aviation fuel on-hand. Tom will be arranging a new delivery of 2500 gallons in the next couple of weeks.
10. Runway Committee. Charles reported that the taxiway repairs are done and seem to be in good shape. There are a few spiderweb cracks in areas not repaired, but they should be fine for now. Charles, John, and Bill all expressed interest in learning to run the snow plough. Charles will be contacting Don Smallwood to see if he would be willing to check them out on proper and efficient operation.
11. Common Area. John added more details to the previous discussion on the tractor payments and insurance. We have a $1190 “final bill” on the tractor. The tractor is now paid for, but it is not completely clear if this is truly the last bill or if additional bills for insurance will be received. John will be following up with Kubota on this. It may be useful to consolidate insurance on the tractor with insurance on other equipment. Tom will be getting the usage hours for John so he can follow up on what insurance might cost and what coverages make sense.
12. Architectural Committee. John reported that there was nothing pending now.
13. Investment Committee. John reported that we needed to spend some effort on this, but there was nothing to report now.
14. Oil and Gas Committee. Tom reported that Don Smallwood expected a Division Order from the Operator in the next few days.
15. Covenant Review Committee. Charles presented three draft documents regarding covenants, rules, procedures, etc., that were sent to the Board Members ahead of the meeting. This was a discussion only, with no final actions to be taken. Final actions will be taken at the next Board Meeting, if practical. They were discussed in order as follows:
    1. Operational Safety Procedures and Community Practices (OSPCP). This focuses primarily on practices necessary for safe operation of the airport. Tom noted that the Board needs to be mindful that procedures and practices that impact safety can also impact the property rights of Van Aire residents. He noted that special attention must be given to where some proposed procedures and practices could be contrary to the By-Laws and might require a By-Law change. Tom also noted that community input could be beneficial as we navigate the priorities. Charles noted that we have at least two major priorities that include safety and property rights. Ron added that compliance with new and changing regulations is yet another complicating priority. Tom, Bill, and Charles all noted that safety issues are not “theoretical.” They related “close-call” incidents that they knew about. Bill suggested that an aviation attorney be consulted to help balance best safety practices with HOA operational and property issues and rules.
        1. Bill moved and John 2nd’ed that, the OSPCP document be edited by Tom to balance property issues with safety issues and that Bill then takes it to an aviation attorney for comment and review. The motion passed unanimously.

        2. Bill noted that it may not be practical to have attorney feedback by the next meeting and action may be somewhat delayed.
    2. Collection Policy. This is a policy required by CRS 38-33.3-209.5. The purpose is to establish a uniform and systematic procedure for collecting Assessments and other charges of the Association, thus ensuring the financial well-being of the Association. It covers several actions and fees. John proposed one change in wording that was accepted as a friendly modification of the committee’s recommendations. The wording was changed from “not to exceed” to a specific number or percentage to avoid having to negotiate on every instance.
    3. Covenant Enforcement Policy. This policy is also required by CRS 38-33.3-209.5. This discussion flowed directly from the previous discussion. The discussions were closely tied to a previous discussion at a Special Meeting. A previous motion regarding the development of multiple fee structures was discussed in detail. The Board concluded that this motion was both impractical and was out of order. Hence:
        1. Charles moved and Bill 2nd’ed: The motion made at the Special Meeting of September 17, 2022, requiring the Board to provide two variations of fee structure was out of order because it was not included on the Agenda of the Special Meeting and, hence, the Board is not required to comply with that previous motion. This new motion was passed unanimously.
16. 2023 Budget. John suggested that the Board meet for “work sessions” commencing on Tuesday, 12/6/2022, at 9 am at Bill’s house on the following matters:
    1. 2023 Budget.
    2. Notice of Annual Meeting.
    3. Clarification of Proxy Policy
17. Other matters.
    1. December Board Meeting Thursday, 12/8/2022, at 9 am at Bill’s house.
    2. After discussion on the best logistical solution, Charles moved and Bill 2nd’ed that Ron Stites of Stites & Associates, LLC, be added as a 2nd signer on checks for the TBK Bank Checking Account, replacing Ed Cole, Treasurer. The motion passed unanimously.
    3. Bill and Ron committed to meeting on accounting and document control on 11/15/2022 at 9:30 am.
18. Meeting Adjourned at 10:10 pm.