<u>Minutes</u>

VAN AIRE SKYPORT CORPORATION BOARD OF DIRECTORS
Monthly Meeting on May 13, 2025

The meeting was convened at the home of Jim and Jeanette Vyduna at 15886 Delta Court, Brighton, CO, on May 13, 2025, at 6:05 pm.

Present at the Meeting are (indicate those present in person, present electronically, or absent):

- **Board Members:**
    - Director Maureen Bendure, Vice-President (1B) (Term expires at end of 2025) **- Present**
    - Director Tom Edwards (2A) (Term expires at end of 2026) – **Present - Arrived 10 minutes late.**
    - 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, i.e., previous notice of inability to attend not provided.)
    - Treasurer Jeanette Vyduna -**Present**
    - Secretary Mandy Donovan - **Present**
    - Office Manager Ron Stites, Stites & Associates, LLC (attending electronically) (plans to retire at end of 2025) - **Present**
- **Guests**: (Indicate the names of guests in attendance.)
    - Fuel Committee and Investment Committee member, Mr. Jim Vyduna

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 6:05 pm.

2. Secretary Donovan:
    - verified that meeting notice was issued in accordance with the bylaws,
    - conducted a roll call – see above,
    - verified that a quorum was 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 have read this report prior to the meeting, hence the President did not take meeting time to verbally present the report to the board, however highlights were briefly discussed.)

   A. Our immediate short-term priority has shifted from the Walking/Biking Path to the runway/taxiway crack-fill project. On May 6th and 7th the Board met virtually and voted to review and consider the Crack-fill Project bids in hand and select a contractor to complete the work. The board by a majority with one dissenting member voted to award the Crack-fill Project contract to DC Construction of Ft. Lupton, Colorado. The contractor indicated in a phone call on May 7th, that he would contact the board with a tentative plan to begin work in very early June. He placed that call on May 9th, indicating that he anticipated beginning work on June 2, 2025.
   B. Our on-going highest priority is the Walking/Biking Path project. A formal Request For Proposal considering four (4) optional designs has been created. An RFP was issued to ten (10) contractors who had either previously offered bids, or indicated an interest in offering bids, or were advertising for work in the local area. The RFP specified a suspense time and date of close-of-business on May 30th, 2025. The reasoning behind extending the date from fifteen (15) days to the end of the month is that this is the busy season for them, and adding a few days more to the suspense time may possibly encourage more contractors to participate in the bidding process, as well as allow them sufficient time to prepare a meaningful bid. After the bids are received, the board will select the most reasonable bids and present them to the membership using the new website voting system. The membership will be asked to choose one of the four design options, i.e.,
      a. Option 1 - a ten-foot-wide asphalt path encircling the runway;
      b. Option 2 - a ten-foot-wide asphalt path on the north side and a sixteen-foot-wide asphalt path on the south side;
      c. Option 3 – Option 2 above with a significant enlargement of the northwest-end runup pad and bringing the west-end taxiway into the runup pad instead of into the end of the runway to alleviate the safety hazard that now exists for aircraft taxing onto the runway from the west-end properties with no visibility of approaching traffic from the west; and
      d. Option 4 – Option 3 above with a significant enlargement of the runup pad at the fuel facility to provide more clearance from running up aircraft and refueling aircraft.

And in a separate question, to choose one of the several contractors the board thinks are offering the most reasonable bids to perform the work.

- Unlike the last time full membership approval of this project was put to a vote, we have much more than enough money in the bank to complete the project and still maintain a very robust maintenance and replacement reserve for the runway/taxiway system in ten years or so. If the membership approves the project by selecting a design option and contractor, the board will move with all reasonable haste to begin construction at the earliest possible date. With luck we could have our Walking/biking path in place by the end of the summer.

C. It appears that the hay crop planted on the recently acquired western parcel on Saturday, April 12, by a local farmer, Mr. Jerry Gieseke, of Promenade Horsemanship Academy, has been successful. Additionally, it appears that prairie dog activity on the Van Aire property has been reduced to zero for the moment. It is likely that they will be back by this August, but we will deal with that when it happens.
   Director Edwards brought up a situation regarding the prairie dogs coming over from the land across the street. Charles told the board that he has a letter giving the board permission to treat the prairie dogs. The board all agreed that something needs to be done.

D. Due to attention focused on the projects mentioned in paragraphs A and B above, your president has not progressed with the rezoning application for the southeastern 5-acres from C-3 to A-1.

E. We need to start planning for the Annual VASC Fly-in/Picnic. Prior to setting a date certain, the board will be asked at this meeting to create an ad hoc Annual Fly-in/Picnic Committee to do the detailed planning and perform the tasks necessary to insure a successful and safe event. Anyone wishing to contribute to the community by participating with this committee is encouraged to contact your block representative immediately. If this works this year, the board will ask the membership to amend the bylaws to change the committee from ad hoc to permanent.

F. Office Manager Stites has been working overtime to get the new website up and running. He will make a presentation to the board explaining the logon procedure and explaining some of the features this website will bring to our membership, and we hope make volunteer work for the community easier and more fun. One of the primary benefits of the new website will be the ability for two-way communication between the membership and the board. Another valuable feature will be the ability for the members to communicate with each other, as many of us now do with What'sAPP. In my opinion, the most valuable feature will be the ability to conduct membership-wide elections on important issues without the time and expense involved in bulk hard-copy mailings, and hiring venues for in-person community meetings. Mr. Stites has spent a great deal of time designing a means to validate and verify that the voting system will be secure and accurate in order to ensure that the membership can depend on the veracity of our balloting.

G. It should be noted that Member Laura Larkin has resigned her position on the Architectural Control Committee and Investment Committee due to the requirements of the airshow season and the demands of the family's plans to relocate from Van Aire to Florida this summer. The Committee members, and the board wish to thank Ms. Larkin for her service, and we wish her well for the future.

-End of Report-

4. **Treasurer's Report**:
   - <u>Treasurer Vyduna and Office Manager Stites</u>
     - Briefed the board on recent expenditures and relevant fiscal issues. The board reviewed the financial documents and determined that the corporation's financial health remains sound and that reserve funds continue to be invested in relatively secure Certificates of Deposit that provide a reasonable rate of return of around 4.5%. Additionally, the board was advised that in addition to substantial reserve funds, we have far more than adequate cash on hand to complete the most expensive and comprehensive option of the proposed Walking/Biking path. If the Walking/Biking path project budget is approved by the membership, once it is completed, the remaining cash, over and above our normal cash reserve fund, will be reinvested in CD's.
     - The retirement of former VASC resident and member Ed Cole from the Treasurer's position necessitates a change to our Charles Schwab account to reflect Treasurer Jeanette Vyduna as the individual currently authorized to administer the account, including making deposits, withdrawals, and managing the Certificates of Deposit. To accomplish this, we need to provide Schwab with notarized evidence of the board personnel changes in addition to a seventeen (17) page application. Work was started on this application during the week of May 5 – 9th. President Elliston asked for a motion pass a resolution (a copy is appended to the agenda and to these meeting minutes) for inclusion into permanent VASC records and for submission to Schwab with the application. Director Edwards moved to

adopt the resolution as presented. Director Goeritz seconded the motion. The motion passed unanimously. The resolution named Treasurer Vyduna as the Primary Authorized Individual Number 1 to manage the account, Office Manager Stites as Authorized Individual Number 2, President Elliston as a Control Person, and Vice-president Bendure as a secondary Control Person.

5. **Committee Reports:**

- **Architectural Control Committee:**
  Tom Alexander, John Conroy, Tom Edwards, and Maria Riehl.
    - Director Edwards indicated that no applications had been received by the ACC in the last month.
    - President Elliston advised the board that an issue arose earlier this month in which several large dump trucks involved in a member's improvement project on their personal property, drove on a taxiway, and proceeded onto the runway. This event prompted considerable discussion. The board agreed that it is imperative that VASC members understand that heavy construction equipment used by contractors, or the member's themselves in pursuit of personal property site improvements are not permitted on the common area taxiways and especially on the runway. The load bearing capacity of the taxiways is designed to support airplanes weighing a maximum of a few thousand pounds. They will not stand up to traffic by heavy trucks or construction equipment. The board stipulated that it would be within its authority and fiduciary responsibility to bill property owners for taxiway and/or runway damage done by personal property improvement construction traffic. There is also the major safety issue of airport-unfamiliar drivers proceeding onto the runway surface without first checking for air traffic. Runway incursions are no less fatal at private airports than at commercial airports. The board also directed President Elliston to write a letter to the member responsible for the most recent incident reminding them of the prohibition of heavy trucks and construction equipment on common area pavement, as well as the possible financial consequences to the member for damage done to the common area pavement by such equipment.
    - President Elliston advised the board that Architectural Control Committee Member Laura Larkin has resigned her position on the Committee due to the requirements of the airshow season and the demands of the family's plans to relocate from Van Aire to Florida this

summer. The the board collectively agreed that Ms. Larkin's contributions to the committee were substantial and that they were very appreciative for her service, as well as wishing her well in her future life and endeavors in Florida.

- **Audit Committee:**
  Linda Alexander, Maureen Bendure, Nancy Flanigan, Helen Gaines, and Wendy Odenbrett.
    - Since the board decided at the last meeting to defer a major external audit until 2026, there was no Audit Committee report.

- **Common Area Committee:**
  Terry Jackson, Vince Phelps, Charles Elliston, Carl "Buddy" Goeritz.
    - President Elliston advised the board that Wickham Tractor Service of Greeley had serviced the Kubota tractor and mower in late April. He stated that the service technician found a bird nest on the top of the engine, which could have resulted in overheating problems had it gone unnoticed for much longer. President Elliston also reiterated that volunteers using the mower should to look under the hood prior to use since we park it outdoors this time of year.
    - President Elliston stated that Request For Proposals (RFP's) for the Walking/bikng path project had been sent to ten potential contractors. The RFP's were standardized and provided a sound basis for making an apples-to-apples comparison of each contractor's bid. The contractors were instructed to respond no later than close of business on May 30th with their bids. The board will then compare all the bids and select the most reasonable ones for submission to the membership for consideration and a vote, in addition to voting for one of the four design options described in the President's Report above. The new VASC website will be the primary vehicle for providing information to the membership regarding the project, and also the primary vehicle for the membership to cast their votes online for both the design option and the contractor to do the work. Those few members who are not online will need to provide a written request to the board secretary for paper ballots with which to cast their votes. Each block representative will speak to his/her block members to determine who requires hard-copy ballots, and then submit that information to the secretary for action. While it is important to the board to save the corporation money by using the website for disseminating

information and conducting membership ballots, it is also important to the board that all voices are heard.

- **Governing Document Review Committee:**
  Carl Goeritz, Don Watkins, Charles Elliston
  - President Elliston advised the board that there was no report by the GDRC other than that member Don Watkins had another hip replacement a few days ago. The Committee and the board wish him a speedy recovery.

- **Fuel Facility Committee:**
  Jim Vyduna, Charles Elliston, John Conroy, Charles Elliston, and Wayne Henke.
  - Fuel Committee Chair Jim Vyduna stated that he had checked the storage tank volume several days ago, and had emailed Mr. McClaughlin at Platte Valley Air Park (18V) a request for a fuel shipment, but had not heard back yet.
  - Mr. Vyduna requested the board to pass a motion authorizing him to procure four (4) new fire extinguishers for placement at the fuel facility. Director Bendure moved to authorize Mr. Vyduna to do as requested, and Director Goeritz seconded the motion. The motion passed unanimously.
  - President Elliston reminded Mr. Vyduna of his recent suggestion that VASC invest in a video security system for the fuel facility. Significant discussion ensued. The consensus was that such a system would serve to deter vandalism, as well as help determine who if any non-members were refueling aircraft, or other vehicles at our facility. Director Edwards suggested that Mr. Vyduna prepare a proposal with estimated costs for presentation to the board for action at the next monthly meeting. The other board members agreed with making a formal motion.

- **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.)

  - President Elliston advised the board that the Investment Committee has scheduled a meeting for May 28th. He reiterated that Investment Committee Member Laura Larkin has resigned her position on the Investment Committee due to the requirements of the airshow season and the demands of the family's plans to relocate from Van Aire to Florida this summer. And again, the board acknowledged Ms. Larkin's contributions and wanted to go on the record expressing their appreciation for her service to the committee and the board.

- Director Edwards stated that he believed that we had sufficient cash on hand to meet the expected expenses of the Walking/Biking path, if it is approved by the membership, so any additional income from Oil & Gas, as well as interest from matured CD's should be reinvested as it is received. The board agreed.

- **Nominating Committee:**
  Director Maureen Bendure, Director Tom Edwards, and Kathy McGurran.
  - President Elliston reiterated his concern that no succession plan has been presented by the Nominating Committee. He stated that he believes it is imperative to have a succession plan incorporating a training plan and program for current VASC Board Vice-presidents so that when the current President retires, as all Presidents eventually do, that the former Vice-president would be trained and ready to step into the President's role. He stated that the President's job is difficult and time consuming, but needs to be done correctly and ethically. Director Bendure stated that it was not possible to find someone to volunteer to do the President's job. She suggested that instead it may be necessary to hire an outside management firm to perform the leadership roles. President Elliston strongly discouraged this idea, stating that outside management firms would do little more than rip off the corporation and the membership with high fees and little else. He asserted that it is imperative for the future of Van Aire that leadership come from internal volunteers with "skin in the game".

- **Runway/Facility Committee:**
  Vince Phelps, Charles Elliston, Wayne Henke, John Conroy, Leon Brodie, Buddy Goeritz
  - President Elliston advised the board that Mr. Chavez of DC Construction phoned as promised on Friday, May 9th, to advise that he would be ready to begin the crack-fill operation on June 2nd, 2025. It is expected that work will require several days. President Elliston stated that he would send an email to the membership during the week of May 19 through 23, reminding them of the dates the work will be accomplished. It is anticipated that the hot-rubber crack seal compound will cool and harden sufficiently for traffic within a very few hours of application. It would be very helpful to the contractor's workers if they did not need to stop work

frequently to allow an aircraft to pass through their current work area. Therefore, the board requests that members avoid scheduling any flying during the early portion of that week, if possible.

- **Oil and Gas Committee:**
  <u>Don Smallwood, John Allison</u>
  - No report.

- **Tax Strategy Task Force Committee:**
  <u>John Conroy – Chair,…</u>
  - No report.

6. **Old Business:**
   - Office Manager Stites presented an explanation of how the new website voting system will work. In essence, members will be notified via email and text message that a question is being voted on. After reading all the material describing the issue in question, when they are ready to vote, they may log on to the website providing a unique username and password associated with that particular property owner of record. Once logged in, they may select the voting feature. The program software will accept only one vote per property owner of record. In the event that two people are listed on the deed as joint owners of an individual lot, only one of the two people will be permitted to vote. That vote may only be cast by someone providing the unique username and password associated with that property. The program software will tally the votes and provide a summary of the results. Office Manager Stites and President Elliston have been working together (with Office Manager Stites doing the vast majority of the work) on developing the website. They will conduct a number of ballots of the membership on inconsequential questions in the coming weeks to develop confidence in the accuracy and security of the online voting system.

7. **New Business:**
   - President Elliston proposed the formation of an ad hoc committee to plan and make arrangements for the Annual VASC Fly-in/Picnic. Director Edwards suggested that perhaps this action would be premature since if the Walking/Biking path project is approved by the membership in the near future, it is likely that construction might be in progress during the

months of August, September, and October, depending upon the contractor's availability. Such construction may significantly interfere with the fly-in portion of the event. The board agreed to table the question until the June or August board meeting.

- Additionally, the board agreed to not hold a monthly meeting in July due the popularity of that month for vacationing.

8. **Speaker's Corner, or Open Forum:**
   - No one desired to address the board.

9. **Executive Session**:
   - Director Bendure moved and Director Edwards seconded a motion to adjourn from open session for the purposes of discussing chronically overdue assessments and the desire to remand such delinquent assessments to collections for resolution. The motion passed unanimously, and Executive Session was entered at 7:45 pm

10. **Return to Open Session**: Executive Session was terminated at 8:05pm, and the board returned to open session. Director Edwards offered a motion to remand the chronically delinquent account to Altitude Law for collections in accordance with the VASC Collections Policy. Director Goeritz seconded the motion and it passed unanimously.

11. **Next Meeting:** The board agreed to meet again at 6:00 pm on June 12th, 2025 at the home of Jim and Jeanette Vyduna.

12. **Adjournment**: The meeting was be adjourned at 8:16 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 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*.) 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*. (*In Process*.)

- **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.)*
- **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.)*
- **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. (*In Process*.)
- **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.)

- **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. (*In Process.)*
- **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.)
- **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.)
- **May 13, 2025:** Director Bendure moved to adopt a resolution to name Treasurer Vyduna as the Primary Authorized Individual Number 1 to manage the Charles Schwab investment

account, Office Manager Stites as Authorized Individual Number 2, President Elliston as a Control Person, and Vice-president Bendure as a secondary Control Person. Director Goeritz seconded the motion. The motion passed unanimously. The resolution was required by Schwab to remove former VASC Treasurer as Authorized Individual Number 1 due to his retirement from the board. (Completed.)

- **May 13, 2025:** Director ________ moved to authorize Mr. Vyduna to procure four (4) new fire extinguishers for placement at the VASC Fuel Facility. Director _______ seconded the motion. The motion passed unanimously. (In process.)

Addendum 2:

Van Aire Skyport Board of Directors
Resolution
Declaring Board Officers as
Authorized Individuals for Charles Schwab Investment Account Management

Whereas, Van Aire Skyport Corporation (VASC) has a fiduciary responsibility and duty to invest and protect the corporation's fiscal assets, and;

Whereas, Charles Schwab is the primary institution wherein VASC maintains its long-term fiscal assets, and;

Whereas, Charles Schwab Corporation permits up to four (4) individuals to be named as Primary, Secondary, and Controlling Individuals with regard to organizational investment accounts, and;

Whereas, the VASC Board of Directors desires that maximum protections for corporate fiscal assets be implemented as judiciously and thoroughly as possible, and:

Whereas, the VASC Board of Directors believes the desired protections can best be achieved through oversight of corporate assets by multiple responsible individuals;

Be it therefore resolved, that the VASC Board of Directors designates

A. VASC Board Treasurer, Mrs. Jeanette Vyduna as Schwab Organizational Account Authorized Individual 1;
B. VASC Office Manager, Mr. Ronald C. Stites as Schwab Organizational Account Authorized Individual 2;
C. VASC Board of Directors President, Mr. Charles R. Elliston as Controlling Individual 1; and

D. VASC Board of Directors Vice-president, Mrs. Maureen Bendure as Controlling Individual 2 for the purposes of overseeing account deposits, withdrawals, and investment management.

Motion offered by:______________________

Motion seconded by:_________________________

Director's Votes:	Director Bendure	___
	Director Edwards	___
	Director Elliston	___
	Director Goeritz	___
	Director Hernandez	___

Motion Passed/Failed

Certified by VASC Board Secretary, Amanda Donovan _______________________________, May 13, 2025

Addendum 3:

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 sighing 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.)

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.)