

MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS
TELLURIDE MOUNTAIN VILLAGE OWNERS ASSOCIATION
FEBRUARY 27, 2008

BOARD MEMBERS PRESENT: Jeff Proteau, Richard Child (via phone), Dave Riley, and Jonathan Sweet (via phone)

BOARD MEMBERS EXCUSED: Mike Wisniewski

BOARD MEMBERS ABSENT: Mike Perkins

STAFF PRESENT: Erin Neer, Stephanie Fanos

OTHERS PRESENT: Teddy Errico, Scott McQuade, Kate Rideout, Sandy Chio, Steve LeHane, Penelope Gleason, Ron Brumley, Louis Alaia, Steven Barrett

- 1.) **Call to Order– Secretary** Dave Riley called the Board of Directors Meeting to Order on Wednesday, February 27th, 2008 at 9:08 AM.
 - a. **Consent agenda** – Dave Riley asked if there were any questions on the consent agenda items.
 - b. Director Child made a motion to approve the consent agenda, which was seconded by Director Proteau.
 - c. Director Proteau asked Ms. Neer for clarification on the comment in the Operations Report about the other experts that will be presenting information in conjunction with the Master Plan. Ms. Neer informed the Board that Myles Rademan will be presenting some information at the first in the three part series that will also include Ecosign’s three phased master plan public presentations. The goal is to provide additional educational opportunities for the community along with presenting the Ecosign findings.
 - d. The motion to approve the consent agenda was unanimously passed.
- 2.) **Presentation of Financial Statements through December 31, 2007:** Ms. Neer presented the financial statements as included in the Board packet and highlighted the favorable results for 2007 over budget expectations and also discussed the weak RETA performance thus far in 2008. She further explained that staff will monitor RETA closely and keep the Board fully apprised of its performance and highlighted the availability of fund reserves and expenditure reduction if necessary. Director Proteau made a motion to accept the financial statements which was seconded by Director Sweet and passed unanimously.
- 3.) **Consideration of candidate for Class B Lodging Member:** Mr. Riley began the discussion by recommending that the Board table the discussion and direct staff to more actively recruit more qualified candidates. Discussion ensued among the Board whereby Directors Sweet and Child voiced concern that the candidate, Teddy Errico was qualified for the seat and that we should appoint him, with the idea that a more qualified candidate could be pursued in the future. Members of the public, including Mr. Errico and Mr. McQuade contributed to the discussion. Mr. Errico expressed frustration that the Board decided in January not to seek any other candidates and that he has invested time into this process and was disappointed that it would not be resolved today. Mr. McQuade mentioned that the open seat was

discussed at the most recent lodging association meeting, and Ms. Fanos mentioned that Mr. Larry Mallard had also expressed interest in the seat, but ultimately, after conversations with Teddy Errico, decided not to submit his name at this time. Mr. Child expressed frustration with the existing Bylaws limiting the pool of potential candidates, which was echoed by Mr. Riley. Ms. Fanos reiterated that the Bylaws are written in such a way as TMVOA is an owners association, requiring ownership for any membership and further explained that for this particular seat, it requires ownership of a lodge, lodge efficiency, hotel or hotel efficiency unit. Ms. Neer offered that when we perform the noticing process for future vacancies for this particular seat, whether now or when the seat terminates in December of 2009, we could better educate, in a non-discriminatory fashion, all lodging establishments and organizations in the region, to help them understand that although their entity may not own the necessary units in Mountain Village, they could seek an owner, for whom they manage a property, to appoint them as their nominee, which would hopefully result in more qualified candidates in the future. Director Proteau made a motion that the Board defer filling the lodging seat at this meeting and direct staff to educate the lodging community about the candidacy requirements and consider more candidates at the March meeting. No Director seconded the motion, and it failed. The Board expressed frustration that they only had 4 members present to make the decision whether to appoint Teddy Errico or defer the decision to the next meeting and seek additional candidates. Ms. Fanos left the room to determine if Mike Perkins was in the building and available to participate in the discussion. He was, so the Board moved on to other agenda items to await Mr. Perkins' arrival. He never arrived, and the Board never revisited the subject, as when Mr. Child left the meeting at 11:00 AM, a quorum was lost.

- 4.) **Consideration of Soliciting Proposals to Assess Optimal Guest Services Plan for the Region-** Mr. McQuade presented the summary that was included in the Board packet which recommended that TMVOA fund a study to examine the optimal plan for guest services for our region. The Board offered supportive commentary for the plan, and Ms. Fanos further added that the current guest services arrangement with MTI and TSG as a subcontractor to MTI was considered the mid-term solution to the guest services plan and that the Board discussed previously hiring a consultant to develop the long-term solution when preparing the 2008 budget and that this consulting is already included in the budget. The Board gave direction to Scott McQuade to proceed with the RFP process and to bring the proposals and MTI's recommended firm back to the Board in March.
- 5.) At approximately 11:00 AM, Director Child "left" the meeting and a quorum was lost. The Board could make no further actions during the meeting unless another Director joined. Ms. Gleason commended the Board for pursuing this study and also commented on the efforts of the Business Alliance.
- 6.) **Discussion of TMVOA Board Meeting Schedule-** Ms. Neer brought to the Board's attention that due to the timing of the Ecosign presentation on March 26th, the March TMVOA board meeting will need to be rescheduled and surveyed the members present (Riley, Proteau, Sweet) as to their preference. Directors Riley and Proteau preferred April 3rd, and Director Sweet would prefer the 28th as he will be in town that day, but he could also attend the 3rd by phone. Ms. Neer advised the Board that she will follow up with the entire board after the meeting to confirm all scheduling matters.
- 7.) **Consideration of Adopting Grant Review Process and Appointing Members to Grant Committee-**Ms. Neer presented the recommended grant cycle and committee process that was included in the Board packet to the Board. All three Directors present expressed the sentiment that rather than utilize a grant committee, they would prefer to have Staff review grant applications and within the Board granting guidelines and annual budget, present all requests to the Board for final approval. Mr. McQuade inquired whether the CERB board would be replaced by this process. Ms. Neer confirmed that this process would replace the

CERB board concept, but that when reviewing applications, staff would coordinate with all necessary parties, including MTI, before making recommendations to the Board.

- 8.) **Update on Wireless Services Options**- Ms. Neer presented the wireless services options memorandum that was included in the Board packet and informed the Board that TMVOA followed up with the Town after the prior meeting, and that the Town decided not to prepare a proposal to provide the service, and gave direction to TMVOA that they had no further objections to our plan. Ms. Neer then discussed the proposal provided by Internet Colorado, and confirmed Mr. Riley's inquiry that the proposal still requires that TMVOA obtain necessary permission from all property owners prior to ordering the wireless equipment. Ms. Gleason, a TMVOA merchant inquired as to whether different subscription services would be offered to merchants who may wish to subscribe and replace their existing internet service. Ms. Neer affirmed that multiple packages would be available, and the details will be worked out and communicated to the merchants, along with opportunities for the merchants to advertise on the home page to the site. Mr. Alaia, a member of the public, inquired as to more details on the project, including whether access would be offered outside the core. Ms. Neer answered his inquiries, and explained that the project was limited to the core at this time. All three present Board members indicated support of the proposal, but as we could not get Mr. Child back on the phone to consider a motion, no action was taken. Ms. Fanos advised that after the meeting, staff could circulate a unanimous consent motion to all Boardmembers which could be signed and executed via fax.
- 9.) **Other Business**- Ms. Gleason commended the Board for committing to TSGW dates for 2009, and encouraged multi-year event contracts such as these. She further commented that she would encourage the Board to commit to the Full Tilt event this summer. Mr. Riley commented that TSG was rethinking that event and given the environmental damage that Full Tilt, in particular, creates on their land, are not likely to allow access for the event.
- 10.) **Executive Session** – As a quorum was not present, the executive session could not occur.
- 11.) **Motion to Adjourn** – Director Proteau made a motion to adjourn, which was seconded by Mr. Riley and approved unanimously.