
RECORD OF PROCEEDINGS

**Minutes of the Special Meeting
Of the Board of Directors
Cordillera Valley Club Metropolitan District
March 20, 2018**

A Special meeting of the Board of Directors of the Cordillera Valley Club Metropolitan District, Eagle County, Colorado, was held March 20, 2018 at 8:30 a.m., at the office of Marchetti & Weaver, LLC, 28 Second St, Suite 213, Edwards, Eagle County, Colorado, in accordance with the applicable statutes of the State of Colorado.

Attendance The following Metro District Directors were present and acting:

- Tom Jaffe
- Suzi Apple
- Steve Kisielica (by telephone)
- Bob Engleby
- Kent Myers (by telephone)

Also in attendance were:

- Ken Marchetti, CPA, Marchetti & Weaver, LLC
- Anne Clarke, Recording Secretary, Marchetti & Weaver, LLC
- Kirk Pliske, Cordillera Metro District Public Safety
- Mike Young, 1800 Beard Creek Trail
- Dave Schlendorf, 11 Sanctuary Lane
- Frank Navarro, 306 Legacy Trail
- Tom & Laura O'Hara, 1116 Beard Creek Trail
- Steve McKeever, 104 Wilmore Dr

Call to Order

The Special meeting of the Board of Directors of Cordillera Valley Club Metropolitan District was called to order by Director Jaffe, noting a quorum present.

Potential Conflicts

Of Interest Directors Engleby and Myers reported that they are also members of the executive board of Cordillera Valley Club Property Owners Association (CVCPOA). There are significant business transactions between the District and CVCPOA. While both the District and CVCPOA serve substantially the same constituency, transactions between the two entities could constitute a potential conflict of interest. The Board noted, for the record, that this disclosure is restated at this time with the intent of fully complying with laws pertaining to potential conflicts.

Agenda There were no changes to the agenda.

Public Input Mr. Young requested help and consideration from the Directors in regards to the December gate incident caused by his daughter. He considered the cost of the

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gate repairs and replacement to be overpriced. The Directors decided to discuss the request in Executive Session.

Mr. Young left the meeting.

Minutes The Board reviewed the meeting minutes of the February 13, 2018 Regular Meeting. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the meeting minutes of the February 13, 2018 Regular meeting as presented

General Obligation

Indebtedness

Loan The Board discussed the general obligation indebtedness loan from ANB Bank in the approximate amount of \$1,775,000 including authorization of related documents. Mr. Marchetti reviewed the loan RFP process and results. Director Kisielica confirmed that the loan interest rate and the future flexibility offered the District the best product. Director Myers expressed his appreciation of Mr. Marchetti and Director Kisielica's negotiations.

Mr. Marchetti reviewed the loan documentation, a draft of which was included in the packet. The lender has offered to commit to an additional loan at the rates of interest borne by the Series 2018A Note for purposes of the berm project and sport court through April 2019 if the District receives property owner approval for the additional debt. Mr. Marchetti explained the flexibility this offers the District. The Board was supportive of including this in the documentation but did not wish to pursue an additional election at this time. Mr. Marchetti discussed the Reimbursement Resolution which synchronizes with the commitment for additional loans so that the District can subsequently borrow funds and reimburse the general fund for costs incurred prior to the borrowing.

The meeting was posted as a Special meeting for this final consideration of the general obligation indebtedness. Mr. Marchetti opened the floor for public input regarding this agenda item. Mr. Navarro requested additional information about the interest rate. Mr. O'Hara requested an update on the current real estate market.

Following discussion and upon motion duly made and seconded it was unanimously

RESOLVED to approve resolution No. 2018-301 in the form of a loan from ANB Bank to finance the purpose approved at the District's election

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held on November 5, 2002; authorizing the execution of the loan agreement and delivery of a note to evidence the debt; authorizing the levy of property taxes to pay the debt and providing other details in connection with the loan in the approximate amount of \$1,775,000 including authorization of related documents; and

FURTHER RESOLVED to authorize any officer of the District to execute all documents necessary to consummate the ANB Bank loan and to authorize Mr. Marchetti to attest to the Note in the event another officer of the District is unavailable.

FURTHER RESOLVED to approve the Reimbursement Resolution.

Berm Update Director Engleby gave an update on the Berm project. He reiterated that in his opinion the berm is the District's #1 priority and needs to be completed as soon as possible. Slopeside is proceeding with obtaining bids from landscape vendors. The berm is currently 5-6' higher than originally anticipated in certain areas and the costs are coming in lower than expected. Mr. Marchetti will work on a cash flow projection for the berm project when he has additional information from Marcin Engineering.

Mr. Navarro requested consideration for the ability of property owners to contribute additional funds for the immediate planting of larger trees in particular areas of the berm.

Mr. McKeever expressed disappointment in the information presented to the community before the Property Owner vote. He asked for more information on any additional berm agreements and spending.

Mr. Schlendorf, Mr. Navarro, Mr. McKeever, and Mr. and Mrs. O'Hara left the meeting.

Road Update Ms. Clarke reported that the Project Manager expects to award the construction bid on April 12th with mobilization expected begin on April 23rd. The project manager requested a District point of contact for the project. Upon motion duly made and seconded it was unanimously

RESOLVED to appoint Director Tom Jaffe as the District's point of contact for the road asphalt project, authorizing him to sign the construction contract and other related documents that are prepared and recommended by Marcin Engineering.

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Public Safety Earlier in the year, the Directors requested an estimate to resume 24 Hour gate staffing. Projected costs for 24 hour gate staffing were included in the packet. The Directors discussed the staffing and decided to not incur the additional expense at this time. They asked that the additional staffing be considered in preparation of the 2019 budget. Mr. Pliske said that Public Safety would remain flexible and meet the needs of CVCMD.

Financial Statements Preliminary February 28, 2018 financial statements, current RETA revenue schedule, and the Accounts Payable listing were included in the Board packet for review. There were no questions regarding these documents.

Accounts Payable
Upon review and by motion duly made and seconded it was unanimously

RESOLVED to approve and ratify the accounts payable listing as presented.

Executive Session By motion duly made and seconded it was unanimously

RESOLVED to enter into executive session at 9:45 a.m. pursuant to C.R.S. §24-6-402(4)(e), for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators. The board adjourned from executive session at 10:00 a.m.

Returning from executive session, the Board decided to offer a 50% discount to Mr. Young for the reimbursement invoice, if paid within two weeks. The Board also requested Ms. Clarke to contact Mr. Young and his attorney in an attempt to prepare a satisfactory letter for Miss Young's upcoming traffic court proceedings.

Adjournment
There being no further business to come before the Board, by motion duly made and seconded, it was unanimously

RESOLVED to adjourn the meeting of the Cordillera Valley Club Metropolitan District Board of Directors held on March 20, 2018.

Respectfully submitted,

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Anne D Clarke

Anne Clarke
Recording Secretary