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# RECORD OF PROCEEDINGS

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**Minutes of the Regular Meeting  
Of the Board of Directors of  
Cordillera Valley Club Metropolitan District  
March 15, 2011**

A Regular Meeting of the Board of Directors of the Cordillera Valley Club Metropolitan District, Eagle County, Colorado, was held March 15, 2011 at 3:30 p.m., at the 9 Iron Grill at 0101 Legends Drive, Edwards, Eagle County, Colorado, in accordance with the applicable statutes of the State of Colorado. The Board met in joint session with the members of the Board of the Cordillera Valley Club Property Owners Association.

**Attendance**

The following Directors were present and acting:

- Rick Pirog
- Barry Gassman
- Jay Morten
- John O'Brien (By Telephone)

The following Director was absent and excused:

- Emilie Egan

Also in attendance were:

- Cordillera Valley Club POA  
Tom Marcin, Tim Benedickt, Bob Engleby &  
Kent Myers  
Art Greenfeder (By Telephone)
- Operations  
Dan Carlson, Todd DeJong, & Ron Delp
- Mauriello Planning Group  
Dominic Mauriello
- Robertson & Marchetti, P.C.  
Ken Marchetti & Cheri Curtis
- Others  
Chris Hynes  
Bart Barnett  
Frank Navarro  
Ted Leach  
Paul Kessenich  
Doug Fields  
William Mimeles  
John Messervey  
Sarah Baker  
Brian Judge  
Debbie Shields (By Telephone)

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# RECORD OF PROCEEDINGS

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## CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT March 15, 2011 Meeting Minutes

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**Call to Order**           The Regular Meeting of the Board of Directors of Cordillera Valley Club Metropolitan District was called to order by Director Pirog, noting a quorum was present.

**Conference Call**       The log of public participation in the meeting for those participating in person and by phone is as follows:

Public Participation Log

Meeting Date	In Person	By Phone
01/18/11	7	3
02/15/11	4	1
03/15/11	10	1

**Agenda**                The Board discussed the new agenda format with the goal to hold productive meetings. There will be a public input session at the beginning of the meeting to allow residents to discuss items not on the agenda. Property owners will be allowed three minutes each for public input. It was suggested individual Board members would be willing to accept one-on-one input from property owners after the meeting. Ms. Baker cautioned the Sunshine Law would prevail if there were three or more Board members in attendance. Ms. Shields went on record to let the Board know she would not approve of items not on the agenda discussed after the meeting.

**Public Input**        Mr. Barnett stated Cordillera Valley Club should not continue funding the CTC based on his belief that the CTC has operated unethically, members are not interested in funding the Club, and the legal expenses are excessive. Mr. Barnett stated the letter from the Presidents of the District and Association did not represent the actions from the February meeting. The CVCPOA Board passed a resolution to not fund the CTC after March 31, 2011 and Mr. Barnett believes the letter contradicted that action.

It was disclosed Mr. Barnett is on Club Advisory Board. When questioned how the CTC acted unethically, Mr. Barnett stated the CTC did not accept or negotiate any offers presented by WFP and discouraged Club Members from paying annual dues.

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# RECORD OF PROCEEDINGS

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## CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT March 15, 2011 Meeting Minutes

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It was noted the District will need an amendment to the Forest Service agreement to access forest service land. This should be accomplished during the Forest Service land exchange process.

Mr. Navarro informed the Board that when the survey completed by the Cordillera Vision Steering Committee is released, it indicates CVC members want noise mitigation. The survey also indicates most homeowners plan to live in CVC for at least five years. Mr. Navarro believes the Club will continue to exist although ownership may change.

Bill Mimeles reported he became a CVC resident in 2009 and is relatively new to the issues surrounding the Club. Mr. Mimeles believes the CTC started as a good idea but it has become a dissenting voice regarding the Club. The letter from both Presidents regarding continued support of the CTC concerned Mr. Mimeles and he wanted to confirm all Board members were in full support. It was noted the letter was sent without approval of all Board members in error and that no future funding has been approved for the CTC after March 31, 2011.

Chris Hynes stated his support for the Board's decision to support the CTC. He noted there are an abundance of recreation facilities in the area and hopes the CTC is restructuring to meet the needs of the community and not the Club.

Debbie Shields stated she sent a letter sent to all ten Board members and only received one response. The same letter was sent to the CTC with no response and it was not posted on the CTC website. There was been \$283,000 spent to date by the CTC and most of the money was spent on Club membership issues. She believes there is no representation of non-golf members on the CTC. Ms. Shields questioned the Board ethics to make a decision outside of a meeting and not meeting the Board's fiduciary responsibility to constituents.

Ms. Baker questioned protocol for sending letters from the Board without input from the entire Board. It was Mr. Navarro's opinion the letter supporting the CTC gave property owners the suspicion the Board is not working for the Community. Mr. Pirog explained the CVCPOA Board passed a resolution approving contributing funds to the CTC to cover expenses through March 31, 2011 with no future funding approved. The Board clarified that there was no a stipulation to the Resolution related to the CMD executive session. There is concern that property values could

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# RECORD OF PROCEEDINGS

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## CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT March 15, 2011 Meeting Minutes

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drop based on the stability of the Club and there have been no Cordillera Valley Club property sales in 2011. Mr. Gassman stated it was a mistake to send letter, it is not binding, and the Board(s) will not make the same mistake again. Mr. Engleby concurred the Board has not committed any additional funds to the CTC and if a request is presented the Board will discuss it and take a vote at a future meeting. Until a request is presented, Mr. Engleby stated there is no reason to continue discussing the issue.

### **Minutes**

The Board reviewed the meeting minutes of the February 15, 2011 meeting. Upon motion duly made and seconded it was unanimously

**RESOLVED** to approve the meeting minutes of the February 15, 2011 Regular Meeting as presented. Directors Gassman, Morten, O'Brien, and Pirog voted in favor of the resolution.

### **Accounts Payable**

Mr. Marchetti reviewed the list of accounts payable included in the Board packet. The invoices from VAg will be discussed in a subsequent executive session. Upon motion duly made and seconded it was unanimously

**RESOLVED** to approve the items on the accounts payable list with the exception of the VAg invoices. Directors Pirog, O'Brien, Gassman and Morten voted in favor of the resolution.

Upon motion duly made and seconded it was

**RESOLVED** to (get from Barry).

### **RMPC Engagement Letter**

Mr. Marchetti presented a proposed engagement letter and reported that there is a new accounting requirement that CPAs are required to obtain an engagement letter in order to compile financial statements. Previously the requirement only applied to CPAs that audited or reviewed financial statements. The proposed engagement letter is only intended to document the services that have historically been provided related to compilation of the Association's financial statements and those services are not changing. The engagement letter includes the hourly rates for staff providing services to the Association. Upon motion duly made and seconded it was unanimously

**RESOLVED** to approve the engagement letter for Robertson & Marchetti to compile the District's financial statements.

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# RECORD OF PROCEEDINGS

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## CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT March 15, 2011 Meeting Minutes

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### **Public Safety**

Mr. DeJong introduced Ron Delp. Mr. Delp will be the CVC representative for LoneStar Security to oversee technology processes and procedures.

Lone Star Security has dedicated a Land Rover as the public safety vehicle to CVC. With the Board's approval of the vehicle, the CVC logo will be put on the vehicle.

Mr. O'Brien suggested including sheriff reports related to activity in neighboring areas with the CVC incident report.

### **Operations**

Mr. Carlson is marking the water valve covers and working with ERWSD to have them lowered. Repairs to snowplow vehicles caused by the water covers will be presented to the Board along with an invoice from the snow plow contractor for additional sand/chip materials. Mr. O'Brien questioned why the District would pay for repairing snowplow vehicles and suggested they should be possibly be covered in the contract. Mr. Carlson responded that the issue is with the water valve covers protruding in the road causing the damage and suggested the District address the road issues to avoid damage to snowplows.

Mr. Marcin stated the Board has discussed overlaying the roads and questioned whether that would correct the problem. Mr. Carlson stated a slurry seal is scheduled next and an overlay is forecast in 2015 or so.

Mr. Carlson is working with Mountain Maintenance on drainage problems. The rock walls require repairs. There is \$6,000 in 2011 budget for rock wall repairs. Mr. Carlson suggested repairing walls on Beard Creek Road this year and other walls in future years. The Board recommended all operations be approved by Mr. Marcin and Mr. O'Brien with the Operations Committee.

Mr. Carlson will be staining poles and guardrails though out the District. Bill Mimeles recommended the District confirm that all contracts do not include the cost of contractor's tools.

### **Berm Report**

Ms. Baker is working with HDR to obtain the District's berm files in their possession.

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# RECORD OF PROCEEDINGS

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## CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT March 15, 2011 Meeting Minutes

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Mr. Gassman reported there has been no communication from the Club owner on the status of providing the easements. Mr. Navarro suggested proceeding with the Covenant amendment and if it is not approved then the District should work with the Club on the easements. The Board stated the Covenant amendment is a POA agenda item.

There has been no resolution on obtaining the berm files held by VAg.

Mr. Marcin reported that CDOT denied the Town of Avon the ability to build in the CDOT right-a-way based on the 2-1 slope. A 3-1 slope is required on CDOT property. The District is hoping for approval of a 2-1 slope on the golf course easement. A barrier wall could be approved by CDOT but CDOT does not want trees planted on CDOT property. The means potential solutions are restricted to an earth berm which will require the golf course easement or the other alternative is a barrier wall on CDOT property.

If the District proceeds with building in the CDOT easement, an IGA would be required with CDOT to provide maintenance on CDOT property. Eagle County would need to be the applicant for the project.

Mr. Mimeles questioned how noise mitigation is determined. Mr. Marcin stated CDOT will not allow a barrier wall unless it mitigates noise. Mr. Marcin reported dirt for a berm will possibly be available in 2011.

The Board questioned the status of obtaining the berm documents from VAg. Mr. Judge stated he would give the District the current documents but it will take staff time to make them available and a proposal has been presented to the District for them to make the documents from 2004-2010 available. Action has not been taken yet on the proposal. Mr. Judge reported he may retract his proposal and may not release the District's current berm files.

Ted Leach questioned the berm approval process at the County level, since previously they were not receptive to any berm. Mr. Marcin stated at this time he is proposing having preliminary discussions at the County level to "test the water". The committee is taking a soft approach with minimal expense to determine the ability to construct a berm at a future time. Mr. Leach recommended the District work with the Club through the process to obtain the easements. Discussion followed on constructing a wall versus a berm. Mr. Gassman reminded Mr. Leach that Mr. Marcin is

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# RECORD OF PROCEEDINGS

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## CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT March 15, 2011 Meeting Minutes

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volunteering his time to look at options and work towards a viable option. It was noted the easements are crucial to obtain the most desirable project.

### **Community Vision**

**Steering Committee** The Community survey results are in and are being analyzed. The Committee is working toward healing for the community and determining the needs and desires of all of Cordillera.

### **West Gate**

The new technology will be installed by March 16. Mr. DeJong will order cards or stickers after determining which would be the best solution. The system is currently being tested. Mr. DeJong is working with Mr. Marcin and Mr. O'Brien to insure a smooth transition to the new gate security system.

Mr. DeJong reported the east gate house will require an electrical system upgrade to provide power to three stand alone computers. Mr. Marcin and Mr. O'Brien will address the electrical issue at the committee level.

Mr. Gassman left the meeting at 6:11 p.m.

### **Forest Service Land Swap**

Mr. Marchetti is working with Bill Johnson from the Forest Service regarding Forest Service access from CVC. The Forest Service plans to abandon this as a public access road but the Forest Service can enter into an agreement with CVC to allow private access. Mr. Marchetti will obtain more information and report back to the Board at an upcoming meeting.

Mr. Engleby left the meeting at 6:15 p.m.

### **Financial Report**

Mr. Marchetti presented the February financial report.

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# RECORD OF PROCEEDINGS

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## CORDILLERA VALLEY CLUB METROPOLITAN DISTRICT March 15, 2011 Meeting Minutes

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### **Adjournment**

There being no further business to come before the Board at this time, upon motion duly made and seconded, it was unanimously

**RESOLVED** to adjourn the meeting of the Cordillera Valley Club Metropolitan District Board of Directors this 15th day of March 2011.

Respectfully submitted,



Cheri Curtis  
Secretary for the Meeting