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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**

**January 11, 2007**

The Regular Meeting of the Board of Directors of the Cordillera Valley Club Metropolitan District, Eagle County, Colorado, was held January 11, 2007 at 8:30 a.m., at the Chaparral Restaurant 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 Executive Board of the Cordillera Valley Club Property Owners Association.

### **Attendance**

The following Directors were present and acting:

- Rick Pirog
- Kent Myers
- Brian Judge

The following Directors were absent and excused:

- Wally Carey

Also in attendance were:

- Robertson & Marchetti, P.C.  
Ken Marchetti
- Cordillera Valley Club Property Owners Association  
David White, Tom Marcin & Bart Barnett
- CVCPOA Legal Counsel  
Greg Perkins (Legal Report)
- Operations & Security Personnel  
Dan Carlson & Rick Adams
- VAg, Inc  
Pedro Campos  
Stephanie Lord-Johnson
- Property Owners  
John O'Brien  
Ted Leach

### **Call to Order**

The Meeting of the Board of Directors of Cordillera Valley Club Metropolitan District was called to order by the Chairman, noting a quorum was present. The meeting was held in joint session with the Board of Directors of the Cordillera Valley Club Property Owners Association.

A speaker phone conference call was established to permit property owners interested in attending the meeting by phone to participate.

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### Potential Conflicts Of Interest

Director Judge reported that he is the owner of VAg. Inc., an architectural and land planning firm, and other related entities, and these entities have provided services to SRG Properties, the owners of the Edwards Overlook Project. SRG Properties has negotiated with the U.S. Forest Service to trade the Edwards Overlook parcel to the Forest Service in exchange for land adjacent to Cordillera Valley Club. SRG Properties has discussed possible inclusion of the land to be received from the Forest Service into CVC Metro District and the CVC Property Owners Association. VAg, Inc. also provides other services to the District such as landscape and berm architecture, master planning, project oversight, construction management and the management of the POA governed Design Review Board. Director Judge's provision of these services to the owners of the Edwards Overlook Project and the provision of services to the District and to the Cordillera Valley Club Property Owners Association could constitute a potential conflict of interest. Accordingly, Director Judge reported his intent to only present information on the Edwards Overlook Project when requested or scheduled and to abstain from all votes on this matter unless his vote is needed for a quorum on the issue to be decided. 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.

### Acknowledgement Of Services

Director Pirog noted that Chrissy Laabs who has been secretary to the Board for the past four years has accepted another position. The Board acknowledged Ms. Laabs service and expressed their appreciation and wished her much success in her future endeavors.

### Changes to Agenda

The Board reviewed the agenda and no changes were made.

### Minutes

The Board reviewed the Regular Meeting Minutes of December 14, 2006. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Regular Meeting Minutes of December 14, 2006 as presented.

### Public Input

Mr. John O'Brien asked if anyone knew what was going on with the B&B Gravel Pit. Mr. Marcin reported that they had been accepting fill dirt in 2006 and that the site restoration is scheduled to take place in 2007.

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**Posting Locations** Mr. Marchetti presented a resolution adopting the East Gate, the West Gate and the Chaparral Clubhouse as the posting locations for 2007. By motion duly made and seconded, it was unanimously

**RESOLVED** to approve the posting locations specified above.

**Meeting Dates  
And Times**

By motion duly made and seconded, it was unanimously

**RESOLVED** to adopt regular meeting dates and times for 2007 as the second Thursday of the month at 8:30 a.m. at the Chaparral Restaurant.

The Board established a goal to start promptly at 8:30 in 2007 with the intent to be done with the meeting by 11:30.

**Resignation of  
Director O'Brien**

The Board acknowledged receipt of the letter of resignation from Ed O'Brien. Director Pirog offered to send a letter to Mr. O'Brien thanking him for his service to the community. The Board also requested that a letter be sent to all CVC property owners asking anyone interested in serving on either the POA or Metro District Board to please step forward. The Board indicated they are particularly interested in having a non-full time resident on one of the Boards. Director Pirog indicated he is willing to step down from the Property Owners Association Board to permit additional participation from others in the community.

**Conference Call  
Terminated**

At 8:50 no one had joined the conference call so the call was terminated. The Board requested that a log of public participation in person and by phone be maintained:

**Public Participation Log**

Meeting Date	In Person	By Phone
01/11/07	2	0
02/08/07		
03/08/07		
04/12/07		

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05/10/07  
06/14/07  
07/12/07  
08/09/07  
09/13/07  
10/11/07  
11/08/07  
12/13/07

### **Capital Project**

**Suggestion for 2007** Ms. Lord-Johnson suggested that the Board consider painting the utility boxes as a capital improvement project in 2007.

### **Landscape Master Plan**

Ms. Lord-Johnson reported that Kim Kramer from Neils Lunceford attended the DRB Meeting to give an update on the landscape master plan. One significant request from the community has been for pedestrian paths throughout the community to provide an alternative to walking on the roads. There is another Landscape Master Plan Committee scheduled for Tuesday, January 16. The Committee has requested a map showing what property is owned by the Association and Metro District. Director Judge offered to make copies of the map held by Director Carey reflecting the property being conveyed to the District and/or the POA. Director Judge believes title work has also been performed on all these parcels.

### **Engineering Records**

The Board requested that Marcin Engineering provide a proposal to the District to maintain the District's engineering files including the engineering base mapping and the drainage study. Director Marcin agreed to prepare a proposal.

### **Legal Report**

Mr. Perkins reported that Ms. Jackal has not received any further information from the California firm doing the turnover survey. Ms. Jackal is also working on a letter of intent between the District and the entity that owns the golf course related to conveyance of the property for construction of the berm to the District. The Board requested that Director Carey contact Mr. Hill to encourage them to expedite this process.

The Board discussed the request that was raised at the annual meeting related to amending the Association's Bylaws to impose limits on Directors terms. After discussion, the Board felt that the letter requesting

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community interest in serving on the Board should be circulated to before further considering term limits.

### **Sound Mitigation and Landscape Project Update**

Mr. Campos gave an update regarding the sound mitigation and landscape project and the PUD amendment process. Mr. Campos reported that a preliminary application for the PUD amendment including a minor subdivision and a location and extent application was submitted to the County on January 9, 2007. Mr. Campos expects to have comments back from the County Community Development staff by January 23 and expects to submit a "completeness set" application by January 31. The schedule anticipates the Planning Commission reviewing this file at their meeting on February 21.

Mr. Campos indicated that the County Commissioners can be contacted regarding this project up to the time the completeness set is filed. The Board requested that Mr. Campos draft "talking points" related to the project and that he prepare CDs with the revised berm plans. Director Barnett offered to coordinate contacting the County Commissioners prior to the date the completeness set is filed.

Conflicting information has been received from Mr. Dalton regarding the District's requirement to put the berm project out to bid again. The Board contacted Mr. Dalton by speaker phone and after discussion, Mr. Dalton confirmed that the District has fulfilled its obligation to put the project out to bid and that although the District could publish for bids again, it is not required. The Board requested that Mr. Dalton provide written confirmation that the District is not required to publish for bids again.

The Board discussed the letter of intent to award the berm construction project to American Civil Constructors (ACC). Director Marcin recommended that the District not agree to reimburse ACC for any costs if the project is cancelled. After discussion, by motion duly made and seconded, it was unanimously

RESOLVED to approve the letter of intent with American Civil Constructors with the removal of the provision to reimburse ACC for costs if the project is cancelled and subject to review of the letter by Marcin Engineering.

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#### Public Safety Report

Mr. Adams distributed and discussed his monthly Public Safety Report.

#### Operations Report

Mr. Carlson reported that there are some drainage issues but due to time constraints, this topic was tabled until the next meeting. Mr. Carlson also raised a question related to repairs of rock walls and the Board requested that he look at the walls and make a recommendation to the Board.

#### Accounts Payable

The Board reviewed the accounts payable listing. Upon motion duly made and seconded, it was unanimously

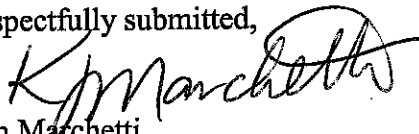
**RESOLVED** to approve the accounts payable as presented.

#### 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 regular meeting of the Cordillera Valley Club Metropolitan District Board of Directors this 11<sup>th</sup> day of January 2007.

Respectfully submitted,



Ken Marchetti

Secretary for the meeting