

**TMVRC OWNERS' ASSOCIATION, INC.**  
**March 30, 2023**  
**Board Meeting Minutes**

- **Call to Order**

Bryan Woody called the meeting to order at 1:08pm.

- **Appointment of Recording Secretary**

Bryan appointed Merideth Munn, of ASAP Accounting & Payroll, as Recording Secretary.

- **Establish Quorum**

Board members present included:

Bryan Woody, John Volponi, Michael Wagner, Chad Arkoff, and Michael Zarrilli

Quorum was established.

Also in attendance:

Michael Lynch, counsel for Association

Brent Prokaski, HOA Controller for Association

Merideth Munn, ASAP Accounting & Payroll

Various owner-members

- **Proof of Notice**

Bryan confirmed that Merideth emailed Notice for this meeting on March 23<sup>rd</sup>, 2023.

- **Approval of January 19<sup>th</sup>, 2023 Annual Meeting Minutes**

These minutes were previously unanimously approved by the Board on February 27<sup>th</sup> via email. Today as a formality, John motioned to approve the January 19<sup>th</sup>, 2023 Annual Meeting minutes; Michael Zarrilli seconded; the motion passed; all were in favor; the January 19<sup>th</sup>, 2023 Annual Meeting minutes were formally approved.

- **Summer Market Outlook**

Bryan continued. An end-of-season newsletter was sent to members this past week. March 2023 has been the strongest residential revenue month; owner usage has also been strong. Bryan offered his thanks for a good turnout at the recent cocktail reception. Some data from the Telluride Tourism Board indicated that visitation is down but will be revised to reflect a hotel which was not reporting their metrics and will therefore then show stronger numbers. The Bluegrass Festival and Telluride Film Festival are celebrating their 50<sup>th</sup> anniversaries this summer. Bryan reported the anticipated year-over-year pace and projected 2023 revenue per quarter.

- **Independent Renovation Applications**

**437, 514, 523/525, 534, 638, 639/641, 703, 1302, 1408**

Several individuals have submitted paperwork, which has been circulated to the Board. Units 514, 639/641, and 1408 have been pushed to the fall and will not be reviewed at this time. Currently, 437, 523/525, 534, 638, 703, and 1302 are working with Sage House Designs; paperwork and deposits have been received. Bryan explained how 523/525 is a lodging efficiency unit, whose owner has acquired density credits from the Town and secured permission to convert their kitchenette into a full kitchen. John inquired about the feasibility of putting sufficient exhaust/ventilation ensured by an engineer's review in 523/525; Bryan responded that the remodel could be contingent on this. Michael Lynch wondered if there would potentially be a required map amendment with this remodel. Bryan confirmed that 523/525 would not converge into one unit and would be classified as a residential condominium after the renovation. Michael Lynch concluded that this would require an amendment to the Exhibit in the Declaration but not the map. After some discussion, the Board determined that the associated recorded document should be amended by the Board, and the applicant would incur the cost. Bryan next presented an application for 1308, for which he reviewed the work and is willing to approve contingent on receiving the appropriate deposit.

Bryan motioned to approve the independent renovation applications of Units 437, 534, 638, 703, 1302, with the conditional approval of 523/525 that the owner engage a mechanical engineer to ensure all venting and all other applicable code requirements will be adequate to convert the current kitchenette to a full kitchen as well as the owner to incur all associated

legal fees that result from amending the Declaration and the classification of their unit, and that 1308 also be approved contingent on receiving their prerequisite deposits per the guidelines; Michael Wagner seconded; the motion passed; all were in favor; the applications for the units as stated, including the two caveats for 523/525 and 1308 for the independent renovation applications, to commence in this spring off-season and to conclude prior to the Hotel reopening on May 24<sup>th</sup>, 2023. Brief discussion followed while looking at maps, as Michael Wagner searched for specific units. It was determined that several residences as they are recorded on the plat maps do not match the room numbers. MaryLynn / Vinnie will pull the map of the 523/525 unit to send to Michael Wagner.

- **Board of Directors Nominations**

Bryan and Michael Zarrilli's terms have expired and John's expires in May 2023. Michael Lynch clarified the Election of Directors process per Section 4.2 of the Bylaws. With the next Annual Meeting far off, the Board leaned toward establishing a ballot deadline date to seek nominations per the Bylaws guidance for operating outside of an Annual Meeting. Bryan encouraged commencing the process in the month of June to account for all three seats. Michael Lynch will draft the notice and circulate for Board approval.

- **2023 Reserve Project Updates**

Zelham will be on the property this week to commence renovation of the 38 Building lobby. Access through that lobby will be limited for three weeks. Bryan talked through the spaces where Zelham will be working, including details on the elevator finishes (aesthetic only, nothing mechanical). Regarding the 38 Building timber replacements, a bid received from Frank Hensen was far over budget, so Bryan pursued a bid from Monarch Construction & Roofing which is expected soon. Bryan will prepare and circulate multiple bids for comparison for the Board. Michael Wagner recommended the topic of replacing timbers on the main building be addressed at the next Reserve Committee meeting. Ski Valet is under design for aesthetic upgrades as well; a work bid will be circulated to the Board for review. Michael Zarrilli inquired about daily valet operating or a possible change to the footprint. Bryan shared that positive feedback has been received from surveys and quoted a few ideas for improvements submitted by various owners.

- **Reserve Funds Investment**

Brent took the floor to share details on CD options into 2025. He's been working with Wells Fargo but is open to other bank recommendations. Michael Zarrilli motioned to direct management to invest up to \$1M in individually FDIC-insured accounts for up to a year at market rates; Bryan seconded; the motion passed; all were in favor; the investment as stated was approved.

- **Energy Audit**

EcoAction Partners recently walked the building with various utility companies; this effort produced underwhelming results and few valuable recommendations. Gas consumption mitigation has been a recent focus by reducing boiler operations, lowering water temperatures, and reducing some snowmelt use. Other regional energy consultants will be sought to continue maximizing energy efficiencies on the property. This topic will be addressed at the next Reserve Committee meeting.

- **Dave Bulson – Foley Surveyors Update on Condo Map**

Michael Lynch shared that Dave Bulson sees that the Declaration does not match up with the map with respect to the approximately 4000sf, and has concluded that the hotel unit appears to be overstated by approximately 4000sf in the second map amendment. Dave recommended that another/third party review this same information, as he didn't want to carry the entire accountability on the determination. Members debated how Dave came to this conclusion and decided to reach out and meet with Dave to clarify his process. Michael Lynch added that he will reach out to Stephanie Fanos to see if she may have knowledge to contribute.

- **Revised Association Responsible Governance Policies**

Michael Lynch had previously circulated proposed revisions to comply with last year's CCIOA requirements. Once settled, some requirements to amend the Rules & Regulations as they pertain to the new Good Governance policies will need to be consistent. A separate series of working sessions may be necessary after the Board has had time to review the documents; Michael Wagner will add this to the list of action items.

- **Conflict of Interest Statements**

The proposed Conflict of Interest policy was circulated with the Rules & Regulations revisions. Michael Wagner added that the statement needs to be consistent with the Bylaws, and in his view the current Board membership is not in

compliance with the current Bylaws. Michael Lynch emphasized that the statement needs to be consistent with both the Bylaws and CCIOA. Michael Wagner will add this to the list of action items and working sessions.

- **Cohn Reznik 2021-2022 Shared Expenses Review**

Brent clarified that this was a review and not an audit. Cohn Reznik will be connecting with Brent in the weeks after March 31<sup>st</sup>. Michael Zarrilli inquired about when the scope was circulated; Brent provided dates and a brief recap of the matter.

- **Log Chinking Update**

Michael Lynch summarized the judgement and recent Rule 69 activity. The examination is scheduled for April 21<sup>st</sup>.

- **New Board Member Business**

Michael Wagner asked for an update on the website directory of HOA member names. MaryLynn and Merideth offered to connect offline about those members who have opted in/out to ensure the website's accuracy. Michael Wagner believed that there is no option to be on the list or not. Michael Lynch clarified that the Association is entitled to have a complete list of all HOA members' contact information; with respect to publishing that list on the website, individual member approval is required to be on the list to be made available to all members. Discussion followed, showcasing the content on the website, potential member intentions in using the list, privacy and permissions per logins, and member access to such information.

Michael Wagner asked about an update in producing a budget earlier in the calendar year. Bryan explained the specific procedural points that need to be hit, layers of reviews, and timelines that need to be followed. Michael Wagner clarified that he's looking for a draft and multiple conversations before feeling a crunch at the end of the year. Michael Zarrilli agreed with Michael Wagner, stating also that any portions of the budget which will eventually apply in the final budget should be made available early. Michael Wagner will add this to the list of action items and Bryan will consider what can be preliminarily shared when budget time approaches.

Michael Wagner presented Michael Zarrilli's action item of engineering and cost chargebacks; Michael Zarrilli opted to save this for the next meeting after some preparation on the matter.

Michael Wagner next presented his wish for access to the contracts for ski valet, cleaning labor, and the operations agreement. Discussion followed as Board members shared their thoughts on who has access to which contracts, how the HOA Management Agreement defines shared vs. common areas and how the budget coincides, which documents define allocations, and where management and ownership are landing on some disagreement. Michael Zarrilli and Michael Wagner will review the Management Agreement.

- **New Member Business**

There was no New Member Business presented today.

- **Executive Session**

This portion of the meeting ended at 2:27pm, and the Board moved into their Executive Session apart from the general membership.

- **Adjourn**

Motions to adjourn were made at the Executive Session and not at the recorded Board meeting.