
RECORD OF PROCEEDINGS

**Minutes of the Special Meeting
of the Board of Directors of the
Holland Creek Metropolitan Districts
November 9, 2015**

The Special Meeting of the Board of Directors of the Holland Creek Metropolitan District, Eagle County, Colorado, was held Monday, November 9, 2015 at 10:35 a.m., in the two elk conference room at 137 Benchmark Rd, Avon, Eagle County, Colorado.

Attendance

The following Directors were present:

- Karen Braden-Butz
- Tim Baker
- Doug Lovell

The following Director was absent and excused:

- William Kennedy
- William Simmons

Also in attendance were:

- Bill Ankele, Esq White Bear Ankele Tanaka & Waldron (via phone)
- Trisha Harris, Esq White Bear Ankele Tanaka & Waldron (via phone)
- Ken Marchetti, CPA, Marchetti & Weaver LLC
- Kathy Lewensten, Recording Secretary
- Mike Connell, RSRMD Director
- Fred Hudoff, RSRMD Director
- Don Odell, RSR operations

Call to Order

The Special Meeting of the Board of Directors of the Holland Creek Metropolitan District was called to order at 10:35 a.m. by Director Baker, noting a quorum was present.

**Potential
Conflicts**

The Board noted that it has received certain written disclosures of potential conflicts of interest statements from each of the Directors more than seventy-two hours prior to the meeting, indicating the following conflicts: [William M. Kennedy](#) is Director of Land Development for Vail Resorts Development Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., all of which have significant business interests within the Districts; [Karen Braden-Butz](#) is a Financial Analyst for Village Operations of Beaver Creek, a subsidiary of Vail Resorts, Inc, which both have significant business interests within the Districts; [Tim Baker](#) is Sr. Director of Base Area Operations for Vail Resorts Management Company, an indirect operating subsidiary of Vail Resorts, Inc., which both have significant business interests within the Districts and [Doug Lovell](#) is Vice President and C.O.O of Beaver

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Creek Resorts a subsidiary of Vail Resorts, Inc which has significant business interests within the Districts.

Minutes The Board reviewed the minutes of the October 19, 2015 Regular Meeting. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the minutes of the October 19, 2015 Regular Meeting as presented.

Public Input Director Connell reported Centurylink has not yet started work on the installation of the fiber optic cable. It is expected this project will happen yet this fall.

Water Matters **Water Rights:** Water rights matters were discussed in the RSRMD meeting held earlier today.

Water Report: The monthly water report included in the packet was reviewed. Mr. Odell reported on a matter related to the annual DBP August sample test. The lab used an expired reagent for testing which invalidated the test results for not only the District but several other entities that use the same lab. The lab notified the State however due to the invalidated results it will be necessary for the District to report this incident on the Consumer Confidence Report next year as it is a Tier 3 violation even though it was lab error. Mr. Odell re-tested samples in early September once he had been notified by the lab and the samples passed all test requirements. The Board directed the necessary notification be included in the CCR report next spring.

Water Plant Upgrade: Mr. Odell reported work continues on the skids project, barring any unforeseen circumstances it is expected to be substantially complete this year. He expects the welder subcontractor to be available to build a new skid structure in the next few weeks. The existing skid will be expanded from 30 to 48 modules; the redundant skid will begin at 30 and be expanded to 48 next year.

AEI Roadway Study

Director Baker reported he had contacted Alpine Engineering for a proposal to review the District roadways to help with long term planning. He was contacting Director Kennedy as AEI had done a review of the roadways previously which could be updated. The estimates for overlaying Red Sky Road were included for discussion with the 2016 budget. Mr. Connell asked whether Lost Bear or Wildflower roadways were included in the 2016 budget for seals or overlays. It was noted they were not currently included in 2016.

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Extension of Operations and Maintenance Agreement:

The Board reviewed the Extension of Operations and Maintenance Agreement (2016). Services are provided by VR staff based on the budget attached as Exhibit "C" to the extension. Director Baker explained he was working on a revised scope of services which would better define the water/wastewater operations component for incorporation into the agreement. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Extension of the Operations and Maintenance Agreement (2016) subject to inclusion of an expanded scope of services related to water and wastewater.

Extension of AmCoBi Independent Contractor Agreement:

The Board reviewed the Extension of American Conservation Billing Independent Contractor Agreement. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Extension of American Conservation Billing Independent Contractor Agreement (2016).

Extension of JVA Independent Contractor Agreement:

The Board reviewed the Extension of JVA Engineering Independent Contractor Agreement. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Extension of JVA Engineering Independent Contractor Agreement (2016).

Financial Statements

Mr. Marchetti presented the preliminary October 2015 financial statements which included the 2016 budget. Upon motion duly made and seconded, it was unanimously

RESOLVED to accept the preliminary October 2015 financial statements.

2016 Budget

The Board discussed the 2016 budget which was presented as part of the October preliminary financial statements. The public hearing for the 2016 budget was opened.

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Mr. Marchetti reviewed the 2016 expenditures. Mr. Connell asked about the \$50,000 for Norman System Repairs that appears in the 2016 budget. Mr. Baker explained this was a placeholder for potential expenses to remove the two houses from the Norman System drain field. Mr. Connell asked for clarification as to when additional tap fees are imposed for revisions or additions to installed systems. Director Baker stated the two homes had paid full tap fees but had been tied into an existing drain field (Norman) instead of being provided with separate drain fields. The Board tabled further discussion requesting a special meeting be scheduled for Thursday, December 10th.

The public hearing was continued to December 10, 2015.

Accounts Payable The Board reviewed the accounts payable list included in the packet. Upon motion duly made and seconded, it was unanimously

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

Construction Update Mr. Odell reported on the status of construction on various lots throughout the District.

Meeting Schedule As requested a special meeting will be scheduled for Thursday, December 10, 2015 at 2:30 p.m. or upon conclusion of the RSRMD meeting in the same location.

Adjournment Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the November 9, 2015 Special Meeting of the Holland Creek Metropolitan District Board of Directors.

Respectfully submitted,
/s/ Kathy Lewensten
Recording Secretary