
RECORD OF PROCEEDINGS

Minutes of the Regular Meeting of the Board of Directors of the Holland Creek Metropolitan Districts February 18, 2013

The Regular Meeting of the Board of Directors of the Holland Creek Metropolitan District, Eagle County, Colorado, was held Monday, February 18, 2013, at 8:15 a.m., in the two elk conference room at the VRDC office, 137 Benchmark Rd, Avon, Eagle County, Colorado.

Attendance

The following Directors were present:

- William Kennedy
- William Simmons
- Karen Braden-Butz

The following Director was absent and excused:

- Kevin Hopkins
- Michael Gibbs

Also in attendance were:

- Bill Ankele, White, Bear & Ankele, PC (via phone)
- Kathy Lewensten, RMPC Recording Secretary
- Mike Connell, RSRMD Director
- Ramsey Romanin, RSR Caretaker
- Don Odell, VRDC Operations

Call to Order

The Regular Meeting of the Board of Directors of the Holland Creek Metropolitan District was called to order at 8:15 a.m. by Director Kennedy, 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; [Michael Gibbs](#) is the Club Director of Red Sky Golf Club, an indirect operating subsidiary of Vail Resorts, Inc, which both have significant business interests within the Districts; [William Simmons](#) is Director of Village Operations for Vail Resorts Management Company, an indirect operating subsidiary of Vail Resorts, Inc., which both have significant business interests within the Districts, [Karen Braden-Butz](#) is a Project Accountant for

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Vail Resorts Development Company a subsidiary of Vail Resorts, Inc, which both have significant business interests within the Districts; Kevin Hopkins is a Senior Financial Analyst for Specialty Sports Ventures 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 .

Minutes

The Board reviewed the minutes of the January 21, 2013 Regular Meeting. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the minutes of the January 21, 2013 Regular Meeting as presented.

Meeting Schedule

The Board cancelled the March meeting unless the need arises to meet. The next regular meeting is scheduled for Monday, April 15, 2013 at the same time and location.

Public Input

No public comment was offered.

Hermes Wolcott Development

Director Kennedy reported he and Mr. Connell had met independently with Hermes development representatives to discuss water matters including the potential for an interconnect with RSR. Their 1041 permit was prepared with the assumption of a stand-alone system however an interconnect to the HC/RSR water system has been looked at as a convenience, both while their development and water plant are under construction and for redundancy after their plant comes on line. Hermes is anxious to get the project through the Eagle County approval process and anticipates breaking ground in 2013.

The future possibility of the District being asked to include into ERWSD for water services has been mentioned. ERWSD would not be interested in overseeing the wastewater systems. No information regarding potential rates or services is available at this time. If the District is formally approached regarding an inclusion more rate and service type information would need to be provided and an election would need to be held. No proposal or formal request has been received by the District regarding any of the matters discussed in the meeting.

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Water Plant Operations

Mr. Odell reported winter maintenance work continues on the water plant. Bellyache has been purchasing water as discussed at the last meeting. The quantity has decreased slightly. Mr. Odell and Mr. Zachman are assessing the need for the GAC replacement scheduled for this year. He explained that depending on test results it may be possible to delay the replacement until 2014. Mr. Odell presented the wastewater report which had been included in the packet. He briefly reviewed the information that will be presented in the report noting the District is in compliance.

He reported they are beginning work on the refurbishment of the existing skid. Some parts were available on the used skids and are being removed and readied for use, other parts have been ordered. Once all the parts are on site they will start the rebuild. The intent is to expand the capacity of the current skid before this summer. Mr. Odell asked for direction concerning expansion of the current skid to 48, 60 or 90 modules. There are different control parts and connections depending on the number of modules. If expanded to 60 or 90 some plant upgrades would be necessary. Mr. Odell and Mr. Zachman (SGM) have been gathering cost information for each level. Director Simmons asked if it will be possible to have the first expansion done by April. Mr. Odell believes this will be possible. The Board directed Mr. Odell to meet with Director Kennedy to review the options. The expansion to two skids is currently scheduled for 2014. The Board asked whether it would be possible to accomplish this in 2013. Mr. Odell explained the District had not budgeted for the expansion in 2013 and noted the plant would need to be down for approximately two weeks for the trade out of the skids. He stated it may be possible later in the year but not before summer.

Legal

Mr. Ankele stated there were no legal matters for today's meeting.

Financial Statements

The preliminary January 31, 2013 financial statements were presented in the board packet. Upon motion duly made and seconded, it was unanimously

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RESOLVED to approve the preliminary January 31, 2013 financial statements as presented

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.

Operations Mr. Romanin reported normal winter operations, snow plowing and shoveling.

**Resignation/Appointment
Of Director**

Mr. Ankele reported Director Hopkins indicated he wished to resign from the Board. A notice of vacancy had been published prior to today's meeting. One candidate has expressed interest in the vacancy, Mr. Kyle Griffith. Upon motion duly made and seconded, it was unanimously

RESOLVED to accept the resignation of Mr. Hopkins, and

FURTHER RESOLVED to appoint Mr. Griffith to fill the vacancy subject to completion of the necessary documents, including an oath of office.

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 February 18, 2013 Regular Meeting of the Holland Creek Metropolitan District Board of Directors.

Respectfully submitted,
/s/ Kathy Lewensten

Kathy Lewensten
Recording Secretary