
RECORD OF PROCEEDINGS

**Minutes of the Joint Meeting of the
Boards of Directors of
Alpine Metropolitan District and Breckenridge Mountain Metropolitan District
February 25, 2021**

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held February 25, 2021 at 9:00 a.m. via electronic Zoom meeting <https://zoom.us/join>, Phone Only US 1 253 215 8782, Meeting ID: 899 0768 0446.

Attendance

The following Directors were present and acting:

Alpine:

Chris Gersbach
Dustin Stokes
Trevor Maring
Jim Testin

Breckenridge Mountain:

Chris Gersbach
Dustin Stokes
Trevor Maring
Jim Testin

The following Director was absent and excused:

Alpine:

Norm Helm

Breckenridge Mountain:

Norm Helm

Also in attendance were:

- Ken Marchetti, Marchetti & Weaver LLC
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- Jason Bretz, Breck Blades, LLC

Call to Order

Director Gersbach called roll at 9:03 am for the joint meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District meeting noting a quorum was present for each district.

**Potential
Conflicts**

The Boards noted that they have received certain written disclosures of potential conflict of interest statements from each of the Directors more than seventy-two hours prior to the meeting, indicating the following conflicts: Norm Helm is Director of Association Management for Vail Resorts Development Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc. which all have significant business interests within the Districts; Chris Gersbach is General Manager of One Ski Hill Pace and Crystal Peak Lodge for Vail Resorts Management Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; Dustin Stokes is General Manager of Keystone Lodge and Spa for Vail Resorts Management Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant

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business interests within the Districts; Trevor Maring is Director of Base Area Operations at Breckenridge Ski Resort a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; James Testin is Director of Mountain Planning at Breckenridge and Keystone Ski Resorts, Vail Summit Resorts Inc, a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts..

- Agenda** There were no changes to the agenda.
- Public Input** There was no public input.
- Minutes** The Board reviewed the minutes included in the packet and upon motion duly made and seconded, it was unanimously

RESOLVED to approve the October 29, 2020, minutes as presented.

Ice Rink Operations Report

Mr. Bretz reviewed the following for the Ice Rink:

- The rink was busy when opened but slowed down after the holidays and as the season continued.
- Operations are going smoothly.
- Management is hoping to keep the rink open until mid-April by utilizing the tarp purchased last spring.
- A company has been contacted to install turf for summer use.
- Due to Covid restrictions, rink capacity is limited to 25 people on ice and 75 people surrounding. There were no capacity limits experienced so far.
- The warranty work on the curb and railings was completed prior to opening.
- There was discussion on using a booking system and suggestions for promoting the ice rink for next season.

Discussion on the transition of responsibility of the Ice Rink from Breck Blades to the District continued. Ms. Johnston reviewed the Management Agreement terms at the 2 year transition, summarized discussions so far and advised that another meeting was scheduled for next week.

North Gondola Gold Rush Lots

Mr. Marchetti reported to the Board that Breckenridge Grand Vacations began preliminary discussions to ask the District to cover public improvement costs on development of the North Gondola and Gold Rush

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lots. Mr. Marchetti said that the District would review the request once presented to determine if funds were available.

Mr. Bretz left the meeting at 9:22 a.m.

Storm Drain Discussion

Mr. Marchetti introduced a discussion on responsibility of the Storm Sewer Drain system explaining that although the District owns the system, BMMA provides general maintenance through a Maintenance Agreement. The purpose of the discussion was to determine if the District should have some financial responsibility for the maintenance and operation of the system. There was general discussion on the costs to maintain the system and the Board tabled further discussion to a future meeting.

Financial Statements

Mr. Marchetti reviewed the year-end financial statements included the packet explaining that the Districts' audits were currently underway. Mr. Marchetti reviewed the debt service for Breckenridge Mountain and a potential increase to the mill levy rate going to Alpine if the Board chose to cover storm sewer or other maintenance costs. Mr. Marchetti went over changes to the Alpine financial statements including the addition of the Ice Rink that allowed expenses to be tracked separately and the inclusion of the Replacement Reserve Studies as requested at the last meeting. He also reviewed that the Capital Fund may not be able to be closed out as budgeted if the new projects moved forward.

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 the Accounts Payable list as presented.

Sales Tax Exemption

Mr. Marchetti reviewed the letter received from the Town of Breckenridge in response to the claim for sales tax refund, gave background of the sales tax exemption for the transportation and recreation projects in 2019, and reviewed the process for contractors to apply for tax-exempt status on behalf of the District. Mr. Marchetti confirmed that there still has been no response to the Request for Refund submitted to the State. Ms. Harris reviewed the next steps if the Board wished to pursue refunding of the sales tax paid and general discussion continued. Following discussion, the Board instructed Management not to pursue either claim any further and to table the issue until a response was received from the State.

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Posting Location

Resolutions

Ms. Harris reviewed the posting Resolutions included in the packet. After discussion, and by motion duly made and seconded, it was unanimously

RESOLVED to approve the Resolution Designating the District's Posting Location for both Breckenridge Mountain and Alpine Metropolitan District.:

Future Meetings

The Board confirmed the next meeting for May 27, 2021.

Adjournment

Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Special Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 25th day of February, 2021.

Respectfully submitted,



Beth Johnston
Recording Secretary

RECORD OF PROCEEDINGS

**Minutes of the Joint Meeting of the
Boards of Directors of
Alpine Metropolitan District and Breckenridge Mountain Metropolitan District
May 27, 2021**

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held May 27, 2021 at 9:00 a.m. via electronic Zoom meeting <https://zoom.us/join>, Phone Only US 1 253 215 8782, Meeting ID: 899 0768 0446.

Attendance

The following Directors were present and acting:

Alpine:

Chris Gersbach
Dustin Stokes
Trevor Maring
Jim Testin
Norm Helm

Breckenridge Mountain:

Chris Gersbach
Dustin Stokes
Trevor Maring
Jim Testin
Norm Helm

Also in attendance were:

- Ken Marchetti, Marchetti & Weaver LLC
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- Jason Bretz, Breck Blades, LLC
- Lisa Hemman, Chadwick, Steinkirchner, Davis
- Jonathan Heroux, Piper Sadler
- Chris Noraka, Development, Breckenridge Grand Vacations
- Blake Davis, CFO, Breckenridge Grand Vacations
- Nick Doran, COO, Breckenridge Grand Vacations

Call to Order

Director Gersbach called roll at 9:02 am for the joint meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District meeting noting a quorum was present for each district.

**Potential
Conflicts**

The Boards noted that they have received certain written disclosures of potential conflict of interest statements from each of the Directors more than seventy-two hours prior to the meeting, indicating the following conflicts: Norm Helm is Director of Association Management for Vail Resorts Development Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc. which all have significant business interests within the Districts; Chris Gersbach is General Manager of One Ski Hill Place and Crystal Peak Lodge for Vail Resorts Management Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; Dustin Stokes is General Manager of Keystone Lodge and Spa for Vail Resorts

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Management Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; Trevor Maring is Director of Base Area Operations at Breckenridge Ski Resort a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; James Testin is Director of Mountain Planning at Breckenridge and Keystone Ski Resorts, Vail Summit Resorts Inc, a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts..

Agenda

There were no changes to the agenda.

2020 Audited Financial Statements

Ms. Johnston introduced Ms. Hemann who completed the 2020 audited financial statements for the Districts. Ms. Hemann gave an overview of the audit procedures and that both audits were issued without any significant items to report. Ms. Hemann explained that the audit focused on internal controls and other weaknesses and did not find any. There was one audit journal entry suggested by Mr. Marchetti to correct the amortization of the 2016 bonds premium but no substantial changes to processes or procedures. There was general discussion on the reports and audit procedures. Following discussion, and by motion duly made and seconded, it was unanimously

RESOLVED to approve the Breckenridge Mountain Metropolitan District 2020 Audited Financial Statements, subject to final comments by District Counsel; and

FURTHER RESOLVED to approve the Alpine Metropolitan District 2020 Audited Financial Statements, subject to final comments by District Counsel.

Mr. Marchetti thanked Ms. Hemann and her team for timely completion of the audits and also for being available to discuss the reports with the Board.

Ms. Hemann left the meeting at 9:15 a.m.

North Gondola/ Gold Rush Lots Project

Mr. Doran introduced himself and his colleagues. Mr. Doran said that Breckenridge Grand Vacations (BGV) was working with the Town of Breckenridge to develop a Master Plan for the development of the North Gondola and Gold Rush lots and part of the plan included installation of a

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gondola from a proposed parking structure in the Gold Rush lot over the street to the North Gondola lot. Mr. Doran gave background on other options that were considered and why a gondola was the chosen transportation option. BGV presented two preliminary pricing options from Poma based on different clearance options for the gondola. BGV engaged the District and discussion was had on the following items :

- Bonding capacity of the District – BGV inquired if the District had sufficient bonding capacity for the gondola transportation project. Mr. Heroux and Mr. Marchetti responded that bond interest rates were still low and assessed values were projected to increase so the District may have sufficient bonding capacity for the project. Further discussion was had on remaining buildout for the District and other potential infrastructure projects the District may be asked to finance since the proposed gondola would max out the District's bonding capacity or remainder voter authorization.
- Staffing and Operation of the Gondola – BGV would prefer that the gondola be operated by Vail Resorts or another entity. Discussion continued on operating cost responsibility and potential cost share partners that could be set up similar to the Village Connect gondola agreement.
- Construction of the gondola – BGV would like the District to construct the gondola similar to the Ski Hill Road project in 2017. Discussion continued on if the project was a stand alone project and how the District would determine that the parking garage was structurally sufficient to support a gondola terminal if the projects were completed separately. Additional items for consideration were the District's need for an Owner's Representative to act on their behalf and ownership of the parking garage structure and related revenues.

Further discussion was had on responsibility if construction costs exceeded the District's bonding capacity, timing of the project construction and issuance of bonds; the District's on-going financial capacity to maintain and eventually replace the asset and on-going operating costs, and the project's estimated contribution to District's annual revenues through property taxes assessed on residential and commercial improvements.

Mr. Doran, Mr. Noraka, and Mr. Davis left the meeting at 10:15 a.m.

Financial Statements

Mr. Marchetti reviewed the financial statements included in the packet noting things were tracking as expected. There was discussion on the anticipated increase to the assessed value for 2022 due to the change in property tax valuations.

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Mr. Marchetti continued the discussion on the Storm Sewer Drain system and if the District should have some financial responsibility for the maintenance and operation of the system. The history of the agreement was reviewed with Director Helm recalling that the Developer may have requested that the maintenance of the system be run through the BMMA. The Board decided more research was required to determine if anything needed to be changed and requested that this item be kept on the agenda for future discussion.

Mr. Marchetti left the meeting at 10:30 am

Ice Rink Operations Report

Mr. Bretz reviewed the following for the Ice Rink:

- Closed to the public on April 4 and subsequent shut down procedures.
- A custom tarp is needed for maintaining the ice for spring skating. There was anticipated to be available funds left in the start up budget line item after the turf purchase.
- The turf proposal was received and is on order.
- The financial statements contained a formula error and the variance report for the end of season was reviewed. The electric costs had been determined and would be posted.
- The turf was expected prior to the opening of Epic Discovery and the court would be fully open once installed. Some games have been put out for the interim.

Ms. Johnston updated the Board on the District assuming financial responsibility reporting that the paperwork for a new merchant account was in process and expected to be finalized in October prior to the rink opening in November.

Turf Proposal

The Board reviewed the turf proposal included in the packet. Ms. Johnston explained that the proposal had been distributed prior to the meeting and was less than the Start Up amount budgeted for 2021. Following discussion, and upon motion duly made and seconded it was unanimously

RESOLVED to ratify the PlushGrass Proposal dated April 18, 2021 for artificial grass recreation area for the ice rink/sport court.

Mr. Bretz left the meeting at 10:38 a.m.

Minutes

The Board reviewed the minutes included in the packet. Director Stokes noted that his conflict statement needed updated from Mountain Thunder

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Lodge to Keystone Mountain Lodge and Spa. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the February 25, 2021, minutes following the discussed correction.

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 the Accounts Payable list as presented.

DocuSign Review

In response to the increasing sophistication of spam requests, Ms. Johnston reviewed the information that will be included when a DocuSign request is sent from Management to a Board member. Items to be verified include personalized text in the email body, proper grammar and spelling, and the email signature. She reiterated that if there was any question on the legitimacy of a request that they should call or send a separate email to confirm.

Second Amendment to Ice Rink Management Agreement

Ms. Harris reviewed the background of the Management Agreement and explained that Breck Blades requested an extension for submitting the monthly Management Services Costs incurred from the 10th to the 20th of each month and the associated adjustment for payment remittance by the District. Following discussion and, upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Second Amendment to Management Agreement between Alpine Metropolitan District and Breck Blades, LLC.

Consolidated Annual Report

Ms. Harris reviewed the 2020 joint annual report for the Districts noting that there was nothing out of the ordinary. The report would be filed with the Town of Breckenridge and other entities as required. Following discussion and upon motion duly made and seconded, it was unanimously

RESOLVED to approve the 2020 Consolidated Annual Report.

Future Meetings

The Board confirmed the next meeting for August 26, 2021. Discussion was had on future meetings in light of pandemic restrictions being lifted. The Board indicated that electronic meetings would be preferred due to Board members being spread out in various locations.

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Adjournment Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Special Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 27th day of May, 2021.

Respectfully submitted,



Beth Johnston
Recording Secretary

RECORD OF PROCEEDINGS

**Minutes of the Joint Special Meeting of the
Boards of Directors of
Alpine Metropolitan District and Breckenridge Mountain Metropolitan District
August 26, 2021**

The Joint Special Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held August 26, 2021 at 9:00 a.m. via electronic Zoom meeting <https://us02web.zoom.us/j/89907680446>, Phone Only US 1 253 215 8782, Meeting ID: 899 0768 0446.

Attendance

The following Directors were present and acting:

Alpine:

Chris Gersbach
Dustin Stokes
Trevor Maring
Jim Testin

Breckenridge Mountain:

Chris Gersbach
Dustin Stokes
Trevor Maring
Jim Testin

Also in attendance were:

- Ken Marchetti, Marchetti & Weaver LLC
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- Jason Bretz, Breck Blades, LLC
- Jonathan Heroux, Piper Sadler
- Chris Noraka, Director of Construction, Breckenridge Grand Vacations
- Blake Davis, CFO, Breckenridge Grand Vacations
- Deb Norton, Project Manager, Breckenridge Grand Vacations

Call to Order

Director Gersbach called roll at 9:02 am for the joint meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District meeting noting a quorum was present for each district.

**Potential
Conflicts**

The Boards noted that they have received certain written disclosures of potential conflict of interest statements from each of the Directors more than seventy-two hours prior to the meeting, indicating the following conflicts: **Chris Gersbach** is General Manager of One Ski Hill Place and Crystal Peak Lodge for Vail Resorts Management Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; **Dustin Stokes** is General Manager of Keystone Lodge and Spa for Vail Resorts Management Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; **Trevor Maring** is Director of Base Area Operations at Breckenridge Ski Resort a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within

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the Districts; **James Testin** is Director of Mountain Planning at Breckenridge and Keystone Ski Resorts, Vail Summit Resorts Inc, a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts..

Agenda There were no changes to the agenda.

Minutes The Board reviewed the minutes included in the packet. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the May 27, 2021, minutes as presented.

North Gondola/ Gold Rush Lots Project

Mr. Noraka updated the Board on progress of the North Gondola/Gold Rush gondola installation project and discussion was had on the following items:

- The project is currently undergoing Town of Breckenridge review and incorporating all comments from prior meetings. A gondola operating schedule was requested by the Town and BGV is basing the new gondola schedule on the current gondola schedules. Town approval is expected by the end of September.
- Ken Marchetti reviewed the revenue projection and calculated projected increase of the project to the Assessed Valuation for the District. The projected increase to the Assessed Valuation is \$22,710,000 and based on the current debt service mill levy rate of 24 mills results in additional property taxes of \$545,000 annual revenue and demonstrates that the project will add sufficient revenue to support additional bonding for the gondola.
- Mr. Marchetti reviewed the sunset provision for the District's authorized debt.
- Mr. Noraka reviewed the expected payment timeline provided by Leitner-Poma and anticipated that the project would move forward following approval in September. Preliminary timeline would be to sign a contract with a gondola contractor in spring 2022 with completion by opening day of winter 2024.
- Based on the timeline, the District would need funding in place before spring 2022. Discussion continued on the most cost effective issuance option and availability to spend the funds down over the contract period. The Board requested that BGV provide a timeline for when funds are expected to be expended.
- How the transaction should be structured. The Board requested Ms. Harris look into bidding requirements for and public benefit of the project.

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- Maintenance and operation of the gondola. The Board requested Director Maring research current maintenance and operating estimates for review at the next meeting.

Mr. Heroux, Mr. Davis, and Ms. Norton left the meeting at 9:40 a.m.

Ice Rink Operations Report

Mr. Bretz gave the following report for the Ice Rink:

- Turf has been installed and looks great.
- Focus is turning to winter and ice rink start up.
- The custom tarp is still being researched and will be procured in 2021.
- The Ice Rink budget for 2022 will be ready in September for Board consideration at the October meeting. Ms. Johnston will send the budget for comment in advance of the meeting.
- The District is ready to assume financial responsibility from Breck Blades and expenses are expected to start in October as budgeted.

Mr. Bretz and Mr. Noraka left the meeting at 9:50 a.m.

Financial Statements

Mr. Marchetti reviewed the financial statements included in the packet noting expenses were tracking as expected. The mill levy collected to cover Alpine expenses is projected to be sufficient and the Capital Improvement Fund is still anticipated to be consolidated into the General Fund at the end of 2021. The preliminary 2022 budgets were reviewed however there are too many unknowns surrounding the new project to take action at this point.

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 the Accounts Payable list as presented.

There was general discussion on the bank signers and backup approver for invoices. The Board requested that the President and Treasurer be the approvers for invoices and that the four current Board members be signers on all District accounts.

Board Vacancy

Ms. Harris announced Director Helm's resignation and reviewed the eligibility requirements to sit on the Metro District boards. The notice of vacancy was published and, if no eligible candidates submit a letter of interest, the Board may appoint another member at their next meeting. Mr. Marchetti gave an overview of the 2022 election.

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Resolution Designating

Location for

Regular Meetings

Ms. Harris reviewed Resolution included in the packet explaining it ratified all actions taken by the Board during the emergency period and designated future regular meetings to be held electronically. Following discussion and, upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Joint Resolution Designating the Location of Regular Meetings of the Boards of Directors.

CORA Update

Ms. Harris updated the Board on the Records request received from an owner at One Ski Hill Place in regard to the Ullr statue.

Future Meetings

The Board reviewed the meeting calendar. Due to several conflicts with the scheduled October and November meeting dates, they were both cancelled and rescheduled for November 4, 2021 at 9:00 am. Further discussion was had on scheduling more frequent meetings at the beginning of 2022 in anticipation of issuing bonds for the Gondola Project.

Adjournment

Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Special Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 26th day of August, 2021.

Respectfully submitted,



Beth Johnston
Recording Secretary

RECORD OF PROCEEDINGS

Minutes of the Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District November 4, 2021

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held November 4, 2021 at 9:00 a.m. via electronic Zoom meeting <https://zoom.us/join>, Phone Only US 1 253 215 8782, Meeting ID: 899 0768 0446.

Attendance

The following Directors were present and acting:

Alpine:

Chris Gersbach
Dustin Stokes
Trevor Maring
Jim Testin

Breckenridge Mountain:

Chris Gersbach
Dustin Stokes
Trevor Maring
Jim Testin

Also in attendance were:

- Martin Allen, Vail Resorts
- Ken Marchetti, Marchetti & Weaver LLC
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Bill Ankele, White Bear Ankele Tanaka & Waldron PC
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- Jason Bretz, Breck Blades, LLC
- Jonathan Heroux, Piper Sadler
- Jimena Begal, Piper Sadler
- Chris Noraka, Development, Breckenridge Grand Vacations
- Graham Frank, Breckenridge Grand Vacations

Call to Order

Director Gersbach called roll at 9:02 am for the joint meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District meeting noting a quorum was present for each district.

Potential Conflicts

The Boards noted that they have received certain written disclosures of potential conflict of interest statements from each of the Directors more than seventy-two hours prior to the meeting, indicating the following conflicts: **Chris Gersbach** is General Manager of One Ski Hill Place and Crystal Peak Lodge for Vail Resorts Management Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; **Dustin Stokes** is General Manager of Keystone Lodge and Spa for Vail Resorts Management Co., a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; **Trevor Maring** is Director of Base Area Operations at Breckenridge Ski Resort a

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subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts; **James Testin** is Director of Mountain Planning at Breckenridge and Keystone Ski Resorts, Vail Summit Resorts Inc, a subsidiary of the Vail Corporation and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts..

Agenda The project discussion was moved to the top of the agenda.

Minutes The Board reviewed the minutes included in the packet. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the August 26, 2021, minutes as presented.

**North Gondola/
Gold Rush Lots
Project**

Mr. Noraka updated the Board on progress of the North Gondola/Gold Rush gondola installation project and discussion was had on the following items:

- Town of Breckenridge Planning approval has been received and the project is going in front of Town Counsel for review and approval.
- Financing information was sent and the schedule has been pushed back about one year with signing of the contract in May 2023 and completion anticipated for fall of 2024.
- Project cost and new timeline
- District's request for a backstop agreement from the Developer.

Mr. Ankele reviewed the Landmark case and concerns with the Gondola Project potentially being subject to the nexus of benefit between the upper and lower areas of the full District. Discussion continued on creating a sub-District and Mr. Ankele outlined the set up process including an election to issue debt and smaller tax base for debt repayment. Mr. Marchetti and Mr. Heroux reviewed the financial analysis prepared for a bond issue for the full District. There was discussion on issuing debt from a sub-district that is non-rated and the potential for the sub-district to meet the debt obligations. Further discussion was had on the steps for creating a sub district, which include a Board vote to establish the sub-District via Resolution, a notice to the Town for approval of the sub-District, and a TABOR election within the new sub-District, and timelines for a sub-district formation, election, and bond issue.

Director Maring reviewed a summary of operating and capital costs for the proposed gondola. Discussion was had on the projected maintenance fees and yearly expenses, responsibility for funding the maintenance and

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operations costs, how the projections would fit into a sub-District concept, and potential split of costs between the District, Developer and Vail Resorts.

Mr. Noraka, Mr. Frank, Ms. Begal and Mr. Heroux left the meeting at 9:49 a.m.

Ice Rink Operations Report

Mr. Bretz reviewed the following for the Ice Rink:

- The chiller is started and ice making starts next week.
- Hiring of staff is currently underway.
- The tarp has been a challenge to procure but still on track to be complete in 2021. An estimate was included in the meeting packet but there were still changes to be made.
- The turf has been rolled up and stored for the winter. The turf looked great over the summer and people enjoyed the area.

Ms. Johnston confirmed that the 2022 Ice Rink Budget had been emailed out to the Board prior to the October 31, 2021 deadline and that no comments were received. Mr. Bretz presented the Ice Rink budget. There was a projected deficit due to a conservative revenue projection however revenue is expected to be higher since there are no occupancy limits and more people overall are expected to be visiting the resort and the rink. Ms. Johnston confirmed that the budget numbers presented had been included in the overall 2022 District budget to be reviewed later in the meeting. Following review and discussion, upon motion duly made and seconded, it was unanimously

RESOLVED to approve the 2022 Ice Rink Budget as presented by Breck Blades.

Mr. Bretz and Ms. Johnston updated the Board on the District's assuming financial responsibility of the Ice Rink reporting that the new merchant account was set up and everything was ready to go for the rink opening.

Mr. Bretz left the meeting at 10:00 a.m.

Financial Statements and 2022 Budgets

Mr. Marchetti stated that the meeting had been published as the public hearing for adopting the 2022 budgets for both Districts, and then opened the public hearings for comment. Mr. Marchetti reviewed the Breckenridge Mountain 2021 forecast and 2022 preliminary budget noting that the mill levy for debt service was the same as last year to create a smaller surplus. Mr. Marchetti reported on the new statute requiring Metropolitan Districts formed after January 1, 2000 to email or mail a notice of election to all registered voters, so the election budget for May 2022 was increased to

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anticipate a District election. Discussion turned to the potential cost of a sub-District election and anticipated costs.

Mr. Marchetti then reviewed the Alpine 2021 forecast and 2022 preliminary budget noting that the Capital Fund would be closed and the remaining fund balance would be moved into the General Fund. Ms. Johnston reviewed the new budget lines for the Storm Sewer and Ice Rink capital based on the reserve studies. Following discussion, the public hearings were closed and, upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the Resolutions to Adopt the 2022 Budgets for Breckenridge Mountain and Alpine Metropolitan Districts, subject to minor adjustments; and

FURTHER RESOLVED to set the mill levy for Breckenridge Mountain Metropolitan District to 24.00 mills and Alpine Metropolitan District at 0 mills; and

FURTHER RESOLVED to appropriate funds for Breckenridge Mountain and Alpine Metropolitan Districts, subject to minor adjustments.

2021 Audit

Mr. Marchetti reviewed the engagement letters included in the packet explaining that Chadwick, Steinkirchner, and Davis has performed the past several audits for the Districts. Following discussion and upon motion duly made and seconded, it was unanimously

RESOLVED to engage Chadwick, Steinkirchner, and Davis to conduct the 2021 audits for Breckenridge Mountain and Alpine Metropolitan Districts.

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 the Accounts Payable list as presented.

Bank Accounts

Ms. Johnston reviewed the current bank signers and accounts payable process for the Districts and the need to update both with Mr. Helm's resignation and Director Gerbach's pending resignation. Following discussion, the Board requested that Management hold off on obtaining new signature cards pending appointments to fill vacant seats. Following Mr. Gersbach's official resignation, the accounts payable process should be updated with Directors Stokes and Maring reviewing invoices and approving release of payments in Treasury Management.

RECORD OF PROCEEDINGS

Alpine and Breckenridge Mountain Metropolitan Districts November 4, 2021 Meeting Minutes

2022 Election Resolution

Ms. Harris explained that the election resolution included in the packet calls the regular May 3, 2022 election and reviewed the directors up for election, the terms for each director, and the District's notice to electors obligations. Following discussion, and upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the Joint Resolution Calling Election for the Alpine and Breckenridge Mountain Metropolitan Districts in May 2022 with minor changes as discussed.

Joint Administration Resolution

Ms. Harris reviewed the Joint Annual Administration Resolution for 2022 explaining it designated compliance measures and responsibilities for the Districts. She reviewed the online posting of meeting notices, 24-hour posting locations and noted that the Resolution would be updated following the approval of the meeting calendar, appointment of the new director and election of officers later in the meeting. Upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the Alpine and Breckenridge Metropolitan Districts Joint Annual Administrative Resolution for 2022 subject to the revisions as discussed.

Appointment of Directors

Ms. Harris stated that notice of the Board seat vacancy had been published following the resignation of Director Helm on July 23, 2021. There being no other interested candidates, Mr. Martin Allen was nominated to fill the vacant position until the next regular election of the Districts to be held on May 3, 2022. Upon motion duly made and seconded, it was unanimously

RESOLVED to appoint Martin Allen to fill the vacancy on the Alpine and Breckenridge Mountain Metropolitan Districts Boards.

Director Maring, as an officer of both Districts, administered the Oaths of Office to Director Allen for both Alpine and Breckenridge Mountain Metropolitan Districts.

Director Gersbach announced his resignation from Vail Resorts as of November 12, 2021 and confirmed his commitment to serve on the Joint boards until his last day of employment with Vail Resorts.

Election of Officers

After discussion, and by motion duly made and seconded, it was unanimously

RECORD OF PROCEEDINGS

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RESOLVED to elect the following officers for both Districts:

Trevor Maring	President/Chairman
Dustin Stokes	Treasurer/Secretary
Chris Gersbach	Vice President/Asst Secretary/Asst Treas
Jim Testin	Vice President/Asst Secretary/Asst Treas
Martin Allen	Vice President/Asst Secretary/Asst Treas

Future Meetings The board reviewed the 2022 Proposed Meeting Calendar included in the packet and upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the 2022 Meeting Calendar as presented.

Adjournment Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Special Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 4th day of November 2021.

Respectfully submitted,



Beth Johnston
Recording Secretary