
RECORD OF PROCEEDINGS

**Minutes of the Joint Meeting of the
Boards of Directors of
Alpine Metropolitan District and Breckenridge Mountain Metropolitan District
January 27, 2022**

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held January 27, 2022 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:

Trevor Maring
Dustin Stokes
Martin Allen

Breckenridge Mountain:

Trevor Maring
Dustin Stokes
Martin Allen

The following Directors were excused:

Alpine:

Jim Testin

Breckenridge Mountain:

Jim Testin

Also in attendance were:

- 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
- Chris Noraka, Development, Breckenridge Grand Vacations
- Graham Frank, Breckenridge Grand Vacations
- Blake Davis, Breckenridge Grand Vacations
- Deb Norton, Breckenridge Grand Vacations

Call to Order

Director Maring called roll at 9:08 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: 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

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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. Martin Allen is Director of Resort Services Keystone Ski Resort, 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. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the November 4, 2021, minutes as presented.

North Gondola/ Gold Rush Lots Project

Mr. Marchetti and Mr. Heroux reviewed the financial model prepared using the proposed subdistrict. Mr. Heroux relayed that the model used preliminary project cost of \$5 million sent by BGV and a 5.5% interest rate was assumed. The mill levy required to service the debt was then determined to be about 24 mills. Mr. Frank announced that the Leitner Poma quote was increased to \$5.4 million due to increases in the tower height needed to cross the road. Mr. Heroux explained that any increases to the project cost would lead to a corresponding increase to the mill levy required to service the debt.

Mr. Frank reviewed the BGV construction timeline with closing dates for properties, coordination with Vail Resorts, and CDoT permits submitted to the Town by end of March. The Master Plan approval from the Town of Breckenridge was received and the garage construction applications were submitted with construction expected to start in 2024 and completion by October 2025.

There was general discussion on funding of the operating costs for the gondola. BGV expects a similar operating arrangement with Vail Resorts as the escalator project completed in 2019. Mr. Marchetti explained that the subdistrict may be maxed out to pay the debt service and have little room to levy an operating mill to cover operating expenses. The Board requested that Mr. Heroux prepare an updated model to include the debt at the new

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project estimate of \$5.4 million and an operating mill projection based on estimates submitted by Director Maring. General discussion continued on the burden of a high mill levy and option of Developer contributions.

Subdistrict Formation

Ms. Harris confirmed that notice of the subdistrict formation was provided to the Town of Breckenridge and Summit County. The District is on track to pass a Resolution to create the subdistrict at the February meeting. Ms. Harris reviewed the timeline for the subdistrict election included in the packet. Mr. Marchetti explained that once formed, the subdistrict would be just like another District with the same statutory regulations, reporting requirements and costs. He recommended separating out costs to form the subdistrict and have a Developer backstop or advance in place to reimburse the District if the project or subdistrict did not reach completion. Discussion turned to when the subdistrict could start levying mills and the projected timing for the bond proceeds. Mr. Ankele said there was potential for the Town to require a service plan amendment which could push the election into November but that timing would still fit within the construction timeline. Following discussion, BGV agreed to advance costs for the subdistrict formation to be reimbursed from the bond proceeds once issued. Mr. Heroux suggested that the bond issue be started in August for an anticipated December close.

Mr. Noraka, Mr. Frank, Mr. Davis, Ms. Norton 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 rink opened later than expected due to staffing issues.
- There has been about one injury per week since the rink opened.
- Review of financial information for November and December.
- The tarp is completed and will be shipped as soon as final payment is received.

There was general discussion on the use and busy times of the rink, staffing, and marketing options such as coupons and ads in the BMMA shuttle. Mr. Bretz postulated that low revenues for 2021 were due to the rink not being able to be open due to soft ice and limitations on skater capacity.

Mr. Bretz left the meeting at 10:01 a.m.

Financial Statements

Mr. Marchetti reviewed the preliminary 2021 year end financial statements for each District explaining that preparation for the District's audit was in process and additional year-end entries would be made. Ms. Johnston gave an overview of the Ice Rink financials explaining that some expenses had

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yet to be received from Breck Blades. Mr. Marchetti advised that the audits were scheduled to start at the end of February.

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.

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 February 24, 2022.

Election Update There was general discussion on the Districts' election on May 3. Ms. Johnston confirmed that the Call for Nominations would be sent out via email and USPS mail per the new State requirements. The Call for Nominations and self-nomination forms have been posted to the Districts' website and were available for download. The Director terms and deadlines for submitting the nomination forms was reviewed.

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 January 2022.

Respectfully submitted,



Beth Johnston
Recording Secretary

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Minutes of the Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District February 24, 2022

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held February 24, 2022 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:

Trevor Maring
Jim Testin
Martin Allen

Breckenridge Mountain:

Trevor Maring
Jim Testin
Martin Allen

The following Directors were excused:

Alpine:

Dustin Stokes

Breckenridge Mountain:

Dustin Stokes

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
- Akio Ohtake-Gordon, Piper Sandler
- Chris Noraka, Development, Breckenridge Grand Vacations
- Graham Frank, Breckenridge Grand Vacations
- Blake Davis, Breckenridge Grand Vacations
- Deb Norton, Breckenridge Grand Vacations
- Ryan Thomas, Vail Resorts

Call to Order

Director Maring called roll at 9:04 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: **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

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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. **Martin Allen** is Director of Resort Services Keystone Ski Resort, 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. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the January 27, 2022, minutes as presented.

**North Gondola/
Gold Rush Lots
Project**

Mr. Frank reported that BVG was working with Mr. Heroux and his team on bonding capacity for the subdistrict. The operating costs of the new gondola sent by Director Maring were reviewed and seem correct. BVG is ready to move forward with POMA on final pricing on the gondola. The parking structure plans are being finalized for obtaining necessary permits. The final step for BGV is securing funding for the new gondola.

Mr. Heroux gave background on the district and subdistrict reviewing that a model was prepared using a project fund of \$5.3 million with 28 mills to service the debt. Until the development has been built out and assessed value in the subdistrict increases, the mill levy could not be set high enough to cover the operating and maintenance cost of the gondola. General discussion continued on the mill rate, operating costs and how they would be covered, and inflation rate assumptions. Discussion turned to concern for future taxpayers of the subdistrict. Mr. Frank confirmed there were no existing owners within the subdistrict except Vail Resorts although there were anticipated future owners. Mr. Davis said existence of the subdistrict and the anticipated mill levy for the subdistrict would be clearly disclosed when sales of the units were made. Discussion turned to potential market pushback due to the high mill levy rates when factoring in the mill levy from Breckenridge Mountain Metropolitan District and other overlapping taxing authorities.

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Discussion continued on other entities that may benefit from the operation of the gondola and could assist the District with operating costs. During discussion, it was confirmed that the parking garage assessed value was included in the funding model. Mr. Frank confirmed that the current project estimate is still accurate and the timeline on track.

Following discussion, the Board requested further information on overlapping mill levies and aggregate mill levy rates in similar communities for comparison as well as an updated funding model with a more conservative assessed value and revised inflation rate for operating costs.

Discussion turned to the District having an agreement with the developer to cover construction costs that exceed the project bond funds and the potential need for developer subsidy of operating costs during the initial years of the development. Mr. Frank expressed that the Developer would be amenable to such an agreement.

Subdistrict Formation

Ms. Harris reviewed the subdistrict formation process and the election timeline. The Resolution regarding formation of the subdistrict, calling an election to approve the subdistrict and ability for the subdistrict to issue debt was reviewed. Following discussion, and upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Resolution Regarding the Formation of a Subdistrict with Breckenridge Mountain Metropolitan District subject to receiving Owner Consent forms from Vail Resorts and Town of Breckenridge receiving the certified map as requested.

Ms. Harris reviewed the funding agreement explaining it would cover the costs of forming the subdistrict. There was discussion on what costs would be covered including costs going back into 2021 and for all district vendors and contractors. Following discussion, and upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Funding and Reimbursement Agreement – Subdistrict Organization Costs between **Alpine** Metropolitan District and the Developer subject to revisions by Developer and approved by District’s general counsel.

Mr. Frank, Ms. Norton, Mr. Heroux and Mr. Ohtake-Gordon left the meeting at 9:57 am.

Ice Rink Operations Report

Mr. Bretz reviewed the following for the Ice Rink:

- The tarp was received and is working as expected.

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- Opening hours will be changed to 1:00 pm and will be adjusted as needed based on ice safety. There was general discussion on the busiest times for the rink which is during ski hours and how to ensure the rink stays open during those time.
- Various marketing options are being considered including reaching out to lodges and other partners to stimulate attendance.
- There was one injury. Staff is encouraging use of safety equipment but customers are not taking advantage of it.
- There was general discussion on staffing and staffing issues.
- The closing date for the rink is April 17 however it may need to be as soon as April 3 based on weather and temperatures.

The January preliminary rink financials produced by the Manager were reviewed. Discussion continued on budget to actual for January and how to increase revenue.

Mr. Davis, Mr. Noraka, and Mr. Bretz left the meeting at 10:06 a.m.

Election Update Ms. Harris reviewed the board vacancies and gave an update on the election process.

Financial Statements Mr. Marchetti reviewed the financial statements included in the packet explaining that they were updated for the audit which was in progress. Mr. Marchetti then reviewed the ice rink portion of the District financial statements. He explained that all revenues were deposited directly into District bank accounts and expenses were reconciled and reimbursed to Breck Blades monthly.

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.

Future Meetings Due to scheduling conflicts, the Board cancelled the regular meeting scheduled for March 24 and called a special meeting for Tuesday March 22, 2022 at 9:00 via electronic meeting.

Adjournment Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 24th day of February 2022.

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Alpine and Breckenridge Mountain Metropolitan Districts February 24, 2022 Meeting Minutes

Respectfully submitted,

A handwritten signature in blue ink that reads "Beth Johnston". The signature is written in a cursive style.

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
March 22, 2022**

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held March 22, 2022 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:

Trevor Maring
Dustin Stokes
Jim Testin
Martin Allen

Breckenridge Mountain:

Trevor Maring
Dustin Stokes
Jim Testin
Martin Allen

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 Sandler
- Akio Ohtake-Gordon, Piper Sandler
- Graham Frank, Breckenridge Grand Vacations
- Deb Norton, Breckenridge Grand Vacations
- Ryan Thomas, Vail Resorts

Call to Order

Director Maring 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: 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 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

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the Districts. Martin Allen is Director of Resort Services Keystone Ski Resort, 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 Discussion on the Ice Resurfacer quote was added to the agenda under Ice Rink Operations.

Public Input There was no public input.

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

RESOLVED to approve the February 24, 2022, minutes as presented.

Ice Rink Operations Report

Mr. Bretz reviewed the following for the Ice Rink:

- Operating hours were changed to 3-8pm daily due to the ice being unsafe in the morning.
- February expenses and losses included with the Management Report.
- There were no accidents to report.
- Still trying to increase sales via marketing efforts.
- Tarp is helping to keep ice from melting but hours still need to be adjusted. There was general discussion on how to mitigate sun exposure from making the ice unsafe.
- Closing day has been moved up to April 3 due to ice conditions.
- General discussion was had on Ice Rink expenses and revenues and how other rinks, such as Solaris in Vail, compare. The Board requested Management check for comparisons for review at the next meeting.

Mr. Bretz reviewed the Arena Products Quote for replacement of an infrared sensor and oil changes for two compressors. The freon sensor that was installed also picks up CO2 fumes from cars and since it is installed near the garage, the sensor keeps setting off false alarms. It is recommended that the sensor be replaced by an infrared sensor that only alerts to freon to avoid triggering false alarms. Discussion continued on replacing the sensor, if the correct sensor was originally installed, and if the sensor should be covered by the construction warranty. Mr. Frank agreed to contact PCL Construction to inquire on the sensor and warranty. Ms. Johnston told the Board that the oil changes for the compressors were included in the Ice Rink Reserve Maintenance schedule although at a lower amount than quoted. The Board approved the two oil changes included in the quote at a cost not to exceed \$2,400.

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Mr. Bretz reviewed the Complete Ice Arena quote for maintenance and replacement of the Olympia Ice Resurfacer. The quote was prepared to add the maintenance and replacement costs to the Ice Rink Reserve Study. The Ice Resurfacer is expected to last 20 years if properly maintained and replacement is expected to be around \$105,000. The quote includes pricing for a preventative maintenance program as well as parts that are recommended to have on hand due to long lead times and difficulty getting if they should fail. General discussion on the Ice Resurfacer continued on the life of the batteries, timing, and storage of parts. Following discussion, the Board requested that Mr. Bretz research the cost to replace the Ice Resurfacer versus life cycle cost to maintain and report back to the Board at the next meeting.

Mr. Bretz left the meeting at 9:32 a.m.

North Gondola/ Gold Rush Lots Project

Mr. Heroux reviewed the bond projections revised per the requests at the last meeting. An interest rate of 5.5% was used for the projections however current market volatility could lead to increased interest rates which would result in less bond proceeds available for the project therefore a funding agreement to cover potential shortfalls was recommended. There will be an operating and maintenance (O&M) cost shortfall due to the low assessed valuation during initial years of the project and development. A funding agreement or arrangement would be needed to cover the shortfalls. It was noted that the inflation rate used for expense increases in the projection typically would be mirrored in the assessed valuation increases and it was requested that this be updated in future projections. Mr. Marchetti explained there would be about a two year delay between construction and the increase in assessed valuation. Discussion continued on how to cover the anticipated deficits until the property tax collections caught up since O&M costs cannot be covered by bond funds. Discussion turned to the anticipated mill levy rates for the Subdistrict required to cover the O&M costs and disclosure of those rates by the Developer to potential buyers. Following discussion, it was agreed that the District and the Developer would prepare a Developer Reimbursement Agreement to cover the anticipated funding shortfalls.

Subdistrict Formation

Mr. Marchetti reviewed the Subdistrict Revenue schedule with the Board. There was general discussion on the timeline to issue the Bonds with a December closing and the impacts of accelerating the timeline for a September closing including potential lower issuing interest rates versus paying out capitalized interest if issued earlier. Mr. Heroux confirmed they will keep moving forward pending receipt of the Subdistrict election questions, reimbursement agreement, and bond funds timeline.

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Ms. Harris reported that the Subdistrict's May election was on track and that the ballot language was certified. The BGV attorney had reviewed the funding agreement and did not have any changes. Remaining outstanding items included amounts for the Funding agreement and owner consent for the Formation Resolution.

Mr. Frank, Ms. Norton, Mr. Heroux and Mr. Ohtake-Gordon left the meeting at 10:15 am.

Election Update Ms. Johnston reported that the regular director elections were cancelled due to no more self-nomination forms being submitted than seats available. Discussion turned to oaths and most of the Board members agreed to take their oaths on Thursday May 5 between 9 and 10 am.

Financial Statements Mr. Marchetti reviewed the financial statements explaining that when the Subdistrict is formed a separate financial report will be prepared for it. Discussion turned to the Ice Rink showing revenues under budget and projecting a \$4,000 loss, year to date. Mr. Marchetti noted that due to inflation and other factors, the Service Mill levy rate collected by Breckenridge Mountain for Alpine may need to be increased slightly with a corresponding decrease in the Debt Service Mill Levy rate. The mill levy rate for collection in 2023 will be reviewed in further detail this fall in conjunction with budget preparation.

Audits Ms. Johnston gave an update on the District audits. The audit fieldwork was completed and the drafts were anticipated in mid-April for review. The audits were expected to be presented to the Board for approval at the meeting in May.

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 except for the \$2,354 to Arena Products and Services for the freon sensor replacement.

Future Meetings The next meeting was confirmed for May 26 at 9:00 via electronic meeting.

Adjournment Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 22nd day of March 2022.

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Alpine and Breckenridge Mountain Metropolitan Districts March 22, 2022 Meeting Minutes

Respectfully submitted,

A handwritten signature in blue ink that reads "Beth Johnston". The signature is written in a cursive style.

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 26, 2022**

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held May 26, 2022 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:

Trevor Maring
Dustin Stokes
Martin Allen
Ryan Thomas
David Little

Breckenridge Mountain:

Trevor Maring
Dustin Stokes
Martin Allen
Ryan Thomas
David Little

Also in attendance were:

- Ken Marchetti, Marchetti & Weaver LLC
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- William Ankele, White Bear Ankele Tanaka & Waldron PC
- Jason Bretz, Breck Blades
- Michael Lund, Piper Sandler
- Sydney Burnett, Piper Sandler
- Graham Frank, Breckenridge Grand Vacations
- Deb Norton, Breckenridge Grand Vacations
- Blake Davis, Breckenridge Grand Vacations

Call to Order

Director Maring called roll at 9:05 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: **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 the Districts; **Martin Allen** is Director of Resort Services Keystone Ski Resort, Vail Summit Resorts Inc, a subsidiary of the Vail Corporation

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and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts.

Mr. Ankele noted that written conflict disclosures of potential conflicts of interest were not received from directors Little and Thomas in sufficient time to file at least seventy-two hours prior to the meeting. Since conflict disclosures could not be filed, Directors Little and Thomas would abstain from voting on any actions of the Board except administrative business not directly in conflict with their positions within Vail Resorts.

Agenda No changes were submitted.

Public Input There was no public input.

2021 Audits Ms. Johnston introduced Ms. Hemann with Chadwick Steinkirchner and Davis, the independent auditor who completed the 2021 audits for both districts. Ms. Hemann reviewed the policies and procedures used to complete the audits 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 that none were found. There was one client-requested audit journal entry for Alpine to move the remaining balance in the Capital Fund into the General Fund at year end as the Capital Fund is no longer needed. There were no grey areas or discrepancies on any presentations, no other findings or issues and information was readily received from Management and the Board when requested. Following discussion, and by motion duly made and seconded, it was unanimously

RESOLVED to approve the Breckenridge Mountain Metropolitan District 2021 Audited Financial Statements; and

FURTHER RESOLVED to approve the Alpine Metropolitan District 2021 Audited Financial Statements.

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 9:11 a.m.

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

RESOLVED to approve the March 22, 2022, minutes as presented.

Ice Rink Operations Mr. Bretz reviewed the following for the Ice Rink:

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- The rink was closed for the season on April 3rd due to unsafe ice conditions
- Labor expenses were incurred in April for closing up the rink.
- Electricity has not been billed but is expected to be about \$2000. Mr. Bretz will follow up to be sure the expense is included in the next reimbursement.

Tarp Overages

Mr. Bretz gave a recap of the custom tarp overage cost variance and discrepancy. Originally the funds saved by not purchasing the sport court were enough to cover the custom tarp however the final product came in \$2,566 higher. Since the custom tarp directly benefits the District, the Manager feels that the full expense should be that of the District and not the Manager. Following discussion and upon motion duly made and seconded, it was unanimously

RESOLVED to approve payment of \$2,566 to Breck Blades to cover the full cost of the custom tarp for the ice rink.

Freon Sensor

Mr. Bretz reviewed the need for the sensor replacement because of frequent false alarms due to the chiller room being located near the parking garage. There was general discussion on the use of the sensor and what it detects. Mr. Frank said he followed up with PCL Construction and the sensor manufacturer however neither would cover the replacement cost since the sensor worked as intended and the 2-year construction warranty period had passed. Following discussion and upon motion duly made and seconded, it was unanimously

RESOLVED to authorize the purchase and replacement of the sensor with a new freon specific sensor at a cost not to exceed \$2,500.

Card Payment Surcharge

Mr. Bretz and Ms. Johnston reviewed a new surcharge that can be added by merchants to card purchases to offset the fees charged by card processors Ms. Johnston reviewed the potential savings for the District if it were to implement the surcharge. There was general discussion on the surcharge and impact to the guest experience. Following discussion, the Board decided to not implement the surcharge at this time and revisit the issue at a later date if the surcharge becomes more common or would have more impact on the District's bottom line.

Ice Resurfacers

Mr. Bretz reported the findings of his research on the maintenance costs for the District's Olympia electric ice resurfacers. He reviewed his conversation with Mr. Hensel from the Beaver Creek Ice Rink (BCIR). Their machine is an electric Zamboni purchased in 1998 and replaced in 2012. The Olympia model is less expensive up front but more expensive to maintain due to

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proprietary parts while the Zamboni is less costly to maintain since parts are more readily available but it is more expensive up front. BCIR advised the District keep a drive motor on hand in case of breakdown. Batteries last about 8 years and have recently doubled in price most likely due to supply shortages. The BCIR breaks even at best on rink operations with significantly more skaters and a larger rink than the Alpine Ice Rink. Mr. Marchetti said an ice rink comparison has been started but that it is difficult to compare the rinks due to variations in reporting and rink operations and that the District's rink is not expected to be a profit center for the District.

Mr. Bretz left the meeting at 9:38 a.m.

Officers Following discussion and upon motion duly made and seconded, it was

RESOLVED to elect the following officers for both Districts:

Trevor Maring	President/Chairman
Dustin Stokes	Treasurer/Secretary
Martin Allen	Vice President/Asst Secretary/Asst Treas
Ryan Thomas	Asst Secretary/Asst Treas
David Little	Asst Secretary/Asst Treas

The Board requested that Management update the signers on the bank accounts to include all current Board members. Payables should continue to be approved by the President and Treasurer.

Ms. Johnston reviewed the Board Member Workshop provided by SDA and requested that any directors interested in attending email with the date they would like to attend.

The meeting was temporarily paused for the Breckenridge Mountain Metro Subdistrict A meeting at 9:48 a.m.

Mr. Frank, Ms. Norton, Mr. Blake, Mr. Lund and Ms. Burnett left the meeting at 10:20 am.

The meeting reconvened at 11:00 a.m.

**Financial
Statements**

Ms. Johnston reviewed the financial statements explaining that the Subdistrict revenues and expenditures had been separated out into a separate financial report. Ms. Johnston also noted that the Ice Rink detail included items not included with the Breck Blades financial report and that the Alpine capital fund had been closed out in 2021 as discussed during the audit presentation.

EFT Procedures

Ms. Johnston reviewed the verification procedures policy included in the packet explaining that the District's insurance carrier, Colorado Special

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District Property and Liability Pool (Pool), requires a policy be in place to cover any fraud or cybercrime incidents. Ms. Johnston explained that the policy requires telephone or in person verification for any wire or electronic funds transfer requests and that a log be kept for all verifications. Ms. Johnston also reviewed the procedures currently in place for all requests via DocuSign, including any cash transfer requests, including a separate email request and a personal note and full signature in the DocuSign request. Ms. Johnston also recommended that any Board member follow up with a phone call or separate email if there was any question on a DocuSign request, especially for cash transfers. Following discussion and upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Electronic Fund Transfer Request Verification Procedures Policy for Breckenridge Mountain and Alpine Metropolitan Districts as presented.

Accounts Payable The Board reviewed the Accounts Payable list included in the packet. Ms. Johnston reported that the sales tax returns and payments for the Ice Rink were filed and that the Town of Breckenridge waived all penalties but not interest for the late filing and the State could take up to four months to enter the filed returns. Upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the Accounts Payable list as presented.

Future Meetings The next meeting was confirmed for July 28 at 9:00 via electronic meeting.

Adjournment Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 26th day of May 2022.

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
July 28, 2022**

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held July 28, 2022 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:

Dustin Stokes
Martin Allen
Ryan Thomas
David Little

Breckenridge Mountain:

Dustin Stokes
Martin Allen
Ryan Thomas
David Little

The following Director was absent and excused:

Alpine:

Trevor Maring

Breckenridge Mountain:

Trevor Maring

Also in attendance were:

- Ken Marchetti, Marchetti & Weaver LLC
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- William Ankele, White Bear Ankele Tanaka & Waldron PC
- Jason Bretz, Breck Blades
- Chris Noraka, Breckenridge Grand Vacations
- Blake Davis, Breckenridge Grand Vacations

Call to Order

Director Stokes called roll at 9:51 a.m. 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: **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 the Districts; **Martin Allen** is Director of Resort Services Keystone Ski Resort, Vail Summit Resorts Inc, a subsidiary of the Vail Corporation

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Alpine and Breckenridge Mountain Metropolitan Districts July 28, 2022 Meeting Minutes

and an indirect operating subsidiary of Vail Resorts, Inc., which all have significant business interests within the Districts.

Agenda No changes were submitted.

Public Input There was no public input.

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

RESOLVED to approve the May 26, 2022, minutes as presented.

**Ice Rink
Operations**

Mr. Bretz reviewed the following for the Ice Rink:

- The turf purchased last year is being reused from the summer. The expected life of the turf is 2-3 years, so may need to purchase new next year.
- There were no incidents so far this summer.
- The oil changes on the compressors were completed and the new sensor was installed. Mr. Bretz will follow up on the sensor invoice.
- The electric was not booked by Breck Blades into June but it is expected to be around \$1,500.
- The 2023 budget is in process and wages will be increasing.

Ms. Johnston gave an update on the sales tax returns for the ice rink informing the Board that all returns are filed. The State of Colorado is still reviewing the submitted returns and has waived the late filing penalties.

Mr. Bretz and Mr. Davis left the meeting at 9:59 a.m.

**Financial
Statements**

Mr. Marchetti reviewed the financial statements included in the packet explaining that the Subdistrict A financial statements will be very similar to the Breckenridge Mountain statements and that the 1.5 mills collected from the Subdistrict A will be used by Alpine to cover the costs of providing services to the Subdistrict. The Subdistrict's overhead expenses will be moved to the Alpine general fund. The Ice Rink is operating at a deficit which was anticipated. The 2023 budgets will be presented at the September meeting.

Accounts Payable Ms. Johnston confirmed that an updated Accounts Payable list was distributed via email to the Board. Mr. Marchetti reviewed the updated Accounts Payable list. Upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the Accounts Payable list as presented.

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Ms. Johnston updated the Board that the new signature cards were ready and requested assistance getting them signed. Directors Allen and Stokes agreed to assist with getting the Board member signatures on the new signature cards.

Coordinating Services

Agreement

Ms. Harris reviewed the Agreement explaining it was the same agreement that was passed by the Subdistrict. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the District Coordinating Services Agreement between Alpine Metropolitan District and Breckenridge Mountain Metropolitan District, Subdistrict A.

Addendum to Resolution

Regarding

Development Fees

Ms. Harris reviewed the Resolution and explained that it relates to the Joint Resolution for the Development fee imposed on new construction within the District. The Addendum specifies that fees collected on Subdistrict A properties will be allocated for use by the Subdistrict. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Addendum to Joint Resolution Concerning the Imposition of District Development Fees.

Other Legal

Mr. Ankele gave background on the Master IGA between Alpine and Breckenridge Mountain Metro Districts. The agreement provides a commitment by Breck Mountain to certify a mill levy to fund capital improvements, operations, and potential debt service by Alpine. Due to litigation challenges to similar agreements between other districts, it is recommended that the Districts adjust or eliminate their IGA and transition to a coordinating agreement to cover operating costs. There was general discussion on how to structure the new agreements to work together.

Mr. Marchetti left the meeting at 10:20 am.

Future Meetings

Due to a scheduling conflict, the regular meeting scheduled for September 22 was cancelled and a special meeting was called from September 15 at 9:00 via electronic meeting.

Adjournment

Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 28th day of July 2022.

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Alpine and Breckenridge Mountain Metropolitan Districts July 28, 2022 Meeting Minutes

Respectfully submitted,

A handwritten signature in blue ink that reads "Beth Johnston". The signature is written in a cursive style with a large initial "B".

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
September 15, 2022**

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held September 15, 2022 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:

Trevor Maring
Dustin Stokes
Martin Allen
David Little

Breckenridge Mountain:

Trevor Maring
Dustin Stokes
Martin Allen
David Little

The following Director was absent and excused:

Alpine:

Ryan Thomas

Breckenridge Mountain:

Ryan Thomas

Also in attendance were:

- Ken Marchetti, Marchetti & Weaver LLC
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- William Ankele, White Bear Ankele Tanaka & Waldron PC
- Jason Bretz, Breck Blades
- Chris Noraka, Breckenridge Grand Vacations

Call to Order

Director Maring called roll at 9:07 a.m. 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: 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 the Districts; Martin Allen is Director of Resort Services for Keystone Ski Resort, 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. Ryan Thomas is Senior Manager of Fleet Maintenance for Breckenridge Ski

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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. David Little is Senior Manager of Lift Operations for 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.

Agenda No changes were submitted.

Public Input There was no public input.

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

RESOLVED to approve the July 28, 2022, minutes as presented.

**Ice Rink
Operations**

Mr. Bretz reviewed the following for the Ice Rink:

- Games are popular
- There were no incidents
- They are preparing for the 2022-23 skating season
- The turf should last through next summer

Mr. Bretz reviewed the 2032 Ice Rink Budget highlighting the following:

- Breckenridge Grand Vacations and Breck Blades implemented a wage increase for all employees including part-time, with increased benefits like health care and 401 k.
- Price increases will go into effect with the new skating season
- There will be increased marketing, targeting evening skating
- Mechanical Maintenance is increased for startup and shut down

There was general discussion on a letter agreement to extend the 2023 Ice Rink Budget approval deadline from October 31 to November 5 and providing an Amendment to the Management Agreement to extend the deadline into November for future years. General discussion continued on the added budget line items for employee benefits and pay increases. There was also discussion on the suggested price increase. The Board requested that Breck Blades price shop similar rinks such as Beaver Creek and Keystone to be sure the Rink pricing is in line with other rinks and to help the rink come closer to break even. Mr. Marchetti requested a meeting between Breck Blades and Management to better understand the 2023 Ice Rink budget. Following discussion and upon motion duly made and seconded, it was unanimously

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Alpine and Breckenridge Mountain Metropolitan Districts September 15, 2022 Meeting Minutes

RESOLVED to approve additional Ice Rink 2022 budget line items of Health Benefits and 401K Match in an amount not to exceed \$2,000 as proposed by Breck Blades.

Mr. Bretz left the meeting at 9:56 a.m.

Financial Statements

Mr. Marchetti confirmed that the Subdistrict A financial statements were updated as requested at the previous meeting. The financial statements were reviewed with the Budgets.

Budgets

Mr. Marchetti stated that the meeting had been published as the public hearing for adopting the 2023 budgets and amending the 2022 budgets, if needed, for both Districts and Subdistrict A, and then opened the public hearings for comment. Mr. Marchetti reviewed the Breckenridge Mountain 2022 Amended and 2023 preliminary budget. The 2022 Amended budget is due to expenses incurred for the Subdistrict formation and to cover increased expenses in Alpine. 2023 is not a reassessment year so assessed valuation is expected to be similar to 2022. Mr. Marchetti reviewed the mill levy for debt service stating that it was being reduced to collect only the funds needed. The mill levy rate that gets transferred to Alpine per the Master IGA is being kept the same at 1.5 mills.

The Subdistrict is not anticipating the need to amend the 2022 budget since the Bonds may now be issued in 2023. The 2023 Budget is keeping in line with Parent District with General and Administrative expenses moved to Alpine. Under the debt service fund, the Bond issue was moved into the 2023 budget, the Assessed Valuation is small since no construction has been completed, and the mill levy is set at 65 mills with 1.5 mills going to Alpine for gondola operations. The Debt Service payments in 2023 will be paid from the capitalized interest.

Mr. Marchetti reviewed the Alpine 2022 amended budget and 2023 preliminary budget explaining that most activity takes place in Alpine since most all expenses and operating costs run it. There is expected to be facility impact fees collected in 2023 that should produce sufficient revenue to carry the District until construction of the gondola is complete. The Subdistrict assessed valuation is expected to catch up to cover the operating costs of the Gondola but the service mill levy may need to be tweaked up or down in future years depending on the assessed valuation and expenses. The developer funding agreement is in place to cover any shortfalls until the assessed valuation from construction is recognized.

Following discussion and pending receipt of further information, the 2022 Amended and 2023 budget hearings for both Districts and Subdistrict A were continued until the next meeting.

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Alpine and Breckenridge Mountain Metropolitan Districts September 15, 2022 Meeting Minutes

2022 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 2022 audits for Breckenridge Mountain and Alpine Metropolitan Districts.

Accounts Payable

Ms. Johnston reviewed the Accounts Payable list explaining that it was updated to include the Subdistrict A payables. Upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the Accounts Payable list as presented.

Opt Out FAMLI

Mr. Ankele reviewed the Resolution and requirements for reporting. Since the Districts and Subdistrict A do not have any employees, no action is needed by the Board at this time. The Board tabled the Resolution until such a time that action may be required.

2023 Election Resolution

Mr. Ankele explained that the election resolution included in the packet calls the regular May 2, 2023 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 2023.

Consolidated Annual Report

Mr. Ankele reviewed the 2021 joint annual report per the Service Plan noting that there was nothing out of the ordinary and that the report had been submitted to the Town of Breckenridge. Following discussion and upon motion duly made and seconded, it was unanimously

RESOLVED to ratify the 2021 Consolidated Annual Report.

Future Meetings

The next meeting was confirmed for November 3, 2022 at 9:00 am.

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Alpine and Breckenridge Mountain Metropolitan Districts September 15, 2022 Meeting Minutes

Adjournment

Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 15th day of September 2022.

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 3, 2022

The Joint Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held November 3, 2022 at 9:00 a.m., concurrent with the BMMD Subdistrict A meeting, via electronic Zoom meeting <https://zoom.us/join>, Phone Only US 1 253 215 8782, Meeting ID: 896 5733 1759.

Attendance

The following Directors were present and acting:

Alpine:

Dustin Stokes
Martin Allen
David Little
Ryan Thomas

Breckenridge Mountain:

Dustin Stokes
Martin Allen
David Little
Ryan Thomas

Also in attendance were:

- Ken Marchetti, Marchetti & Weaver LLC
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- William Ankele, White Bear Ankele Tanaka & Waldron PC
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- Jason Bretz, Breck Blades
- Kennan Rice, Municap
- Graham Frank, Breckenridge Grand Vacations
- Chris Noraka, Breckenridge Grand Vacations
- Blake Davis, Breckenridge Grand Vacations

Call to Order

Mr. Marchetti called roll at 9:04 a.m. 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: [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; [Martin Allen](#) is Director of Resort Services for Keystone Ski Resort, 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. [Ryan Thomas](#) is Senior Manager of Fleet Maintenance for 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.

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[David Little](#) is Senior Manager of Lift Operations for 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.

Agenda No changes were submitted.

Appointment of Officers

Mr. Marchetti reviewed Director Maring’s resignation and the current Director offices. Ms. Harris confirmed that a notice of vacancy was published and no responses have been received to date. Ms. Johnston confirmed that 3 of the 5 board seats were up for election in May 2023. There was general discussion on the Boards, May 2023 election, potential homeowner interest in joining the Boards, and potential replacements for the vacant seat. Following discussion and upon motion duly made and seconded, it was

RESOLVED to elect the following officers for both Districts:

Dustin Stokes	President/Chairman
Martin Allen	Treasurer/Secretary
Ryan Thomas	Asst Secretary/Asst Treas
David Little	Asst Secretary/Asst Treas

Payables should continue to be approved by the President and Treasurer.

The meeting was temporarily paused for the Breckenridge Mountain Metro Subdistrict A meeting and resumed around 9:35 a.m.

Public Input There was no public input.

Ice Rink Operations

Mr. Bretz reviewed the following for the Ice Rink:

- Hiring staff for the rink is in process with no applications received so far. The starting wage is the BGV minimum of \$21.75/hour.
- The turf has been stored and will be usable next summer.
- There were no incidents reported
- They are preparing for the 2022-23 skating season and the chiller will be started next week to start making ice.
- Opening for the Rink is planned for Thanksgiving week.
- The rates for the Rink will be increased

Ice Rink Budget

Mr. Marchetti updated the Board on the budget discussion with Mr. Bretz and Ms. Johnston including discussion on the Management Agreement, adding Breck Blades as additional insured to the District’s policy, and the Management Fee per the Agreement versus the Admin Fee invoiced by Breck Blades. Mr. Marchetti explained that it was the District’s intent that

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Alpine and Breckenridge Mountain Metropolitan Districts November 3, 2022 Meeting Minutes

the Management Fee would cover the administration of the rink and that only direct costs would be reimbursed. The District is still in discussions with Breck Blades on this matter. Mr. Marchetti suggested that the District consider a financial incentive for Breck Blades to get the budget and Ice Rink to break even or produce a surplus. Discussion continued on rate comparisons with similar rinks, granting flexibility to increase rates, peak versus non-peak skating rates, and increased marketing such as happy hour skates.

The 2023 Budget provided by Breck Blades was incorporated into the Alpine financial statements to provide a comprehensive report. It was noted that the insurance reimbursement was removed and that the capital and maintenance lines from the Reserve Study were included on the final ice rink budget. Mr. Marchetti reviewed the Ice Rink financial statements, 2022 forecast and 2023 budget. The Rink was currently forecasting a \$47,000 loss for 2022 and a \$27,000 loss for 2023 if no other changes were made. The moving targets to potentially lower the anticipated deficit are determining if the Admin Fee and Management Fee overlap. General discussion continued on the Ice Rink budget and how to get the Rink to break even. It was requested that Directors Little and Allen be included in future Ice Rink discussions with Breck Blades. Following review and discussion, the Board conditionally approved the 2023 Ice Rink Budget with insurance expense removed and other possible adjustments to be determined pending the outcome of the on-going discussions with Breck Blades.

Amendment to Management Agreement

Ms. Harris reviewed the Third Amendment to the Management Agreement explaining that it changes the timing of when the annual budget needs to be reviewed and approved by the Board to better synchronize with the Board's meeting schedule. Following review and discussion, upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Third Amendment to the Management Agreement between Alpine Metro District and Breck Blades LLC.

Mr. Bretz left the meeting at 10:04 a.m.

Minutes

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

RESOLVED to approve the November 3, 2022, minutes as presented.

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

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Alpine and Breckenridge Mountain Metropolitan Districts November 3, 2022 Meeting Minutes

Financial Statements

Mr. Marchetti reviewed the financial statements with the 2023 Budgets.

2023 Budgets

Mr. Marchetti stated that the meeting was a continuation of the public hearings for adopting the 2023 budgets and amending the 2022 budgets, if needed, for both Districts and Subdistrict A, and reopened the public hearings for comment.

Mr. Marchetti reviewed the Breckenridge Mountain 2022 Amended and 2023 preliminary budget. There was some property tax still to be collected for 2022 but full collection was expected. Though the General Fund has minimal activity, the 2022 budget would need to be amended due to the unanticipated Subdistrict formation costs. The Debt service fund includes the preliminary Assessed valuation from Summit County and may change slightly once final valuations are issued later in November. 2024 is a reassessment year and a large increase in the assessed valuation is expected. The 2023 budget is prepared to breakeven with the Service mill levy which gets passed directly to Alpine staying the same and a slight decrease to the Debt Service mill levy.

Mr. Marchetti reviewed the Alpine 2022 financial statements explaining there was nothing of significance to note at this time and there are reasonable reserves for future costs. The 2023 budget shows the inflows of the Service mills from both Breckenridge Mountain and Subdistrict A and overhead expenses that are consistent with prior years. The Ice Rink budget which is also part of the General Fund was reviewed in detail earlier in the meeting. Following discussion, the public hearings were closed. Upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the Resolution to Amend the 2022 Budget for Breckenridge Mountain Metropolitan District; and

FURTHER RESOLVED to approve the Resolutions to Adopt the 2023 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 24.50 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.

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Alpine and Breckenridge Mountain Metropolitan Districts November 3, 2022 Meeting Minutes

Accounts Payable Ms. Johnston reviewed the Accounts Payable list explaining that it includes the Alpine general overhead invoices, the Breckenridge Mountain bond and paying agent payments and the Subdistrict A invoices. The accounts payable process and updates to the bank accounts and signature cards were reviewed. Upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the Accounts Payable list as presented.

**Joint Administration
Resolution**

Ms. Harris reviewed the Joint Annual Administration Resolution for 2023 explaining it designated compliance measures and responsibilities for the Districts, including the Subdistrict A. She reviewed the online posting of meeting notices, 24-hour posting locations and noted that the Resolution would be updated with the new officers. Upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the Alpine, Breckenridge Mountain, and Breckenridge Mountain Subdistrict A Metropolitan Districts Joint Annual Administrative Resolution for 2023 subject to the revisions as discussed.

Future Meetings The board reviewed the 2023 Proposed Meeting Calendar included in the packet and upon motion duly made and seconded, it was unanimously,

RESOLVED to approve the 2023 Meeting Calendar with the February meeting moved from the 23rd to the 16th.

Adjournment Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the Joint Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 3rd day of November 2022.

Respectfully submitted,



Beth Johnston
Recording Secretary