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# RECORD OF PROCEEDINGS

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**Minutes of the Joint Regular Meeting of the  
Boards of Directors of  
Alpine Metropolitan District and Breckenridge Mountain Metropolitan District  
February 28, 2019**

The Joint Regular Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held February 28, 2019 at 9:00 a.m., in the Crystal Peak Lodge located at 1891 Ski Hill Rd, Breckenridge, Summit County, Colorado.

**Attendance**

**The following Directors were present and acting:**

**Alpine:**

Jeff Zimmerman  
Norm Helm  
Chris Gersbach  
Jeff Lifgren  
John Dawsey

**Breckenridge Mountain:**

Jeff Zimmerman  
Norm Helm  
Chris Gersbach  
Jeff Lifgren  
John Dawsey

**Also in attendance were:**

- Ken Marchetti, Marchetti & Weaver LLC (via telephone)
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Trisha Harris, White Bear Ankele Tanaka & Waldron PC
- Bill Ankele, White Bear Ankele Tanaka & Waldron PC (via telephone)
- Matt Lewis, OAC Management (via telephone)

**Call to Order**

Director Zimmerman called roll at 9:07 a.m. for the joint Regular meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District meeting noting a quorum was present.

**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: Jeff Zimmerman is Senior Director of Mountain Operations 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; 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; Jeff Lifgren is Director of Ski Services for Breckenridge Ski Company, 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

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## Alpine and Breckenridge Mountain Metropolitan Districts February 28, 2019 Meeting Minutes

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business interests within the Districts; John Dawsey is Vice President of Hospitality for Vail Resorts, Inc., which has a significant business interest within the Districts.

### **Agenda**

There were no changes to the agenda.

### **Public Input**

There was no public input. The Board engaged in a general discussion of recent comments received from the public outside of the meeting.

### **Development of Admin site**

Director Zimmerman relayed to the Board that the Admin Building site located within the Breckenridge Mountain Metro District boundary was under contract and the developer was proposing a hotel for the site. There was general discussion on the potential for the District to assist the Developer with District related items such as storm sewer if funds were available. Director Zimmerman noted that the Developer was not asking the District for anything presently however future maintenance of some improvements built by the Developer may become the District's responsibility.

### **Ski Hill Road Project Update**

Mr. Lewis gave an update of the Ski Hill Road project reporting that the project was complete except for warranty items as detailed in the Final Punchlist, included in the board packet, which were scheduled to be completed in late May. Other outstanding items include the gas and electric surveys from Baseline Surveys and the Xcel Energy as-built survey for the final easement. Mr. Lewis then reviewed the budget to date reporting that the final retainage to PCL Construction had been released.

### **Ice Rink, Escalator, & ADA Lift Update**

Mr. Lewis noted that OAC Management has been supervising the installation progress of the ice rink and escalators. The Ice Rink/Sport Court was expected to be completed in the spring and the ADA lift would be installed in May and expected to be completed in September. There were no outstanding issues to be reported so far.

Director Zimmerman started discussion on the draft Management Agreement included in the packet noting that Vail Resorts legal was questioning why they were being asked to review the agreement since they were not involved in any way with the Ice Rink/Sport Court. Vail Resorts legal requested to review the maintenance agreements for the escalators and ADA lift since they were anticipating taking over the maintenance of those items. The Board directed Ms. Harris to start the maintenance agreements for the escalators and ADA lift for review at the next meeting.

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## Alpine and Breckenridge Mountain Metropolitan Districts February 28, 2019 Meeting Minutes

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Director Helm questioned the District's responsibility for covering capital costs during the first two years of the Management agreement and requested that any capital costs for which the District may be responsible be clearly defined in the agreement. Mr. Marchetti noted that since the facilities were new, no capital expenditures should be expected. The Board directed OAC Management to request copies of warranties and warranty start dates on all of the ice rink, escalator, and ADA lift improvements to be incorporated into the agreement. Director Helm also inquired if BMMA and Vail Resorts should be added as additional insured per the agreement. Ms. Harris said she would update the Agreement with the requested changes and send to BGV for comment.

### Minutes

The Board reviewed the minutes included in the packet. Director Zimmerman requested a change to the first paragraph under Ice Rink, Escalator & ADA Lift Update since no maintenance agreement had been prepared or sent to Vail Resorts for consideration. The Board directed Ms. Johnston to revise the language and send to the Board for review.

### 24-Hour Posting Resolution

Ms. Harris reviewed the 24-hour posting locations for Alpine and Breckenridge Mountain Metro Districts. The Board requested that the posting location for Alpine Metropolitan District be moved from a tree to a fence for easier posting access and better visibility. After discussion, and upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Resolution designating the Alpine Metropolitan District 24-hour posting location as a fence in the northeast corner of the District; and

**FURTHER RESOLVED** to approve the Resolution designating the Breckenridge Mountain Metropolitan District 24-hour posting location as the entrance to Timber Trail, Breckenridge.

Ms. Harris also requested that the Board consider amending the 2019 Joint Administrative Resolution to match the new posting location and, upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the First Amendment to the Alpine and Breckenridge Mountain Metro Districts Joint Annual Administrative Resolution for 2019.

### Bill of Sale for Ski Hill Road Improvements

Ms. Harris reviewed the Bill of Sale that would convey the Ski Hill Road improvements to Town of Breckenridge thereby relieving the District of

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## Alpine and Breckenridge Mountain Metropolitan Districts February 28, 2019 Meeting Minutes

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continued maintenance of the improvements. The Bill of Sale finalized the Ski Hill Road Improvements Agreement with the Town of Breckenridge. Following discussion, and by motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Bill of Sale to transfer the Ski Hill Road project improvements as described in Exhibit A to the Town of Breckenridge.

### **Financial Statements**

Mr. Marchetti reviewed the financial statements for Breckenridge Mountain and Alpine Metropolitan Districts noting that the 2018 year-end was currently being audited with a draft expected by the next meeting. Mr. Marchetti noted the remaining bond funds for disbursement for the ice rink, escalators and ADA lift, as well as reviewing the fund balances for 2018 and the budget for 2019.

### **Accounts Payable**

Ms. Johnston reviewed the Accounts Payable list included in the meeting packet and gave an overview of the accounts payable approval and payment process. Following discussion and, upon motion duly made and seconded, it was unanimously,

**RESOLVED** to approve the accounts payable list as presented.

### **Development Fee Report**

Ms. Johnston reviewed the Development Impact Fee report included in the packet noting that two Timber Trail lots remained vacant. Director Helm reported that Lot 5 was currently under Design Review and construction was expected to start in the spring.

### **Future Meetings**

The Board reviewed the 2019 meeting calendar and confirmed that the next meeting would be held May 23, 2019 at 9:00 as scheduled.

### **Adjournment**

Upon motion duly made and seconded, it was unanimously

**RESOLVED** to adjourn the Joint Regular Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 28<sup>th</sup> day of February, 2019.

Respectfully submitted,



Beth Johnston  
Recording Secretary

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# RECORD OF PROCEEDINGS

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**Minutes of the Joint Regular Meeting of the  
Boards of Directors of  
Alpine Metropolitan District and Breckenridge Mountain Metropolitan District  
May 23, 2019**

The Joint Regular Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held May 23, 2019 at 9:00 a.m., in the Crystal Peak Lodge located at 1891 Ski Hill Rd, Breckenridge, Summit County, Colorado.

**Attendance**

**The following Directors were present and acting:**

**Alpine:**

Jeff Zimmerman  
Norm Helm  
Chris Gersbach  
Jeff Lifgren  
John Dawsey

**Breckenridge Mountain:**

Jeff Zimmerman  
Norm Helm  
Chris Gersbach  
Jeff Lifgren  
John Dawsey

**Also in attendance were:**

- Ken Marchetti, Marchetti & Weaver LLC (via telephone)
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- Jesse Meryhew, OAC Management
- Lisa Hemann, Chadwick, Steinkirchner, Davis & Co., P.C (by telephone)

**Call to Order**

Director Zimmerman called roll at 9:05 a.m. for the joint Regular meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District meeting noting a quorum was present.

**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: Jeff Zimmerman is Senior Director of Mountain Operations 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; 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; Jeff Lifgren is Director of Ski Services for Breckenridge Ski Company, 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

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# RECORD OF PROCEEDINGS

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## Alpine and Breckenridge Mountain Metropolitan Districts May 23, 2019 Meeting Minutes

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business interests within the Districts; John Dawsey is Vice President of Hospitality for Vail Resorts, Inc., which has a significant business interest within the Districts.

**Agenda** There were no changes to the agenda.

**Public Input** There was no public input.

**2018 Amended Budgets**

Mr. Marchetti gave background for the need to amended the 2018 budgets for Alpine and Breckenridge Mountain Metropolitan Districts explaining that the audit identified some items that had been expected and budgeted in 2019 but were actually incurred at the end 2018. Mr. Marchetti confirmed that the meeting had been published for the Breckenridge Mountain and Alpine Metropolitan Districts 2018 Amended Budgets hearings and opened the hearings for comment. Mr. Marchetti reviewed the Breckenridge Mountain and Alpine Metropolitan District 2018 amended budgets. There being no further comment, the public hearings on the proposed 2018 amended budgets for the Breckenridge Mountain and Alpine Metropolitan Districts were closed. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the 2018 amended budget for the Breckenridge Mountain Metropolitan, and

**FURTHER RESOLVED** to approve the 2018 amended budget for the Alpine Metropolitan District.

**Draft 2018 Audited Financial Statements**

Mr. Marchetti introduced Ms. Hemann with Chadwick, Steinkirchner, Davis & Co., P.C. Ms. Hemann gave background of herself and the firm discussing the roles of the auditor and management and procedures used to complete the audits. Ms. Hemann reported that Marchetti and Weaver LLC was well qualified to complete the internal financial statements for the Districts and reported no difficulties in obtaining the information necessary to complete the audits. Ms. Hemann explained the journal entries necessary to move the equipment between years and suggested that management closely monitor year end items to make sure they are put into the correct year. Ms. Hemann opened the discussion to questions and Ms. Harris noted that District counsel had reviewed the reports and did not have any concerns. Following discussion, and by motion duly made and seconded, it was unanimously

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## Alpine and Breckenridge Mountain Metropolitan Districts May 23, 2019 Meeting Minutes

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**RESOLVED** to approve the Breckenridge Mountain Metropolitan District 2018 Audited Financial Statements as presented; and

**FURTHER RESOLVED** to approve the Alpine Metropolitan District 2018 Audited Financial Statements as presented.

Ms. Hemann left the meeting at 9:20 a.m.

### **Financial Statements**

Mr. Marchetti reviewed the financial statements ending March 31, 2019, for Breckenridge Mountain and Alpine Metropolitan Districts noting there was minor activity so far for the year. Mr. Marchetti reviewed the assessed valuation for 2018, 2019, and 2020 preliminary and the residential assessment rate (RAR) that was set at 7.15% instead of the anticipated 6.2%. Mr. Marchetti explained that new construction, the higher than expected RAR, and overall increased property values were boosting the projected property tax revenue.

Discussion continued on whether the District should lower the mill levy rate for 2020, future projects and expenditures, and what obligations the District had to fund future projects, lower the mill levy rate, and if there were sufficient funds to maintain their current assets. The Board requested a capital reserve study to be completed to assist in answering these questions and asked Mr. Meryhew with OAC to provide an estimate for the cost for preparation of a reserve study of the District's assets for consideration at the next meeting with expected completion of the Reserve Study by the August.

Director Zimmerman reviewed the Town of Breckenridge agreement for maintenance of the Gondola. Director Zimmerman stated that Vail Resorts currently maintains the gondola and asked the Board if the District should consider assuming the maintenance. General discussion continued with no action taken at this time.

### **Accounts Payable**

Ms. Johnston reviewed the Accounts Payable list included in the meeting packet noting that the bond payments due in June were included. Following discussion and, upon motion duly made and seconded, it was unanimously,

**RESOLVED** to approve the accounts payable list as presented.

Mr. Marchetti left the meeting at 10:10 a.m.

### **Ski Hill Road Project Update**

Mr. Meryhew reported that due to the weather, warranty work and utility surveys were delayed and expected to be completed by the end of June. Mr. Meryhew reviewed the budget and distributed an updated Owner

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## Alpine and Breckenridge Mountain Metropolitan Districts May 23, 2019 Meeting Minutes

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Contingency report noting there were no further anticipated design changes. Discussion continued on the final landscaping condition requested by Town of Breckenridge noting that the area would be a problem to keep vegetated.

### **Ice Rink, Escalator, & ADA Lift Update**

Mr. Meryhew reviewed the progress to date on the ice rink, escalator and ADA lift project noting OAC was on-site weekly for observation. The ice rink was scheduled for completion in August with a September start. Mr. Meryhew reported that damage to the escalator would be repaired prior to completion and start up. Discussion continued on the warranty start dates and how best to calculate the recovery BTUs from the ice rink for use in the BVG snowmelt systems. The Board requested that Ms. Harris review the OAC agreement for oversight and a possible extension provision for presentation at the June meeting.

### **Minutes**

The Board reviewed the minutes included in the packet noting the revisions to the November 1, 2018, minutes. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the revised November 1, 2018, minutes;  
and

**FURHTER RESOLVED** to approve the February 28, 2019  
minutes as presented.

### **Master Easement Agreement**

Ms. Harris reviewed the background of the Master Easement Agreement noting the Agreement was not included for discussion because it was still being determined what areas the District would maintain. Discussion continued on who would be responsible for what areas with the District concluding that they should be responsible for anything directly related to the ice rink. Mr. Meryhew suggested that the Agreement exclude any building controls and only keep those controls directly and entirely related to the ice rink. Ms. Harris agreed to consult with OAC on any revisions to the agreement and expected to have the Agreement ready for consideration by the August meeting.

Mr. Meryhew left the meeting at 10:40 a.m.

### **Ice Rink Management Agreement**

Ms. Harris reviewed the updated management agreement that was distributed to the Board via email the day before the meeting. Upon review, Ms. Harris noted her concerns on some of the revisions by BGV including a unilateral option to extend the agreement with no input from



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## Alpine and Breckenridge Mountain Metropolitan Districts May 23, 2019 Meeting Minutes

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the District and lack of clarification on the capital improvement schedule and funding for capital repairs. The Board requested that Ms. Harris update the agreement based on their discussion and work out the details with BGV so a final agreement could be presented for consideration at the August meeting.

### **Escalator & Lift Maintenance Agreement**

Ms. Harris reviewed the license agreement with Vail Resorts regarding the escalator and ADA lift maintenance noting that the agreement has not yet been reviewed by Vail Resorts' legal team. Discussion on the agreement continued on responsibility for capital repairs and replacement, responsibility for general repairs and maintenance and what entity had ultimate control of the equipment. The Board requested that Ms. Harris adjust the agreement as discussed and send to Director Zimmerman to be passed to the Vail Resorts' legal team for review.

### **Future Meetings**

The Board confirmed that the next meeting would be held June 27, 2019 at 9:00 as scheduled.

### **Adjournment**

Upon motion duly made and seconded, it was unanimously

**RESOLVED** to adjourn the Joint Regular Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 23<sup>rd</sup> day of May, 2019.

Respectfully submitted,



Beth Johnston  
Recording Secretary

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# RECORD OF PROCEEDINGS

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## Minutes of the Joint Regular Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District June 27, 2019

The Joint Regular Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held June 27, 2019 at 9:00 a.m., in the Crystal Peak Lodge located at 1891 Ski Hill Rd, Breckenridge, Summit County, Colorado.

### Attendance

**The following Directors were present and acting:**

**Alpine:**

Jeff Zimmerman  
Norm Helm  
Chris Gersbach  
Jeff Lifgren  
John Dawsey

**Breckenridge Mountain:**

Jeff Zimmerman  
Norm Helm  
Chris Gersbach  
Jeff Lifgren  
John Dawsey

**Also in attendance were:**

- Ken Marchetti, Marchetti & Weaver LLC (via telephone)
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Bill Ankele, White Bear Ankele Tanaka & Waldron PC (via telephone)
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- Erik Peterson, OAC Management
- Kimberly Tramontana, Breckenridge Grand Vacations
- Nick Doran, Breckenridge Grand Vacations
- John Palmquist, Breckenridge Grand Vacations
- Graham Frank, Breckenridge Grand Vacations
- Deb Norton, Breckenridge Grand Vacations

### Call to Order

Director Zimmerman called roll at 9:00 a.m. for the joint Regular meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District meeting noting a quorum was present.

### 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: Jeff Zimmerman is Senior Director of Mountain Operations 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; 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; Jeff Lifgren is Director of Ski Services for Breckenridge Ski Company, a subsidiary of the Vail Corporation and an indirect

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## Alpine and Breckenridge Mountain Metropolitan Districts June 27, 2019 Meeting Minutes

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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; John Dawsey is Vice President of Hospitality for Vail Resorts, Inc., which has a significant business interest 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 May 23, 2019, minutes

- Ski Hill Road Project Update** Mr. Peterson reviewed the warranty items completed earlier in the week. The as-builts were in progress as were the remaining warranty items and everything was expected to be completed by mid-July.

- Ice Rink, Escalator, & ADA Lift Update** Mr. Peterson reported that the projects were progressing as expected and OAC was monitoring the progress. The escalators were expected to be completed by early July with startup and inspection immediately after. The Ice Rink was expected to be completed in July and construction was progressing as expected. Mr. Frank reviewed the Field Observation Report action list and said the items would be completed. Mr. Peterson reported that the ADA lift has been fabricated and the prefabricated lift would be installed once the gondola was shut down in the fall.

- Ice Rink Management Agreement** Ms. Harris introduced the management agreement for the Peak 8 Ice Rink giving background and overview of the conceptual ideas of the agreement's intent. Ms. Tramontana with Breckenridge Grand Vacations (BGV) gave a brief introduction and explained the reasons for attending the meeting. The Board and representatives from BGV reviewed several areas of the Agreement as outlined in an email from Ms. Tramontana that was included in the board packet with the Agreement. Several sections were discussed including District approval of the budget scope of work, how funds would flow through District, if the manager would have access to District funds, the requirement for the District to remain transparent to

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## Alpine and Breckenridge Mountain Metropolitan Districts June 27, 2019 Meeting Minutes

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the public, insurance considerations, and that minor, as used in section 7, should be more concretely defined. Mr. Ankele suggested that the District draft Rules and Regulations incorporating the Manager's business points. Ms. Tramontana said BGV would send the initial budgets to insert as Exhibit B in the agreement.

Mr. Frank broached the reimbursement process. General discussion continued on what needed to be submitted to have the assets accepted by the District and reimbursement to BGV as quickly as possible. Ms. Harris noted that any acceptance was contingent on OAC signing off on the completion of all of the projects, accounting certification of the costs, and the completion of the bus-turn-around. Ms. Harris said she would prepare a summary of the requirements and send to the group for review.

Ms. Norton, Mr. Frank, Mr. Doran, Ms. Tramontana, and Mr. Palmquist left at 10:15 a.m.

### **Reserve Study**

Director Zimmerman gave background on the Reserve Study proposal requested at the last meeting and reviewed the proposal scope. General discussion was had on the proposal, verifying all District assets were included and verified a timeline for completion. Following discussion, and upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve Option 1 for a Full Reserve Fund Study as proposed to be completed by OAC Management for an amount not to exceed \$4350, contingent on verification that the reserve study for potential new assets (ice rink, escalators, ADA lift) was included in the existing contract or would be added to this proposal at a later date.

Mr. Peterson left at 10:30 a.m.

### **Assignment & Assumption Of Master Easement Agreement**

Ms. Harris reviewed that the Agreement was to define the improvements that the District would maintain and provide access to those assets. General discussion on the easement agreement and who were the responsible parties to oversee the escalators, ADA lift and ice rink. Ms. Harris reviewed how the Assignment and Assumption of Master Easement Agreement would work with the other easement agreements to ensure the maintenance and capital improvements on the assets. Following discussion and upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve, subject to minor revisions as approved by District counsel, the Assignment and Assumption of Master Easement Agreement between Breckenridge Mountain Master

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## Alpine and Breckenridge Mountain Metropolitan Districts June 27, 2019 Meeting Minutes

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Association, Peak 8 Properties, LLC, and Alpine Metropolitan District contingent on approval by Breckenridge Mountain Master Association and Peak 8 Properties, LLC.

### **Maintenance Agreement**

#### **with Vail Resorts**

Ms. Harris reviewed the background of the Maintenance Agreement for the escalators and ADA lift reporting that the requested revisions were made to more clearly define capital expenses. General discussion continued and the Board requested that Ms. Harris send the Agreement to Vail Resorts legal for review. Further action on the Agreement was tabled pending comments from Vail Resorts legal counsel.

### **Addendum to Contractor Agreements for Ski Hill Road Project**

Ms. Harris reviewed that the contracts with both OAC and Civil Insight for the Ski Hill Road Project terminated in November 2018 and needed to be extended to capture the remaining work being done to complete the project. Following discussion and upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Second Addendum to the Independent Contractor Agreement with OAC Management; and

**FURTHER RESOLVED** to approve the Third Addendum to the Independent Contractor Agreement with Civil Insight.

### **Joint Annual Report**

Ms. Harris reviewed the 2018 joint annual report to the Town of Breckenridge noting there was nothing out of the ordinary. Following discussion and upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the 2018 Consolidated Annual Report.

### **Legislative Update**

Ms. Harris review the update, highlighting several bills that effect the Districts. Ms. Harris explained one new legislation that allowed Districts to post notice of meetings online on the District's website instead of within the District boundaries. Mr. Marchetti reported that Marchetti & Weaver was in the process of developing websites for clients that would satisfy the new posting requirements. The Board requested that Mr. Marchetti move forward with creating a website for the Districts and, following discussion and upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve posting notice of meetings on the District's website, once created.

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## Alpine and Breckenridge Mountain Metropolitan Districts June 27, 2019 Meeting Minutes

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### **Financial Statements**

Mr. Marchetti reviewed the financial statements ending May 31, 2019, for Breckenridge Mountain and Alpine Metropolitan Districts reporting that nothing was out of the ordinary and items were tracking as expected per the budget. Mr. Marchetti gave a preliminary presentation of the 2020 budget noting that Breckenridge Mountain Metro District's assessed value is projected to increase from \$49 million to \$53 million and this increase will enable the District to lower its mill levy by approximately 2 mills unless funds will be needed for other projects. Each mill produces about \$50,000 in property taxes so lowering the mill levy rate by two mills will lower taxes by about \$100,000. No action is required on setting the mill levy for collection in 2020 at this time and discussion of this topic will continue until the 2020 budget is adopted later this fall.

### **Accounts Payable**

Ms. Johnston reviewed the Accounts Payable list included in the packet and Director Zimmerman gave an overview of the accounts payable process. Upon motion duly made and seconded, it was unanimously,

**RESOLVED** to approve the accounts payable list as presented.

### **Future Meetings**

The Board confirmed that the next meeting would be held August 22, 2019 at 9:00 as scheduled. After discussion, the Board requested to reschedule the October 24 meeting to October 17.

### **Adjournment**

Upon motion duly made and seconded, it was unanimously

**RESOLVED** to adjourn the Joint Regular Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 27th day of June, 2019.

Respectfully submitted,



Beth Johnston  
Recording Secretary

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# RECORD OF PROCEEDINGS

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**Minutes of the Joint Regular Meeting of the  
Boards of Directors of  
Alpine Metropolitan District and Breckenridge Mountain Metropolitan District  
August 22, 2019**

The Joint Regular Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held August 22, 2019 at 9:00 a.m., in the Crystal Peak Lodge located at 1891 Ski Hill Rd, Breckenridge, Summit County, Colorado.

**Attendance**

**The following Directors were present and acting:**

**Alpine:**

Jeff Zimmerman  
Norm Helm  
Chris Gersbach  
Jeff Lifgren

**Breckenridge Mountain:**

Jeff Zimmerman  
Norm Helm  
Chris Gersbach  
Jeff Lifgren

**The following Director was excused:**

**Alpine:**

John Dawsey

**Breckenridge Mountain:**

John Dawsey

**Also in attendance were:**

- Ken Marchetti, Marchetti & Weaver LLC (via telephone)
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Bill Ankele, White Bear Ankele Tanaka & Waldron PC (via telephone)
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- Matt Lewis, OAC Management (via telephone, arrived 9:25 a.m.)
- Kimberly Tramontana, Breckenridge Grand Vacations
- Graham Frank, Breckenridge Grand Vacations
- Deb Norton, Breckenridge Grand Vacations

**Call to Order**

Director Zimmerman called roll at 9:03 a.m. for the joint Regular meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District meeting noting a quorum was present.

**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: Jeff Zimmerman is Senior Director of Mountain Operations 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; 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; Jeff Lifgren is Director of Ski Services for Breckenridge

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# RECORD OF PROCEEDINGS

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## Alpine and Breckenridge Mountain Metropolitan Districts August 22, 2019 Meeting Minutes

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Ski Company, 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; John Dawsey is Vice President of Hospitality for Vail Resorts, Inc., which has a significant business interest 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 June 27, 2019, minutes with the following change under Ice Rink, Escalator, & ADA Lift Update, 5<sup>th</sup> sentence to read: “Mr. Peterson reported that the ADA lift has been fabricated and the prefabricated lift would be installed once the gondola was shut down in the fall.”

**Ski Hill Road  
Project Update**

Ms. Johnston reviewed the meeting with Mr. Meryhew with OAC Management to discuss the owner contingency schedule. Director Zimmerman reported that a walk-through of the project was done with Town of Breckenridge and that no corrections were requested and the Town confirmed they were ready to take over maintenance of the improvements. During the walk-through, warranty and punch list items were discussed and all changes were completed by PCL construction.

Mr. Lewis reported that all as-builts were completed and awaiting final comment from Mr. Leinweber with Civil Insight and that OAC was working on the final pay application for the project. The few remaining warranty items were scheduled to be completed within two weeks.

**Ice Rink, Escalator,  
& ADA Lift Update**

The board reviewed the Field Observation Report for the project included in the packet. Mr. Frank said that the escalators were complete and would be submitted for reimbursement. Mr. Frank reported that the Ice Rink and ADA lift were anticipated to be complete within a month and would be submitted for reimbursement at the Districts’ next meeting.



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## Alpine and Breckenridge Mountain Metropolitan Districts August 22, 2019 Meeting Minutes

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Mr. Lewis confirmed that the escalators were complete and passed state inspection. The stairs by the ADA lift needed to be completed before the lift could be installed and the ice rink concrete needed to cure until mid-September before the ice rink could be charged and prepared for startup.

### **Master Easement Agreement and Assignment**

Ms. Harris reviewed the Master Easement Agreement and the Assignment and Assumption of Master Easement Agreement explaining how they worked together to grant necessary access to the new improvement areas for maintenance and repair. Ms. Harris reported that both Agreements had been vetted by all entities. Following discussion and upon motion duly made and seconded, it was unanimously

**RESOLVED** to accept the Master Easement Agreement by and among Peak 8 Properties, Breckenridge Mountain Master Association and Vail Resorts regarding the Ice Rink, Escalators and ADA Lift, contingent on all construction being completed and improvements accepted by the District and upon final acceptance by all named parties; and

**FURHTER RESOLVED** to approve the Assignment and Assumption of Master Easement Agreement from Breckenridge Mountain Master Association to Alpine Metropolitan District regarding the Ice Rink, Escalators and ADA Lift, contingent on all construction being completed and the improvements accepted by the District.

### **Ice Rink Management Agreement**

Ms. Harris reviewed the Management Agreement giving background of the agreement and confirming that changes to the agreement discussed at the previous meeting were completed. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Management Agreement with Breck Blades LLC regarding management of the ice rink/activity court, contingent on all construction being completed and the improvements accepted by the District.

Discussion continued on procedures and timing for ordering and payment of startup supplies and inventory tracking since the Management Agreement specifies that the District is to purchase and supply funds for these items. Ms. Harris noted that the District was not able to spend funds on the ice rink until the improvements were accepted which would cause a

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## Alpine and Breckenridge Mountain Metropolitan Districts August 22, 2019 Meeting Minutes

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delay in receiving items in time for the anticipated opening date. Following discussion, it was agreed between the Board and Breck Blades that Breck Blades would identify and order large items such as the skate sharpener and Ice Resurfacers and then submit the invoices to the District for payment. It was further agreed that Breck Blades would order and directly purchase smaller items such as helmets and grippers then submit for reimbursement from the District once the improvements were accepted.

The Board reviewed the proposed 2020 Budget for the Ice Rink/Activity Court submitted by Breck Blades, LLC noting it seemed to be consistent with similar operations in Keystone and that no revisions were required. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the proposed 2020 Budget for the Ice Rink/Activity Court as submitted by Breck Blades, LLC, contingent on all construction being completed and the improvements accepted by the District.

### **Rules and Regulations**

Ms. Harris reviewed the Ice Rink/Sport Court Rules and Assumption of Risk statement submitted by Breck Blades LLC. Ms. Tramontana verified that Breck Blades would have a liability waiver that would be required to be signed by anyone using the facility. Following discussion, and by motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Rules and Assumption of Risk statement for the Ice Rink/Sport Court as submitted by Breck Blades, LLC, contingent on all construction being completed and improvements accepted by the District.

Mr. Lewis, Ms. Norton, Mr. Frank, and Ms. Tramontana left at 9:52 a.m.

### **Maintenance Agreement with Vail Resorts**

Ms. Harris reviewed the background and confirmed that changes to the Agreement were made based on discussion at the previous meeting. Discussion turned to supply and payment responsibility for electricity for the escalator and lift noting that the escalators were powered by a separate sub-meter and the lift was powered from the gondola transformer. Ms. Harris confirmed that the Agreement allowed for the District to transfer the expense to another entity. Ms. Harris reported that the agreement had been reviewed by Vail Summit Resorts' counsel and that any suggested revisions were reviewed and accepted by District counsel. Discussion on

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## Alpine and Breckenridge Mountain Metropolitan Districts August 22, 2019 Meeting Minutes

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the agreement continued and, following discussion, and by motion duly made and seconded, it was unanimously

**RESOLVED** to approve the License and Maintenance Agreement with Vail Summit Resorts regarding maintenance of the escalators and ADA lift, contingent on construction being completed and the improvements accepted by the District, and successful startup of the improvements.

### **First Amendment to Independent Contractor Agreement**

Ms. Harris reviewed the background of the independent contractor agreement with OAC Management for a replacement reserve study and the discussion at the last meeting regarding the reserve study. Ms. Harris said that this amendment would add a reserve study component for the escalators, ADA lift and ice rink to the scope of work of the quality assurance agreement with OAC Management with no additional compensation to the original agreement. Following discussion, and by motion duly made and seconded, it was unanimously

**RESOLVED** to approve the First Amendment to Independent Contractor Agreement with OAC Management for Quality Assurance – Ice Rink/Escalators/ADA Lift.

### **Online Posting of Public Meetings**

Ms. Harris reviewed the state legislation and resolutions for online posting of meeting notices. Ms. Harris noted that some of the items on the resolutions as distributed in the packets required clarification or correction including the website address and 24-hour posting location. Following discussion, and by motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Resolution Concerning Online Notice of Regular and Special Meetings for Alpine Metropolitan District subject to the following changes:

Website address should be

<https://colo-communities.org/alpine%2Fbreck-metro>; the 24 hour posting location will be “a fence in the northeast corner of the District, which is located at the top of the Freeway Terrain Park and Pipe, Breckenridge, Colorado”, and the effective date of resolution is August 22, 2019; and

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## Alpine and Breckenridge Mountain Metropolitan Districts August 22, 2019 Meeting Minutes

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**FURTHER RESOLVED** to approve the Resolution Concerning Online Notice of Regular and Special Meetings for Breckenridge Mountain Metropolitan District subject to the following changes:

Website address should be

<https://colo-communities.org/alpine%2Fbreck-metro>; the 24 hour posting location will be “the entrance to Timber Trail, Breckenridge, Colorado”, and the effective date of resolution is August 22, 2019.

### **Financial Statements and 2020 Budgets**

Mr. Marchetti reported the meeting had been published as the public hearing to adopt the 2020 budgets for Breckenridge Mountain and Alpine Metropolitan Districts and the public hearing was opened to take comments on the proposed 2020 budgets.

Mr. Marchetti reviewed the Breckenridge Mountain Metro District financial statements included in the packet and the 2020 proposed budget, noting the remaining bond funds were expected to be transferred to Alpine for the remainder of the improvements and the ending fund balance could be used for future capital maintenance repairs. Mr. Marchetti reviewed the assessed valuation for 2020 explaining the anticipated increase is the result of new construction and higher than anticipated residential assessment rate thereby allowing the District to potentially lower the debt service mill levy rate for 2020. Discussion on the potential for new expenses continued with Mr. Marchetti explaining to the Board any unknown expenses would most likely arise on the operations side through Alpine and would affect the IGA services mill levy rate which is budgeted to stay at 1.5 mills in 2020.

Mr. Marchetti then reviewed the Alpine Metro District financial statements included in the packet and the 2020 proposed budget noting the cash reserve funds that could be used for future expenditures. Mr. Marchetti explained that all projects were expected to be completed in 2019 and no capital projects anticipated for 2020. Mr. Marchetti suggested to the Board that an additional fund be created to reflect the ice rink operations.

Following discussion and pending creation of the new fund, the 2020 Budget hearings for Breckenridge Mountain and Alpine Metropolitan Districts were continued to the next meeting.

### **Accounts Payable**

Ms. Johnston reviewed the Accounts Payable list included in the packet and upon motion duly made and seconded, it was unanimously,

**RESOLVED** to approve the accounts payable list as presented.

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## Alpine and Breckenridge Mountain Metropolitan Districts August 22, 2019 Meeting Minutes

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**Future Meetings**      The Board confirmed that the next meeting would be held October 17.

**Adjournment**      Upon motion duly made and seconded, it was unanimously

**RESOLVED** to adjourn the Joint Regular Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 22nd day of August, 2019.

Respectfully submitted,



Beth Johnston  
Recording Secretary

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# RECORD OF PROCEEDINGS

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**Minutes of the Joint Special Meeting of the  
Boards of Directors of  
Alpine Metropolitan District and Breckenridge Mountain Metropolitan District  
October 17, 2019**

The Joint Special Meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District was held October 17, 2019 at 9:00 a.m., in the Crystal Peak Lodge located at 1891 Ski Hill Rd, Breckenridge, Summit County, Colorado.

**Attendance**

**The following Directors were present and acting:**

**Alpine:**

Jeff Zimmerman  
Norm Helm

**Breckenridge Mountain:**

Jeff Zimmerman  
Norm Helm

**The following director was excused:**

Chris Gersbach

Chris Gersbach

**Also in attendance were:**

- Ken Marchetti, Marchetti & Weaver LLC (via telephone)
- Beth Johnston, Marchetti & Weaver LLC, Recording Secretary
- Trish Harris, White Bear Ankele Tanaka & Waldron PC
- Erik Peterson, OAC Management (via telephone)
- Matt Lewis, OAC Management (via telephone)
- Jesse Meryhew, OAC Management (via telephone)
- Kimberly Tramontana, Breckenridge Grand Vacations
- Graham Frank, Breckenridge Grand Vacations
- Deb Norton, Breckenridge Grand Vacations
- Chris Blackwell, Vail Resorts
- Dustin Stokes, Vail Resorts

**Call to Order**

Director Zimmerman called roll at 9:00 a.m. for the joint special meeting of the Boards of Directors of Alpine Metropolitan District and Breckenridge Mountain Metropolitan District meeting noting a quorum was present.

**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: Jeff Zimmerman is Senior Director of Mountain Operations 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; 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

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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.

**Agenda** Mr. Marchetti requested that sales tax exemption for the ice rink project be added to the discussion and that the financial items be moved up on 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 August 22, 2019, minutes as presented.

**Ice Rink, Escalator,  
& ADA Lift Update**

Mr. Meryhew reported that the ADA Lift was mostly complete with some railing needed to be finished. The escalator was completed and has been in operation for one week without traffic. The ice rink was mostly complete with a few items to be corrected or finished by Arena Services by early next week including pipes that were switched and piping from the skid to the building. Mr. Meryhew suggested that the District request an extended warranty on the ice rink to ensure a full one and one-half seasons of run time would be under warranty. Mr. Frank told the Board that the warranty with PCL was for one year from acceptance by the District. General discussion continued on the benefits of obtaining an extended warranty. Mr. Frank agreed to follow up with PCL and report back to the Board.

Mr. Meryhew expressed that the overall Ice Rink and Access projects were successful. Director Zimmerman noted that the escalator and lift improvements were functional and emergency protocols were being researched and put into place.

Mr. Lewis cautioned the Board that snow from the gondola roof would slide and fall onto the ADA lift walkway and should be addressed. Directors Helm and Zimmerman relayed that Breckenridge Mountain Master Association and Vail Resorts were developing a snow mitigation plan for the area and that they were looking at installing signage to warn people of the hazard.

**Ski Hill Road  
Project Update**

Mr. Peterson reviewed the change orders, budget adjustment summary and project contingency log included in the board packet noting the balance to finish items to close out the project Mr. Meryhew reported that approval

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## Alpine and Breckenridge Mountain Metropolitan Districts October 17, 2019 Meeting Minutes

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had been received from Town of Breckenridge and notice of completion would be submitted to PCL to start the warranty on the project. Ms. Harris reported that the final bus stop condition had been completed as planned and accepted by the Town of Breckenridge so the next step would be formal acceptance of the final completed project by the Town. General discussion continued and, following discussion and by motion duly made and seconded, it was unanimously

**RESOLVED** to approve the following as presented:

Baseline Survey	Change Order #1	\$1,601.50
Civil Insight	Change Order #5	\$991.50
Good Karma	Change Order #1	\$500
Kumar & Associates	Budget Adjust #1	\$0
Kumar Associates	Change Order #2	<\$7,884.50>
Marchetti & Weaver	Budget Adjust #1	\$2,205
OAC Management	Budget Adjust #1	\$12,771
OAC Management	Change Order #4	<\$6,703.20>
Town of Breckenridge	Budget Adjust #1	<\$1,455>
White Bear Ankele	Budget Adjust #1	\$14,034.27

Mr. Peterson, Mr. Meryhew, and Mr. Lewis left the meeting 9:20 am.

### **Acceptance of Improvements**

Ms. Harris reviewed the Resolution of Acceptance of Improvements as well as costs that are District eligible for reimbursement. Ms. Harris explained that a draft accountant's certification was issued by Marchetti & Weaver and OAC Management issued the engineering certification and letters of completion. Ms. Harris further explained that once the Resolution of Acceptance of Improvements was approved, it would trigger previously approved agreements that were contingent on the acceptance of the improvements. General discussion continued on the escalator maintenance agreement and status with Vail Resorts' legal team.

Mr. Marchetti and Ms. Johnston reviewed the District cash and project bonds reconciliation included in the packet explaining that the total capital expenditures on the Ski Hill Road and Ice Rink and Access projects exceeded the bond funds and original District cash set aside for the projects. Ms. Johnston reviewed the total cost of the Ice rink and Access improvements to the Developer, the amounts available for reimbursement per the acceptance agreement, and confirmed that the Developer advance funds were included in the reimbursement amounts requested. Ms. Johnston also explained that the accountant's certification was a preliminary draft as the Developer still needed to produce several required items such as subcontractor lien waivers. General discussion on the extended warranty resumed with the Board discussing options available to



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## Alpine and Breckenridge Mountain Metropolitan Districts October 17, 2019 Meeting Minutes

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the District for obtaining an extended warranty. Mr. Frank agreed to ask PCL to add the extended warranty to the project but if they would not, the Board requested that OAC pursue pricing for an extended one year warranty. Following discussion and upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Resolution of the Board of Directors of Alpine Metropolitan District regarding Acceptance of District Eligible Costs and Public Improvements of the Escalators, ADA Lift, and Ice Rink, contingent on receiving the final accounting certification.

The Board authorized that each portion of the Ice Rink and Access project could be reimbursed separately once it was completed and finalized and did not have to be a lump sum reimbursement.

Ms. Harris confirmed that now that the improvements were accepted, the Management Agreement for the Ice Rink was in effect. Ms. Tramontana explained that several items had already been ordered so that the ice rink could be opened by the scheduled start date. Ms. Johnston reviewed the ordering process and the start up budget that was submitted with the Management Agreement noting that any overages to the budget amount would need to be covered by the Manager or require Board review and approval.

### **Tax Exempt Application**

Mr. Marchetti gave background on the tax exempt application filed with the State at the beginning of the projects and the issues that caused it to be rejected. Mr. Marchetti explained that the application needed to be resubmitted with several issues corrected, including updating the construction start date to November 1, 2018, to coincide with the Agreement date and amending the Procurement Agreement. Following discussion and upon motion duly made and seconded, it was unanimously

**RESOVLED** to approve an Amended and Restated Procurement Agreement with PCL Construction for obtaining necessary project materials and to give authorization to Directors Zimmerman and Helm to sign such amended and restated agreement.

The Board requested that once the issues were corrected that the tax exempt application be resubmitted to the State by the contractor.

Mr. Frank and Ms. Tramontana left at 9:52 a.m.

### **Financial**

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## Alpine and Breckenridge Mountain Metropolitan Districts October 17, 2019 Meeting Minutes

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### Statements and 2020 Budgets

Mr. Marchetti opened the continued public hearing to adopt the 2020 budgets for Breckenridge Mountain and Alpine Metropolitan Districts. Mr. Marchetti also announced that the meeting had been published as the public hearing to Amend the 2019 Budgets for Breckenridge Mountain and Alpine Metropolitan Districts and opened the meeting to take comments on the amended 2019 budgets.

Mr. Marchetti explained that the pro forma financial statements included in the packet included anticipated payments and revenues through October 31 to give history and forecast of the funds used and the funds available for future projects. Mr. Marchetti explained that the bond funds would be fully expended by Breckenridge Mountain Metro at project completion and that minimal capital fund expenditures were anticipated for Alpine Metro District for 2020. General discussion on reserve funding for the District assets and mill levy rate continued. Following discussion, the public hearings were closed. Upon motion duly made and seconded, it was unanimously,

**RESOLVED** to approve the Resolutions to Amend the 2019 Budgets for Breckenridge Mountain and Alpine Metropolitan Districts; and

**FURTHER RESOLVED** to approve the Resolutions to Adopt the 2020 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 22.50 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.

Ms. Norton left the meeting at 10:15 a.m.

### 2019 Audit

Mr. Marchetti reviewed the engagement letters included in the packet explaining that Chadwick, Steinkirchner, and Davis preformed the audits for 2018 after the Districts went to RFP. Following discussion and upon motion duly made and seconded, it was unanimously

**RESOLVED** to engage Chadwick, Steinkirchner, and Davis to conduct the 2019 audits for Breckenridge Mountain and Alpine Metropolitan Districts.

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## Alpine and Breckenridge Mountain Metropolitan Districts October 17, 2019 Meeting Minutes

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**Accounts Payable** Ms. Johnston reviewed the Accounts Payable list included in the packet and upon motion duly made and seconded, it was unanimously,

**RESOLVED** to approve the accounts payable list as presented.

**Future Meetings** The Board reviewed the November 21 meeting and requested that Ms. Johnston monitor the agenda and cancel it if there is no pressing business. The Board reviewed the 2020 Proposed meeting calendar included in the packet and upon motion duly made and seconded, it was unanimously,

**RESOLVED** to approve the 2020 Meeting Calendar as presented.

**Appointment of Directors**

Ms. Harris stated that notice of the two Board seat vacancies had been published following the resignation of Directors Dawsey and Lifgren in October 2019. There being no other interested candidates, Mr. Blackwell was nominated to fill the position vacated by Director Lifgren and Mr. Stokes was nominated to fill the position vacated by Director Dawsey until the next regular election of the Districts to be held in May 2020. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to appoint Christopher Blackwell and Dustin Stokes to fill the vacancies on the Alpine and Breckenridge Mountain Metropolitan Districts Boards.

Director Zimmerman, President of the Boards of the Alpine and Breckenridge Mountain Metropolitan Districts, administered the Oaths of Office to Directors Blackwell and Stokes.

**Joint Administration**

**Resolution for 2020** Ms. Harris reviewed the Joint Annual Administration Resolution for 2020 included in the packet including the online posting of notices, 24 hour posting locations and directors and officers, including those of the newly appointed directors. Following discussion, and upon motion duly made and seconded, it was unanimously,

**RESOLVED** to approve the Alpine and Breckenridge Metropolitan Districts Joint Annual Administrative Resolution for 2020 with changes to include the new Directors and list their offices as Vice President/Assistant Secretary/Assistant Treasurer.

**2020 Election Resolution**

Ms. Harris explained that the election resolution included in the packet calls the regular May 5, 2020 election and reviewed the directors up for election

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## Alpine and Breckenridge Mountain Metropolitan Districts October 17, 2019 Meeting Minutes

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and the terms for each director. 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 2020 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 17th day of October, 2019.

Respectfully submitted,



Beth Johnston  
Recording Secretary



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## Alpine and Breckenridge Mountain Metropolitan Districts November 21, 2019 Meeting Minutes

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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 Mountain Thunder 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.

**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 17, 2019, minutes as presented.

**Ski Hill Road  
Project Update**

Ms. Johnston reviewed the PCL Construction change order #13 explaining that it finalized the Ski Hill Road Project and was circulated for signature in early November. General discussion was had on the project and its completion and, following discussion and by motion duly made and seconded, it was unanimously

**RESOLVED** to ratify the PCL Construction Final Change Order #13 as presented:

**Ice Rink, Escalator,  
& ADA Lift Update  
And Acceptance of  
Improvements**

Ms. Johnston reported that while preparing the Accountant's Certification for the Acceptance Resolution, there had been revisions to the Reimbursement Request, pay application and improvements breakout summary that was submitted to the Board at the October meeting. Ms. Harris and Mr. Marchetti reviewed that it was determined that the revisions were significant enough despite no change to the final breakout, costs or reimbursement amounts that the Board should review the changes prior to release of any District funds. Ms. Johnston further explained that there were items still outstanding so the accountant's certification was still a draft and that it was requested that OAC Management provide an updated Project Cost Certification based on the revised pay application and summary breakdown. There was general discussion on the changes and outstanding items, and, following discussion and upon motion duly made and seconded, it was unanimously

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## Alpine and Breckenridge Mountain Metropolitan Districts November 21, 2019 Meeting Minutes

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**RESOLVED** to ratify the Resolution of the Board of Directors of Alpine Metropolitan District regarding Acceptance of District Eligible Costs and Public Improvements of the Escalators, ADA Lift, and Ice Rink, contingent on receiving the final Accountant's Certification and an updated Project Cost Certification.

Ms. Johnston reviewed the release of the District funds and the board's previous authorization that each portion of the Ice Rink and Access project be reimbursed separately once it was completed. General discussion continued on the status of each portion of the project and the Board requested that the Escalator portion be released.

Ms. Tramontana inquired on the status of the agreements triggered by the approval of the Acceptance Resolution. Ms. Harris said the documents would be circulated for signature.

Ms. Tramontana, Ms. Norton, Mr. Frank and Mr. Odell left the meeting at 9:25 am

### **License and Maintenance Agreement**

Ms. Harris explained that the District approved the License Agreement at the August 22, 2019 meeting and reviewed the changes suggested by Vail Resorts counsel, specifically the change to the indemnity clause. Following discussion and, upon motion duly made and seconded, it was unanimously

**RESOLVED** to ratify the License and Maintenance Agreement with Vail Summit Resorts regarding maintenance of the escalators and ADA lift.

### **Financial Statements**

Mr. Marchetti explained that the pro forma financial statements included in the packet included anticipated payments and revenues through November 30. Discussion continued on the capital and service obligations between the districts and the pending reserve studies for the Districts' assets.

### **Accounts Payable**

Ms. Johnston reviewed the Accounts Payable list included in the packet noting that it included the reimbursement requests for the Ice, Rink, Escalator, and ADA Lift as well as the bond payments due by December 1. Upon motion duly made and seconded, it was unanimously,

**RESOLVED** to approve the accounts payable list as presented.

### **Future Meetings**

The board confirmed that the next regular meeting would be held February 27, 2020. Ms. Harris suggested that there was no need to appoint a Director

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## Alpine and Breckenridge Mountain Metropolitan Districts November 21, 2019 Meeting Minutes

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at the February meeting and to fill the vacant seat via the May 2020 regular election.

**Adjournment**

Upon motion duly made and seconded, it was unanimously

**RESOLVED** to adjourn the Joint Regular Meeting of Alpine and Breckenridge Mountain Metropolitan Districts Board of Directors this 21st day of November, 2019.

Respectfully submitted,



Beth Johnston  
Recording Secretary