

MINUTES OF THE JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS

OF

BASE VILLAGE METROPOLITAN DISTRICT NO. 1 and
BASE VILLAGE METROPOLITAN DISTRICT NO. 2

Held: Wednesday, the 22nd day of June, 2016 at 1:00 p.m.
Capitol Peak Conference Center, 110 Carriage Way,
Snowmass Village, Colorado

Attendance

A joint special meeting of the Boards of Directors of Base Village Metropolitan District No. 1 and Base Village Metropolitan District No. 2 was called and held as shown above and in accordance with the applicable law of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

Jim D'Agostino
Matt Foley
Steve Sewell
Craig Monzio
Leticia Hanke

All director absences are deemed excused unless otherwise noted in these minutes.

Also present were: William P. Ankele, Jr., Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law (via telephone); Kevin Collins and Rosie Kranzler, CliftonLarsonAllen LLP (via telephone); Whit Sterling, Kelly Brocket, Rodrigo Trevisan, Snowmass Hospitality; Joe Flynn, Capital Peak HOA (via telephone); and Mike Meyers.

Joint Meetings

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order/Declaration of
Quorum

Director Foley noted that a quorum of each of the Boards was present and called the joint regular meeting of the Boards of Directors of Base Village Metropolitan District Nos. 1 & 2 to order.

Conflict of Interest Disclosure Matters Pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur

Agenda Mr. Ankele presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda.

Approval of Minutes from May 25, 2016 Meeting The minutes of the May 25, 2016, joint regular meeting were viewed. Upon a motion duly made and seconded, said minutes were unanimously approved.

Public Comment

Management

Conference Center Report The Boards reviewed the Conference Center activities written report provided in the meeting packet presented at the meeting.

Parking Garage Report Mr. Sterling reported to the Boards on the Parking Garage activities per the written report presented at the meeting.

Transit Center Report The Boards reviewed the Transit Center activities written report provided in the meeting packet presented at the meeting.

Financial Matters

Financial Schedules/Payables Review/Approval Ms. Kranzler presented the financial report to the Boards. Upon a motion duly made, seconded and unanimously carried, the Boards approved the financial report and payables.

2015 Audit Reports Mr. Collins presented the 2015 audit report for the Districts to the Boards for consideration. Following a review and discussion, a motion duly made and seconded to approve the audits. The motion was passed unanimously.

Legal No legal matters discussed.

Other Business

Protection Technologies Contract-District No. 1 The Board reviewed the Independent Contractor Agreement with Protection Technologies, Inc, for the parking gate system and installation for consideration. Following a review and discussion, a motion was duly made and seconded to approve the agreement. The

motion was passed unanimously.

Next Meeting Date

The next meeting will be held on Wednesday, July 27, 2016

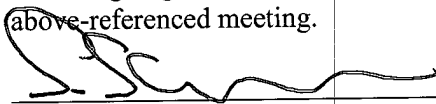
Executive Session

No Executive Session was held.

Adjourn

There being no further business to come before the Boards, and motion duly made, seconded and unanimously carried, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



Secretary for the Meeting

The foregoing minutes were approved on the 3 day of July 2016.

Subject to Approval