

## Special Board Meeting Minutes

Steamboat Grand Resort Hotel Condominium Association, Inc

July 21, 2008

11:00 AM in the Slopeside Owners Lounge

### Board Members

*Present:* Joe Fogliano, David Zedeck, Ron Belin, Laurie Good, Mike Lomas

*By Phone:* Steve Traudt, Greg Magee

*Absent:*

*Others Present:* Kevin Gilman, AAAA; Stacy Huffman, SSRC; Dervla Lacy, Legal Counsel (by phone)

### Proceedings

*(1 minute into recording)*

The meeting was called to order at 11:02 by the President, Joe Fogliano.

Notice of the special meeting was provided by email on July 9, 2008 for the purpose of reviewing the letter of intent between the Association and SSRC/Intrawest to resolve the macro settlement proposal and to discuss the option of filing a complaint in court.

Negotiations on the letter of intent continued through the weekend, and the latest version was distributed on this morning. Intrawest has refused to sign the tolling agreement unless there is a signed letter of intent. Because of the statute of limitations a decision must be made on filing a complaint regarding the purchase of the garage.

There are a few potential issues in the letter of intent that could be impediments to reaching an agreement, and some could be impediments to getting a 60% supermajority of the owners to agree to the terms of the letter of intent. Each issue was discussed and attempts were made to simplify and clarify the document. None of the proposed changes seemed to be things that would prevent the parties from coming to an agreement.

If the Association is to file a complaint it must be filed by the second week of August, but Counsel suggests filing it by the end of the month. The complaint is prepared and ready to be filed, but because of its nature it may preclude further negotiations.

*(43 minutes into recording)*

**Motion:** David moved that Feldman, Nagel and Associates be empowered to negotiate this letter of intent in its current form with the change that we want the garage revenue, the bistro sublease revenue split, and the spa treatment rooms terminate when the management agreement terminates, and clarification of section ten regarding the common elements to be conveyed, for a period of ninety days. Steve seconded.

Motion carried.

*(45 minutes into recording)*

**Motion:** David moved that if we fail to have a tolling agreement signed by the 31<sup>st</sup> of July we authorize Feldmann, Nagel and Associates to file the complaint that has been prepared, to protect the statutes of limitations from expiring. Ron seconded.

Laurie explained that SSRC is not willing to sign the tolling agreement because of concerns that they will lose their recourse against ASC. Joe said he thought SSRC would not sign the tolling agreement until the letter of intent is signed. He also stated that filing the complaint may so inflame the situation that further negotiations will not be possible.

Motion carried with five in favor and Mike and Laurie abstained.

How to communicate to the general membership the substance of the letter of intent, and the need for 60% of all members to affirmatively approve the transaction was discussed. It was agreed that preliminary information would be provided in the August 1<sup>st</sup> newsletter, even though the specifics may not be determined at that time, giving everyone a heads up to be on the look out for a ballot in the mail.

The next regular Board meeting was set for August 26<sup>th</sup> at 9:00 Mountain Time.

The meeting was adjourned at 12:06.