

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

SPRUCE MEADOWS METROPOLITAN DISTRICT

Held: Thursday, March 28, 2019 at 1:00 pm at 8700 Turnpike Drive, Suite 230, Westminster, Colorado.

Attendance

The special meeting of the Board of Directors for the Spruce Meadows Metropolitan District was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, having confirmed their qualification to serve, were in attendance:

Paula Lindamood
Scott Hasday

John Wahl was absent all absences are excused unless otherwise indicated in the minutes.

Also present: Zachary P. White Esq., White Bear Ankele Tanaka & Waldron, P.C., District General Counsel; Cindy Combs., Vista Management, District Manager.

Director Qualification

The Directors in attendance confirmed their qualification to serve.

Call to Order/Declaration of Quorum

Mr. White noted that a quorum of the Board was present and that the Directors had confirmed their qualification to serve, and therefore, called the meeting to order.

Disclosure Matters

Ms. White advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. White noted that a quorum was present and inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Public Comment	None.
Approval of Agenda	Mr. White presented the agenda to the Board for consideration. Following discussion, the Board unanimously approved the agenda as amended.
Approval of Minutes from December 03, 2018 special meeting	Mr. White presented the minutes from December 03, 2018 special meeting for consideration. Following, discussion, the Board unanimously approved the minutes.
Acknowledge Resignation of Jack Devereaux	The Board acknowledged the resignation of Jack Devereaux.
Discuss Vacancies and Appointment of Officers	The Board engaged in a general discussion regarding Vacancies and Appointment of Officers. Following discussion upon a motion duly made and seconded the Board unanimously approved the appointment of Todd Maul and Cayle Townsend.

Financial Matters

2018 Budget Amendment Hearings/Consider Adoption of Resolution Amending 2018 Budgets	<p>Director Lindamood opened the public hearing on the 2018 Budget Amendments for the Districts. Mr. White noted that publication of notices stating that the Boards would consider the 2018 budget amendments and the date and time and location of the public hearings were made in a newspaper having general circulation within each applicable Districts. No written objections were received prior to the public hearings. No public comment was made and the hearings were closed.</p> <p>Mr. White presented the 2018 Budget Amendment Resolution to the Boards. The Boards reviewed the 2018 budget amendments. Following review and a discussion, upon a motion were duly made and seconded, the Boards unanimously approved the budget amendments and adopt resolutions approving the amendments.</p>
Consider Approval of 2018 Audit Exemption Application	The Board engaged in a general discussion regarding the Approval of 2018 Audit Exemption Application. Following discussion upon a motion duly made and seconded the Board unanimously approved audit exemption.

Other Business

Next Meeting	Tuesday, May 14, 2018 at 1:00 p.m.
Adjournment	There being no further business to come before the Boards, upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing minutes were approved by the Board of Directors on the 28th day of March 2019.

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

Paula Lindwood

Secretary for the Meeting