

**MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS**

**OF**

**SPRUCE MEADOWS METROPOLITAN DISTRICT**

Held: Tuesday, November 12, 2019 at 1:00 pm at 8700 Turnpike Drive, Suite 230, Westminster, Colorado.

Attendance

The regular 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  
Cayle Townsend  
Todd Maul

Also present were Allison C. Fogg Esq., Fogg Bear Ankele Tanaka & Waldron, P.C., District General Counsel; Phyllis McPherson., Vista Management, District Manager, and Brad Schoenfeld, a resident of the District.

Director Qualification

The Directors in attendance confirmed their qualification to serve.

Call to Order/Declaration of Quorum

Ms. Fogg 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. Fogg advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Fogg 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. Ms. Fogg 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	Ms. Fogg presented the agenda to the Board for consideration. Following discussion, the Board unanimously approved the agenda as presented.
Approval of Minutes from December 03, 2018 special meeting	Ms. Fogg presented the minutes from March 28, 2019 special meeting for consideration. Following discussion, the Board unanimously approved the minutes.

**Administrative Matters**

2020 Annual Administrative Resolution	The Board engaged in a discussion regarding the 2020 Annual Administrative Resolution. The Board discussed regular meeting dates occurring on the second Tuesday in May and November and the designated 24 hour posting location the Mailbox Kiosk Station on Spruce Meadows Drive. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution subject to changes to the meeting dates and the posting location.
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2020 Property and Liability Schedule and Limits	The Board engaged in a discussion regarding the 2020 Property and Liability Schedule and Limits. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the schedule and limits subject to the premium not exceeding \$2,500.00.
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Resolution Calling the May 5, 2020 Election	The Board engaged in a discussion regarding the Resolution Calling the May 5, 2020 Election. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.
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Resolution Concerning Authorization for Approval of Contracts and Payment of Claims	The Board engaged in a discussion regarding the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution subject to final Board review of revisions to Exhibit A.
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**Legal Matters**

Discuss Legislative Update	The Board engaged in a discussion regarding the legislative updates.
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Resolution Regarding Electronic Posting of Meeting Notices	The Board engaged in a discussion regarding the Resolution Regarding Electronic Posting of Meeting Notices. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.
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## **Financial Matters**

Payables/Financials/Claims The Board engaged in a discussion regarding the payables, financials, and claims. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the payables, financials, and claims from January 1, 2019 through November 14, 2019.

Public Hearing on the 2019 Budget Amendment The Board engaged in a discussion regarding the 2019 Budget Amendment. Following discussion the Board determined an Amendment to the 2019 Budget was not necessary.

Resolution Approving 2019 Budget Amendment The Board determined a Budget Amendment was not necessary. No action was taken.

Public Hearing on the 2020 Budget Director Hasday opened the public hearing to consider the proposed 2020 Budget. It was noted that Notice stating that the Board would consider adoption of the 2020 budget and the date, time, and place of the public hearing was published pursuant to statute.

No written objections were received prior to or during the public hearing. The public hearing was closed.

Resolution Approving 2020 Budget The Board discussed the adoption of Resolution to Adopt the 2020 Budget. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2020 Budget and adopted the resolution.

Auditor Proposals for 2019 Audit The Board engaged in a discussion regarding the Auditor Proposals for 2019 Audit. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal.

Audit Engagement Letter with L. Paul Goedecke P.C. The Board reviewed the Audit Engagement Letter with L. Paul Goedecke P.C. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.

## **Director Matters**

Discuss and consider approval of oil and gas capping and plugging of three (3) wells The Board engaged in a discussion regarding the oil and gas capping and plugging of three (3) wells. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the capping.

Discuss septic access for Mackewicz property from Equestrian Trail The Board engaged in a discussion regarding the septic access for Mackewicz property from Equestrian Trail. Following discussion the Board determined to defer this matter until May in order to collect more information regarding the difficulty of the septic access and whether the septic company can reach the pump from the driveway.

## District Manager Matters

First Addendum to Service Agreement with Vista Management Associates, Inc. for Management Services for 2020	The Board engaged in a discussion regarding the First Addendum to Service Agreement with Vista Management Associates, Inc. for Management Services for 2020. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the First Addendum.
Presentation by James Johnson from Environmental Designs regarding 2019 landscape services	Mr. Johnson from Environmental Designs presented to the Board regarding 2019 landscape services.
Discussion of Grounds Maintenance Proposals for 2019-2020 for Landscape Services	The Board engaged in a discussion regarding the Grounds Maintenance Proposals for 2019-2020 for Landscape Services.
Independent Contractor Agreement for Landscape Services for 2019-2020	Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Independent Contractor Agreement for Landscape Services for 2019-2020 with Environmental Design.
Discussion of landscaping entry enhancement	The Board engaged in a discussion regarding the landscaping entry enhancement. Following discussion, the board deferred this item to the May meeting.
Discussion on status update on Pond E	<p>Mr. Schoenfeld as resident of the District presented to the Board a proposed solution to his home drainage issue. The Board discussed the best way for water to be channeled from Mr. Schoenfeld's house to the detention pond. Ms. Fogg advised that a Temporary Access and Construction Easement should be executed for work on District property. In addition, Ms. Fogg advised the District to engage an engineer pursuant to a service agreement for any work conducted on the District's detention pond. The Board considered these recommendations but no action was taken.</p> <p>The Board determined in order to adequately address Mr. Schoenfeld's drainage issues and to ensure that District property is not at risk, to shorten the pipes of Mr. Schonefeld's property and run them parallel to the pond to direct the water flow into the culvert. Board authorized the Board's President to propose this idea to Brad.</p>
Executive Session Pursuant to §§24-6-402(4)(b) and (e), C.R.S., to receive legal advice and to determine	The Board engaged in an Executive Session Pursuant to §§24-6-402(4)(b) and (e), C.R.S., to receive legal advice and to determine positions relative to matters that are subject to negotiation related to Pond E.

positions relative to matters  
that are subject to  
negotiation related to Pond  
E

**Other Business**

Discuss regular meetings  
dates for 2020

The Board engaged in a discussion regarding regular meeting  
dates.

Next Regular Meeting

May 12, 2020

Adjournment

There being no further business to come before the Board,  
upon motion duly made, seconded and unanimously carried,  
the Board determined to adjourn the meeting.

The foregoing minutes were approved by the Board of  
Directors on the 10<sup>th</sup> day of November, 2020.

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

*Todd A Maul*

Todd A Maul (Nov 30, 2020 16:42 MST)

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Secretary for the Meeting










# 2020-11-10 Execution Packet (Spruce Meadows)

Final Audit Report

2020-11-30

Created:	2020-11-11
By:	Andie Eckstrum (aekstrum@wbapc.com)
Status:	Signed
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-  Document created by Andie Eckstrum (aekstrum@wbapc.com)  
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-  Document emailed to SCOTT HASDAY (shasdaysprucemeadows@gmail.com) for signature  
2020-11-11 - 8:27:57 PM GMT
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2020-11-11 - 11:34:41 PM GMT- IP address: 67.190.47.4
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Signature Date: 2020-11-11 - 11:36:24 PM GMT - Time Source: server- IP address: 67.190.47.4
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2020-11-12 - 3:09:22 AM GMT- IP address: 98.146.109.22
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2020-11-30 - 11:41:01 PM GMT- IP address: 64.233.172.35
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