

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

SPRUCE MEADOWS METROPOLITAN DISTRICT

Held: Tuesday, November 10, 2020 at 1:00 p.m., via teleconference.

*Due to the Executive Order issued by Governor Polis on April 26, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-28 implementing the Executive Order, issued by the Colorado Department of Public Health and Environment (CDPHE) on April 26, 2020, the meeting was held via teleconference.*

Attendance

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

Scott Hasday, President  
Todd Maul, Secretary  
Cayle Townsend, Assistant Secretary  
Bridger Jensen, Assistant Secretary

Director John Wahl was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were Allison C. Fogg, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; and Cindy Combs, Vista Management Associates, Inc.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Board was present and the meeting was called to order.

Conflict of Interest Disclosures

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 that provided White Bear Ankele Tanaka & Waldron with notice of 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 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Ms. Fogg presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Consider Approval of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings

Ms. Fogg presented the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Consider Appointment of Mr. Jensen and Discuss Slate of Officers

The Board engaged in a discussion regarding the appointment of Bridger Jensen to the Board of Directors. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the appointment.

The Board engaged in general discussion regarding the Slate of Officers. Following discussion, upon a motion duly made and seconded, the Board assigned Director Townsend as Assistant Secretary, and Director Jensen as Assistant Secretary.

Public Comment

None.

Consent Agenda

Ms. Fogg provided the items on the consent agenda to the Board. Ms. Fogg advised that any item can be removed from the consent agenda to the regular agenda upon a request from any Director. Ms. Fogg requested the Approval of Property and Liability Schedule and Insurance Renewal for 2021 be removed from the consent agenda and placed on the regular agenda under Legal Matters. Upon a motion duly made, seconded and unanimously carried, the Board approved, ratified, and adopted the following items:

- Minutes from November 12, 2019 Regular meeting
- 2021 Annual Administrative Resolution
- Resolution Establishing Electronic Signature Policy
- Ratification of 2019 Audit Exemption Application
- Renewal of Consultant and Contractor Agreements for 2021 (White Bear Ankele Tanaka & Waldron, Attorneys at Law, For General Counsel Services, and Vista Management

Legal Matters

Discuss and Consider Proposals for Landscape Services

Ms. Fogg reviewed Proposals for Landscape Services with the Board. Following discussion, upon a motion duly made and seconded, the Board approved the engagement of CoCal Landscape and authorized legal counsel to provide a service contract for landscaping.

Discuss and Consider Approval of Property and Liability Schedule and Insurance Renewal for 2021

Ms. Fogg presented the Property and Liability Schedule and Insurance Renewal for 2021 to the Board. The Board discussed the property liability schedule and it is accurate. The Board directed Ms. Combs to determine the linear feet insured of the fencing. Following discussion, upon a motion duly made and seconded, the Board approved the insurance renewal for 2021.

Financial Matters

Consider Approval of Payables/Financials

Conduct Public Hearing on 2020 Budget Amendment and Consider Adoption of Resolution Amending 2020 Budget

Director Hasday opened the public hearing on the 2020 Budget Amendment. Ms. Fogg noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed. The Board determined an amendment to the 2020 budget was not needed.

Conduct Public Hearing on 2021 Budget and Consider Adoption of Resolution Adopting 2021 Budget

Director Hasday opened the public hearing on the proposed 2021 Budget. Ms. Fogg noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Combs reviewed the 2021 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution adopting the 2021 Budget, appropriating funds therefor and certifying 10.383 mills for the General fund, 20.00 mills for the Debt Service fund, and 0.00 mills for the Capital Projects fund. Ms. Fogg to review debt authorization and reserve requirements to see if money can be used from debt service to general fund.

Consider Approval Auditor

Ms. Fogg review the Auditor Proposals for 2020 Audit with the

Proposals for 2020 Audit

Board. Following discussion, upon a motion duly made and seconded, the Board approved the engagement of Fiscal Focus Partners, LLC.

Director Matters

Discussion Regarding  
Grounds Issues

Pond E Update

The Board engaged in a general discussion regarding Pond E and drainage issues. Ms. Fogg advised that a Temporary Access and Construction Easement should be executed for any work on the Pond, which is 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.

Trees

The matter was deferred.

Adjourn

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

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

*Todd A Maul*

[Todd A Maul \(May 4, 2021 13:48 PDT\)](#)

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Secretary for the Meeting

The foregoing minutes were approved on the 4<sup>th</sup> day of March, 2021.