

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF

SPRUCE MEADOWS METROPOLITAN DISTRICT

Held: Wednesday, November 10, 2021 at 3:00 p.m., at 8700 Turnpike Drive, Suite 230, Westminster, Colorado and 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  
John Wahl, Treasurer  
Cayle Townsend, Assistant Secretary

Also present were: William P. Ankele Jr., Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, General Counsel to the District; and Cindy Combs, Vista Management Associates, Inc., District Manager.

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

Mr. Ankele advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Ankele 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. Mr. Ankele 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

Mr. Ankele 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.

Public Comment

Tom Day, a property owner and resident of the District, described certain drainage issues related to his lot and surrounding areas. The Board noted that it was dealing with other drainage issues and is actively looking for solutions, and thanked Mr. Day for his input.

Consent Agenda

Mr. Ankele provided the items on the consent agenda to the Board. Mr. Ankele advised that any item can be removed from the consent agenda to the regular agenda upon a request from any director. No items were requested to be moved from the consent agenda. Upon motion duly made and seconded, the Board unanimously approved the following consent agenda items:

- March 4, 2021 Special Meeting Minutes
- 2022 Annual Administrative Resolution
- Resolution Designating the Location of Regular Meetings of the Board
- Ratification of the 2020 Audit Exemption Application

Manager's Matters

Discuss Ditch Modification and Recommended Correction on Prairie Place

The Board undertook discussion of drainage issues associated with Prairie Place, noting that there may be unapproved drainage pipes that are draining into a swale under the road, and creating backups and other

issues. Director Hasday to discuss with City as this drainage runs over Broomfield right-of-way.

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| Discuss Berm Modifications and Recommended Correction                    | The Board noted that drainage issues relating to the berm, ponds and roadside ditches. were ongoing. The District has a maintenance easement for this area. There is a report due from Atwater engineering that needs to be produced and reviewed to assist with identifying options to address. There is a question about whether the original platted easements for the berm area were not actually implemented and some alternative drainage installations made. |
| Discuss Atwell Engineering   | The Board noted that it was having difficulty obtaining work product from Atwell Engineering. Cindy Combs to keep following up.   |
| Discuss City of Aurora Meeting Concerning Drainage                       | Discussion ensued regarding a City of Broomfield meeting to discuss the neighborhood drainage issues that had been held. There will be further meetings to define the problems and potential solutions.   |
| Consider Approval of Grounds Contract with Cocal Landscape Service, Ins. | Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Grounds Contract with Colcal Landscape Services, Inc., as presented.   |
| Other Manager Matters  | None.   |

Legal Matters

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| Discuss and Review Proposal for Renewal of General Liability Schedule and Limits and Property Schedule and Consider Approval and Authorization to Bind Coverage | The Board reviewed the proposed General Liability Schedule and Limits and Property Schedule. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the General Liability Schedule and Limits and Property Schedule and authorized Cindy Combs to bind coverage. |
| Discuss District Website Requirements Setup NLT January 1, 2023   | Mr. Ankele described new requirements for websites by the end of 2022. The Board noted that the District had previously applied to SIPA for a free website. Mr. Ankele is to update the Board on status.   |
| Consider Adoption of Resolution Providing for the Defense and Indemnification of Directors and Employees of the District  | Mr. Ankele presented the Resolution Providing for the Defense and Indemnification of Directors and Employees of the District to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution.   |
| Consider Approval of Resolution Calling May 3,  | Mr. Ankele presented the Resolution Calling May 3, 2022 Election to the Board. Following discussion, upon a motion duly made and seconded,   |

2022 Election and Designation of Method for Providing Notice of Call for Nominations

the Board unanimously adopted the Resolution and designated publication as the second method for Notice of Call for Nominations, unless the District’s website is active in time.

Consider Approval of License Agreement (Drainage Improvements), by and between Spruce Meadows Metropolitan District and Brad and Kelly Schoenfeld

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the License Agreement (Drainage Improvements), by and between Spruce Meadows Metropolitan District and Brad and Kelly Schoenfeld, pending final legal review.

Discuss/Consider Ratification of Temporary Construction Easement Agreement (Greenscape and Picnic Area Improvements), entered into as of September 17, 2021, by and between Spruce Meadows Metropolitan District and Spruce Meadows HOA, Inc.

Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the Temporary Construction Easement Agreement (Greenscape and Picnic Area Improvements), entered into as of September 17, 2021, by and between Spruce Meadows Metropolitan District and Spruce Meadows HOA, Inc

Financial Matters

Consider Approval of Payables/Financials

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Payables/Financials, as presented.

Conduct Public Hearing on 2022 Budget

Director Hasday opened the public hearing on the proposed 2022 Budget. Mr. Ankele 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.

Consider Adoption of Resolution Adopting 2022 Budget, Imposing Mill Levy and Appropriating Funds

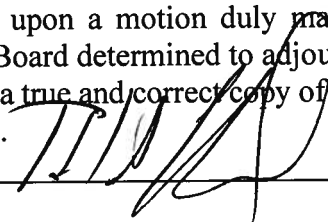
Mr. Ankele presented the Resolution Adopting 2022 Budget, Imposing Mill Levy and Appropriating Funds. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution, subject to deletion of \$4,000 budget item for Developer Obligation.

Consider Auditor Proposals for 2021 Exemption from Audit

Mr. Ankele reviewed the Auditor Proposals for the 2021 Audit Exemption with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of Fiscal Focus Partners, LLC.

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.

  
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Secretary for the Meeting

The foregoing minutes were approved on the 10<sup>th</sup> day of May, 2022.