

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF

SPRUCE MEADOWS METROPOLITAN DISTRICT

Held: Tuesday, November 8, 2022, at 1:00 p.m., at 8700 Turnpike Drive, Suite 230, Westminster, Colorado and via teleconference.

Attendance

The regular 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, having confirmed their qualifications to serve, were in attendance:

Scott Hasday, President
Todd Maul, Secretary
John Wahl, Treasurer
Cayle Townsend, Assistant Secretary

Also present was: Heather L. Hartung, Esq., White Bear Ankele Tanaka & Waldron, General Counsel to the District; and Cindy Combs, Vista Management Associates, Inc., District Manager; and members of the public.

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. Hartung advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Hartung 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. Hartung 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. Combs presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda.

Director Matters

Consider Appointment of Qualified Individual and Administer Oath of Office

Following discussion, upon a motion duly made and seconded, the Board approved the appointment of Dan Courtois to the Board of Directors. Mr. Courtois' Oath of Office was then administered, and legal counsel was instructed to file the Oath of Office and Certificate of Appointment with the District Court, Division of Local Government, in addition to sending copies to the County Clerk & Recorder.

Election of Officers

The Board engaged in general discussion regarding the election of Officers. Following discussion, upon a motion duly made and seconded, the Board elected Director Hasday as President, Director Wahl as Treasurer, Director Maul as Secretary, Director Townsend as Assistant Secretary and Director Courtois as Assistant Secretary.

Public Comment

None.

Consent Agenda

Ms. Combs provided the items on the consent agenda to the Board. Ms. Combs 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:

- Minutes of May 10, 2022 Regular Meeting; and
- Notice to Electors Pursuant to § 32-1-809, C.R.S.

Manager's Matters

Discuss Sprinkler System and Watering Matters

Ms. Combs informed the Board that the water has been turned off in the sprinkler system for the winter.

Discuss Ditch Modification and Recommended Correction on Prairie Place

The Board reviewed the CoCal Landscape Services proposal for ditch modification behind the property owned by the Brewers for a total project cost of \$38,000. Following discussion, upon a motion duly made and seconded, the Board approved the proposal, with an amendment to the proposed contract to specify that the project will be completed in phases as funds become available.

Discuss Berm Modifications and Status of Certification

The Board engaged in a discussion regarding certification of pond volume and berm. Ms. Combs has sent certifications to City and County of Broomfield and will contact the owners regarding necessary corrections on their lots in relation to the berms.

Discuss Status of Survey by Atwell Engineering

There were no status changes to be discussed with respect to the Atwell Engineering survey.

Other Manager Matters None.

Legal Matters

Insurance Matters Ms. Hartung informed the Board that the property schedule has not yet been received but will be circulated via email once they have received it.

Discuss 2022 Legislative Memorandum Ms. Hartung reviewed the 2022 Legislative Memorandum with the Board.

Consider Approval of Resolution Calling May 2, 2023 Election Following discussion, upon a motion duly made and seconded, the Board approved the Resolution Calling the May 2, 2023 Election.

Discuss Status of Development of District's Website Ms. Hartung informed the Board that the District's website is now operational.

Consider Approval of Second Addendum to Independent Contractor Agreement with Vista Management Associates, Inc. for Management Services (2023 Fees) Following discussion, upon a motion duly made and seconded, the Board approved the Second Addendum to Independent Contractor Agreement with Vista Management Associates, Inc.

Consider Approval of Independent Contractor Agreement with CoCal Landscape Services, Inc. for 2023 Landscaping Services Following discussion, upon a motion duly made and seconded, the Board approved the Independent Contractor Agreement with Cocal for 2023 Landscaping Services.

Consider Approval of Independent Contractor Agreement with CoCal Landscape Services, Inc. for Native Seed Replacement Following discussion, the Board decided not to proceed with the Independent Contractor Agreement with CoCal Landscape Services for Native Seed Replacement

Consider Approval of Renewal of Special District Association of Colorado Membership for 2023 Following discussion, upon a motion duly made and seconded, the Board approved renewal of the District's membership with the Special District Association for 2023.

Discuss FRICO Matter Ms. Hartung discussed the FRICO matter with the Board and, in particular, the email from Mr. Wagner of White Bear Ankele Tanaka & Waldron sent earlier this year.

Adoption of 2023 Annual
Administrative Resolution

Following discussion, upon a motion duly made and seconded, the Board approved the 2023 Annual Administrative Resolution once amended to add Director Courtois to the members of the Board under section 13 of the Resolution.

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 Amendment
and Consider Adoption of
Resolution Amending 2022
Budget

There was no need to amend the 2022 budget at this time.

Conduct Public Hearing on
2023 Budget and Consider
Approval of Resolution
Adopting 2023 Budget,
Imposing Mill Levy and
Appropriating Funds

Director Hasday opened the public hearing on the proposed 2023 budget. Ms. Hartung 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. Hartung presented the Resolution Adopting 2023 Budget, Imposing Mill Levy and Appropriating Funds. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution, as presented.

Other Business

2023 meetings are June 13th and November 14th at 1pm both in person and via Zoom.

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 Martin (Sep 6, 2023 16:21 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 25th day of January 2023.