

MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS OF

SPRUCE MEADOWS METROPOLITAN DISTRICT

Held: Wednesday, February 15, 2023, at 2:00 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, having confirmed their qualifications to serve, were in attendance:

Scott Hasday, President
Todd Maul, Secretary
John Wahl, Treasurer

Directors Courtois and Townsend were absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were: Heather L. Hartung, Esq., White Bear Ankele Tanaka & Waldron, 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 at 2:02 p.m.

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, as amended to add an Executive Session of the Board at the end of the meeting to receive legal advice on a litigation hold letter received by the District.

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 November 8, 2022 Regular Meeting;
- 2023 Annual Administrative Resolution; and
- Independent Contractor Agreement with CoCal Landscape Services, Inc. for 2023 Landscaping Services.

Management Matters

Discuss CoCal Landscape Services Proposal for Additional Services

Ms. Combs reviewed the CoCal proposal for additional services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the CoCal proposal, less the \$6,000 for cottonwood tree removal, as the Board determined that they do not want to remove the cottonwoods. Ms. Hartung was instructed to prepare an Addendum to the current Independent Contractor Agreement between CoCal and the District.

Legal Matters

Insurance Matters

Discuss and Review Proposal for Renewal of General Liability Schedule and Limits and Property Schedule and Consider Approval and Authorization to Bind Coverage

Ms. Hartung reviewed the insurance renewal proposal with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the renewal and authorized Ms. Combs to move forward in binding the District's coverage.

Discuss May 2, 2023 Election, Call for Nominations and Self-Nominations

Ms. Hartung provided an update on the May 2, 2023 election.

Discuss Map Filing and 809 Transparency Filing

Ms. Hartung provided an updated on the annual map filing and transparency notice filing.

Financial Matters

Consider Approval of Payables/Financials There were no payables/financials for approval by the Board.

Conduct Public Hearing on 2022 Budget Amendment and Consider Adoption of Resolution Amending 2022 Budget Director Hasday opened the public hearing on the 2022 Budget Amendment. Ms. Hartung noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Hartung reviewed the Resolution Amending the 2022 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution amending the General Fund to \$138,858.

Conduct Public Hearing on 2023 Budget Amendment and Consider Approval of Resolution Amending 2023 Budget Director Hasday opened the public hearing on the 2023 Budget Amendment. Ms. Hartung noted that the notice of public hearing was provided in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Hartung reviewed the Resolution Amending the 2023 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution amending the General Fund to \$219,499.

Executive Session

Upon a motion duly made and seconded, followed by an affirmative vote of at least two-thirds of the quorum present, the Board enter into an executive session at 2:25 p.m. for the sole purpose of receiving legal advice on a litigation hold letter received by the District, pursuant to Section 24-6-402(4)(b), C.R.S.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of legal counsel to the District, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Also pursuant to Section 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during the executive session.

The Board reconvened in regular session at 2:54 p.m.

Other Business

The Board instructed Ms. Combs to contact insurance regarding the legal hold letter received. Ms. Hartung explained to Ms. Combs and the Board the meaning of the litigation hold letter and the steps necessary to comply with the terms provided in said letter.

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 (Sep 8, 2023 11:40 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 7th day of September, 2023.

ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Spruce Meadows Metropolitan District, I attended the executive session at the special meeting of Spruce Meadows Metropolitan District convened at 2:00 pm on February 15, 2023, for the sole purpose of discussing receiving legal advice on a litigation hold letter received by the District, as authorized by Section 24-6-402(4)(b), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.

A handwritten signature in black ink, reading "Heather L. Hartung". The signature is written in a cursive, flowing style. The first name "Heather" is clearly legible, followed by "L." and "Hartung". The signature is positioned above a horizontal line.

Heather L. Hartung Esq.
General Counsel