

MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS OF

SPRUCE MEADOWS METROPOLITAN DISTRICT

Held: Thursday, September 7, 2023, at 10:00 a.m., 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
Todd Maul
John Wahl
Cayle Townsend
Dan Courtois

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 10:00 a.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 after Public Comment to receive legal advice on recent District litigation pursuant to §24-6-402(a), C.R.S.

Election of Officers

No action was taken.

Public Comment

None.

Executive Session (*added*)

Upon a motion duly made and seconded, followed by affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 10:12 a.m. for the purpose of receiving legal advice on recent District litigation, pursuant to §24-6-402(4)(b), C.R.S.

Pursuant to § 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 the District's attorney, constitutes privileged attorney-client communication pursuant to § 24-6-402(4)(b), C.R.S.

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

The Boards reconvened in regular session at 10:36 a.m.

Additional Public Comment
(*added*)

Additional public comment was made from residents inquiring into the recent litigation that named the District, the homeowners association and several owners as defendants

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 February 15, 2023 Special Meeting;
- Second Addendum to Independent Contractor Agreement with CoCal Landscape Services, Inc. (Tree Removal);
- 2022 Audit Exemption Application; and
- 2022 Annual Report on the Service Plan.

Management Matters

Discuss Status of Ditch and Berm Modifications

Ms. Combs discussed the status of the ditch and berm modifications with the Board.

Legal Matters

Consider Approval of Independent Contractor Agreement with CoCal Landscape for 2024 Landscaping Services

Ms. Hartung reviewed the Independent Contractor Agreement with CoCal Landscape for 2024 Landscaping Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Consider Approval of Independent Contractor Agreement with CoCal Landscape for Berm Easement Maintenance and Repairs

This item was tabled until the November meeting.

Consider Approval of Independent Contractor Agreement with Atwell, LLC for Berm Engineering Staking

This item was tabled until the November meeting.

Discuss 2023 Legislative Update

Ms. Hartung provided the 2023 legislative update to the Board.

Discuss Notification to Residents Regarding Metropolitan District Homeowners' Rights Task Force

The Board discussed the notification to residents regarding the Metropolitan District Homeowners' Rights Task Force. It was noted that the District's website also contains information on the task force.

Discuss Town Hall/Annual Meeting on November 14, 2023 at Noon

Ms. Hartung confirmed the Town Hall/Annual Meeting will be held on November 14, 2023 at noon via Zoom with the Board.

Consider Approval of Independent Contractor Agreement with Keystone Pacific Property Management for 2024 Management Services

Ms. Hartung reviewed the Independent Contractor Agreement with Keystone Pacific Property Management for 2024 Management Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Financial Matters

Consider Approval of Payables/Financials

Ms. Combs and Director Hasday reviewed the financials with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the financials.

Authorize District Manager
to file 2023 Audit
Exemption, if applicable

Ms. Combs discussed the 2023 Audit Exemption with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Ms. Combs' office to file the 2023 Audit Exemption, if applicable.

Other Business

None.

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 (Dec 2, 2023 12:53 PST)

Secretary for the Meeting

The foregoing minutes were approved on the 14th day of November, 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 meeting Spruce Meadows Metropolitan District convened at 10:12 a.m. on September 7, 2023 for the sole purpose of receiving legal advice on recent litigation , as authorized by §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.


Heather L. Hartung, Esq.