

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF

SPRUCE MEADOWS METROPOLITAN DISTRICT

Held: Tuesday, November 14, 2023, at 1:00 p.m., 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
Todd Maul
Cayle Townsend
Dan Courtois

Director Wahl was absent. All director 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 1:00 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 reorder items on the agenda.

Election of Officers

The Board discussed the election of officers. Following discussion, upon a motion duly made and seconded, the Board unanimously determined to keep all positions as slated.

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 from the September 7, 2023 Special Meeting;
- Notice to Electors Pursuant to §32-1-809, C.R.S.;
- Resolution Designating Meeting Notice Posting Location; and
- Renewal of Special District Association of Colorado Membership.

Management Matters

Ms. Combs provided an update on management matters to the Board, noting the pond volume was unable to be certified. Ms. Combs will work with Atwell Engineering to determine what is necessary to increase the volume of the ponds.

Legal Matters

Discuss 2024 Meeting Schedule

The Board discussed the 2024 meeting schedule. Following discussion, upon a motion duly made and seconded, the Board unanimously determined to hold regular meetings on March 26, June 11, and November 12, 2024 at 1:00 p.m. all via Zoom. The annual meeting will be held on November 12, 2024 at noon via Zoom.

Consider Adoption of 2024 Annual Administrative Resolution

Ms. Hartung reviewed the 2024 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution subject to final revisions.

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

The Board discussed insurance matters. Following discussion, upon a motion duly made and seconded, the Board unanimously approved legal counsel to bind coverage. Ms. Combs will provide the Board with the property and liability scheduled once received. The Board will notify Ms. Combs and legal counsel if any changes are required to the property schedule.

Consider Adoption of Amended and Restated Resolution Public Records Request Policy

Ms. Hartung reviewed the Amended and Restated Resolution Public Records Request Policy with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

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

Ms. Hartung reviewed the Independent Contractor Agreement with CoCal Landscape for grounds/easement maintenance and repairs with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement with CoCal Landscape and the two agreements with Atwell, LLC, as described below.

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

Ms. Hartung reviewed the Independent Contractor Agreement with Atwell, LLC for berm engineering staking and for professional engineering services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the work by Atwell, LLC.

Discuss Implementation of Accessibility Standards for Individuals with a Disability for Information Technology Systems Employed by the District

Ms. Hartung discussed the implementation of accessibility standards for individuals with a disability for information technology systems employed by the District with the Board. This item will be on the March agenda as well.

Discuss Resolution Adopting a Website Accessibility Policy

Ms. Hartung discussed the Resolution Adopting a Website Accessibility Policy with the Board. No action was taken.

Approval of Exclusion of Workers' Compensation Coverage with Colorado Special Districts Property and Liability Pool

Ms. Hartung reviewed the exclusion of Workers' Compensation Coverage with the Colorado Special Districts Property and Liability Pool with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the exclusion.

Financial Matters

Consider Approval of Payables/Financials

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

Conduct Public Hearing on 2023 Budget Amendment (if needed)

Not needed.

Consider Adoption of Resolution Amending

Not needed.

2023 Budget (if needed)

Conduct Public Hearing on 2024 Budget

Director Hasday opened the public hearing on the proposed 2024 Budget. 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.

Consider Adoption of Resolution Adopting 2024 Budget, Imposing Mill Levy and Appropriating Funds

Ms. Combs reviewed the 2024 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2024 Budget, appropriating funds therefor and certifying mills fund as shown in the 2024 Budget, subject to receipt of final assessed valuation, final legal review and final accounting review.

Discuss Investment Direction

Ms. Hartung discussed investments with the Board. No action was taken.

Discuss Obtaining Proposal for Reserve Study

Ms. Hartung discussed obtaining proposals for a reserve study with the Board. Following discussion, upon a motion duly made and seconded, the Board determined they do not want a reserve study at this time.

Other Business

The Board discussed the \$100,000 of required repairs to the berm. No action was taken.

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 (Apr 1, 2024 12:49 PDT)

Secretary for the Meeting

The foregoing minutes were approved on the 26th day of March, 2024.