

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

EAGLE'S NEST METROPOLITAN DISTRICT

Held: Wednesday, November 12, 2020, at 3:00 pm, via teleconference.

*Due to Executive Orders issued by Governor Polis and Public Health Orders Implementing the Executive Orders issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus, this meeting was held via zoom teleconferencing.*

Attendance

The special meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Jim Stilwell  
John Jagger  
Molly Dixon

Director Mark DeRose was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present was Clint C. Waldron, White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel.

Call to Order/Declaration of Quorum

The meeting was called to order and it was noted that a quorum of the Board was present.

Director Disclosures

Mr. Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Waldron 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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Waldron inquired into whether members of the Boards 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 Boards to act.

Approval of Agenda The Board reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Board approved the agenda, as presented.

Consider 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 DeRose as President, Director Jagger as Secretary/Treasurer, Director Stilwell as Vice President, and Director Dixon as Assistant Secretary.

Consider Approval of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings Mr. Waldron presented the Board with a Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution.

Public Comment None.

**Consent Agenda** Mr. Waldron reviewed the items on the consent agenda with the Board. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and/or adopted:

- Minutes from November 13, 2019 Special Meeting
- Ratification of 2019 Annual Report
- Ratification of 2019 Audit
- Approval and Ratification of Contract with Heatherly Creative for Website
- Approval of Resolution Establishing Electronic Signature Policy
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### **Legal Matters**

Consider Adoption of 2021 Annual Administrative Resolution The Board reviewed the 2021 Annual Administrative Resolution. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the 2021 Annual Administrative Resolution, subject to change of meeting address as noted.

Consider Adoption of Resolution Concerning Online Notice of Regular and Special Meetings The Board reviewed the Resolution Concerning Online Notice of Regular and Special Meetings. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution Concerning Online Notice of Regular and Special Meetings.

Consider Approval of Property and Liability Schedule and Limits The Board engaged in general discussion regarding 2021 insurance renewals. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2021 renewals.

Discuss 2020 Legislative Update The Board entered into general discussion of the 2020 Legislative Updates. No action was taken.

Consider Approval of Resolution Regarding Acceptance of District Eligible Costs and Developer Reimbursement Mr. Waldron discussed a Resolution Regarding Acceptance of District Eligible Costs and Developer Reimbursement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution.

### **Financial Matters**

Payables/Unaudited Financials Director Dixon presented the payables and unaudited financials to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the payables and unaudited financials.

Conduct Public Hearing on 2020 Budget Amendment and Consider Adoption of Resolution Amending 2020 Budget The Board determined that a budget amendment was not needed at this time.

Conduct Public Hearing on 2021 Budget and Consider Adoption of 2021 Budget Resolution Director Stilwell opened the public hearing on the proposed 2021 Budget. Mr. Waldron 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.

The Board reviewed the proposed 2021 Budget and the Resolution adopting the 2021 Budget. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2021 Budget, appropriating funds therefor and certifying 33.000 mills for the General Fund, 17.000 mills for the Debt Service Fund, and 1.000 mill for contractual obligations.

Consider Approval of Auditor Proposals for 2020 Audit The Board discussed Auditor Proposals. Following discussion, upon a motion duly made and seconded, the Board authorized Director Dixon to engage the auditor to prepare the 2020 Audit.

**Other Business** None.

Adjourn There being no further business to come before the Board, and following discussion and upon 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.

*John Jagger*  
John Jagger (Nov 11, 2021 12:11 MST)

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Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 8<sup>th</sup> day of November, 2021.