

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

EAGLE'S NEST METROPOLITAN DISTRICT

Held: Monday, November 8, 2021, at 1:30 P.M., 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:

Mark DeRose  
Jim Stilwell  
John Jagger

Director Molly Dixon 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 unanimously approved the agenda, as presented.

### **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 12, 2020, Special Meeting
- Ratification of 2020 Annual Report
- Ratification of 2020 Audit
- Approval of 2022 Renewal of CSD Property and Liability Insurance and Workman's Compensation Insurance

### **Legal Matters**

Consider Approval and Adoption of 2022 Annual Administrative Resolution

Mr. Waldron reviewed the 2022 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the 2022 Annual Administrative Resolution, subject to updates as discussed.

Consider Adoption of Resolution Designating the Location of Regular Board Meetings

Mr. Waldron reviewed the Resolution Designating the Location of Regular Board Meetings with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution, subject to updating the meeting location to virtual only.

Consider Adoption of Resolution calling the May 3, 2022, Elections and Designation of Method for Providing Notice of Call for Nominations

Mr. Waldron reviewed the Resolution calling the May 3, 2022, Elections and Designation of Method for Providing Notice of Call for Nominations. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

### **Financial Matters**

Consider Approval of

Director Dixon presented the payables and unaudited financials

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

Public Hearing on 2021 Budget Amendment (if necessary) Not necessary.

Consider Adoption of Resolution Amending 2021 Budget (if necessary) Not necessary.

Public Hearing on 2022 Budget Director DeRose opened the public hearing on the proposed 2022 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.

Consider Adoption of Resolution Approving 2022 Budget Mr. Waldron reviewed the 2022 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor and certifying 33.000 mills for the General Fund, 17.000 mills for the Debt Service Fund, and 1.000 mills for the Contractual Obligations Fund.

Consider Auditor Proposals for 2021 Audit The Board reviewed auditor proposals for the 2021 Audit. Following discussion, upon a motion duly made and seconded, the Board unanimously engaged Wipfli LLP for the 2021 Audit and authorized Director Jagger to approve and sign once the audit becomes available.

**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 A. Jagger*  
John A. Jagger (Nov 13, 2022 17:06 MST)

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Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 15th day of November, 2022.