

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

EAGLE'S NEST METROPOLITAN DISTRICT

Held: Monday, November 12, 2018, at 1:30 p.m. at 8231 E. Prentice Ave., Greenwood Village, Colorado.

Attendance

The regular 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
Molly Dixon

All Director absences are deemed excused unless a contrary notation recorded 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 and the Directors had confirmed their qualification to serve.

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 with 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. Mr. Waldron noted that a quorum was present and 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Mr. Waldron presented the proposed agenda to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board approved the agenda.

Public Comment

None.

Consent Agenda

Mr. Waldron presented the items on the consent agenda to the Board for

consideration. 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 removed from the consent agenda. Upon motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted:

- Approval of Minutes from November 14, 2017 Meeting
- Ratification of 2017 Annual Report
- Ratification of 2017 Audit
- Adoption of Resolution Designating the 24-Hour Posting Location
- Approval of Special District Disclosure Notice Pursuant to § 32-1-809, C.R.S.
- Memo Concerning Strengthening Protections for Consumer Data Privacy and Approval of Resolution Adopting a Personal Data Privacy Policy
- Approval of Aurora Regional Improvement Authority No. 5 Second Amendment to Establishment Agreement

Legal Matters

Consider Adoption of 2019 Annual Administrative Resolution

Mr. Waldron presented the Board with the 2019 Annual Administrative Resolution for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Consider Approval of Property and Liability Schedule and Limits

The Board engaged in general discussion regarding 2019 insurance renewals. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2019 renewals and determined the current coverage was sufficient and not to bind any excess liability coverage.

Consider Approval of Engagement Letter with White Bear Ankele Tanka & Waldron for Legal Services

Mr. Waldron reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron with the Board. Mr. Waldron noted specifically that the arbitration provision had been revised to make it clear that arbitration applies to this engagement letter as well as any prior engagement with the District. Mr. Waldron also noted and discussed the addition of the representative client list section. Mr. Waldron stated that as he is not independent as to the engagement, the Board is advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. After discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter with White Bear Ankele Tanaka & Waldron.

Other Legal Matters

None.

Financial Matters

Payables/Financials

None.

Conduct Public Hearing on

The Board determined that a budget amendment was not needed at this

2018 Budget Amendment and Consider Adoption of Resolution Amending 2018 Budget

time.

Conduct Public Hearing on 2019 Budget and Consider Adoption of 2019 Budget Resolution

Director DeRose opened the public hearing on the 2019 Budget. Mr. Waldron reported that the public hearing was published in accordance with Colorado law in the *Aurora Sentinel* on October 25, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Mr. Waldron reviewed the proposed 2019 Budget with the Board. Following discussion, upon motion duly made and seconded, the Board approved the resolution adopting the 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, subject to the final assessed valuation.

Consider Approval of Auditor Proposals for 2018 Audit

This matter was deferred.

Consider Approval of Engagement Letter with Simmons & Wheeler, P.C. for Accounting Services

This matter was deferred.

Other Financial Matters

None.

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.


Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 13th day of November, 2019.