

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CIELO METROPOLITAN DISTRICT

Held: Wednesday, April 28, 2021 via teleconference.

Due to Executive Orders issued by Governor Polis, and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Public Health & Environment, and the threats posed by COVID-19 coronavirus, the meeting was held via teleconference.

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:

Chris Osler
Reggie Carveth
Ben Both
Michael Newman

Director Westbrook was absent and excused.

Also present were Clint W. Waldron, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and Carrie Bartow, CliftonLarsonAllen, LLP, District Accountant.

Call to Order/Declaration of Quorum

Director Osler noted that a quorum of the Board was present and called the meeting to order.

Director Conflict of Interest Disclosures

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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Waldron 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

The Board reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda as amended.

Public Comment

None.

Consent Agenda

The Board 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:

- April 7, 2021 Special Meeting Minutes;
- Claims Listing in the amount of \$7,910.99;
- 30-Foot Exclusive Easement Agreement (Tract E);
- 30-Foot Exclusive Easement Agreement (Tract Q);
- 30-Foot Exclusive Easement Agreement (Tract L);
- 30-Foot Non-Exclusive Easement Agreement (Tract N);
- 30-Foot Non-Exclusive Easement Agreement (Tract Q);
- 30-Foot Exclusive Easement Agreement (Tract P); and
- 30-Foot Exclusive Easement Agreement (Tract H).

Legal Matters

Consider Approval of Clubhouse Construction Agreement

Ms. Murphy and Mr. Waldron reviewed the Clubhouse Construction Agreement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement, subject to final legal review.

Consider Approval of Clubhouse Joint Use and Cost Sharing Agreement

Ms. Murphy and Mr. Waldron reviewed the Clubhouse Joint Use and Cost Sharing Agreement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement, subject to final legal review.

Other Legal Matters

None.

Financial Matters

Review and Consider Approval of Unaudited Financial Statements

Ms. Bartow reviewed the February 28, 2021 Unaudited Financial statements with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the unaudited financial statements.

Consider Approval of Resolution Accepting

Ms. Murphy and Ms. Bartow reviewed the Resolution Accepting District Eligible Costs and Requisition No. 1 with the Board.

District Eligible Costs and Requisition No. 1

Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution Accepting District Eligible Costs and Requisition No. 1.

Other Financial Matters

None.

Other Business

Discuss Operations And Maintenance of Improvements

Mr. Waldron inquired when public improvements would be conveyed to the District. Mr. Newman responded that the improvements would be dedicated sometime in July or August.

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.

Ben Both

Ben Both (Aug 26, 2021 13:32 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 26th day of August, 2021.