

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CIELO METROPOLITAN DISTRICT

Held: Thursday, August 26, 2021 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

Director Westbrook and Director Newman were 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**

Ms. Murphy 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. Murphy 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.

**Consider Appointment of Officers**

The Board engaged in general discussion regarding the appointment of officers. Following discussion, upon a motion

duly made and seconded, the Board unanimously appointed Director Both as President, Director Westbrook as Treasurer, Director Osler as Secretary, and Director Newman and Director Carveth as Assistant Secretaries.

**Public Comment**

None.

**Consent Agenda**

The Board reviewed the items on the consent agenda with the Board. Ms. Murphy 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 28, 2021 Special Meeting Minutes; and
- 2020 Annual Report.

**Legal Matters**

Consider Approval of Clubhouse Construction Agreement

Ms. Murphy reviewed the Clubhouse Construction Agreement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Clubhouse Construction Agreement.

Consider Approval of Clubhouse Joint Use and Cost Sharing Agreement

Ms. Murphy 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 Clubhouse Joint Use and Cost Sharing Agreement.

Consider Approval of Joint Resolution Regarding Clubhouse Rules

Ms. Murphy reviewed the Joint Resolution Regarding Clubhouse Rules with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Joint Resolution Regarding Clubhouse Rules and appointed Directors Osler and Newman as representatives.

Consider Approval of Termination of Clubhouse Funding, Construction, and Operation Agreement

Ms. Murphy reviewed the Termination of Clubhouse Funding, Construction, and Operation Agreement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the termination subject to final legal review.

Discuss Independent Contractor Agreement with The Management Trust for District Management Services

Ms. Murphy reviewed the Independent Contractor Agreement with The Management Trust for District Management Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Independent Contractor Agreement with The Management Trust for District

Consider Approval of Resolution Designating the Location of Regular Meetings

Management Services subject to final approval by Director Osler and final legal review.

Ms. Murphy reviewed the Resolution Designating the Location of Regular Meetings with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously determined to hold regular meetings via teleconference and approved the Resolution Designating the Location of Regular Meetings.

Other Legal Matters

None.

### **Financial Matters**

Review and Consider Acceptance of Unaudited Financial Statements and Cash Position

Ms. Bartow reviewed the June 30, 2021 Unaudited Financial statements and Cash Position with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the June 30, 2021 Unaudited Financial Statements and Cash Position.

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.

  
Chris Osler (Nov 1, 2021 10:16 MDT)

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Secretary for the Meeting

The foregoing minutes were approved on the 27th day of October, 2021.