

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CIELO METROPOLITAN DISTRICT

Held: Monday, July 25, 2022 at 10:00 a.m. 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:

Timothy Westbrook
Chris Osler
Michael Newman

Director Both and Director Carveth were absent and excused.

Also present were Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Cecilia Wang, CliftonLarsonAllen, LLP, District Accountant; Chase Hanusa, Independent District Engineering Services; and Timothy Bryan, The Management Trust, District Manager.

Call to Order/Declaration of Quorum

Director Westbrook 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.

Consider Election of Officers; President and Secretary

The Board engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board elected Director Both as President and Director Osler as Secretary.

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 adopted:

- April 27, 2022 Regular Meeting Minutes; and
- Claims Listing in the amount of \$39,399.69.

Legal Matters

Discuss 2022 Legislative Memorandum

Ms. Murphy reviewed the 2022 Legislative Memorandum with the Board.

Consider Adoption of Resolution Concerning the Imposition of an Operations Fee

Ms. Murphy reviewed the Resolution Concerning the Imposition of an Operations fee with the Board. Ms. Wang noted that the operations fee can only be used in the operations fee fund and cannot be used for general fund expenditures. Deferred.

Approval of First Amendment to 2022 Annual Administrative Resolution

Ms. Murphy reviewed the First Amendment to 2022 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the First Amendment to 2022 Annual Administrative Resolution.

Other Legal Matters

None.

Financial Matters

Review Cash Sheet and Property Tax Statements

Ms. Wang reviewed the cash sheet and property tax statements with Board.

Consider Approval of Resolution Accepting District Eligible Costs and Requisition No. 4

Mr. Hanusa and Ms. Wang reviewed the Resolution Accepting District Eligible Costs and Requisition No. 4 with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the Resolution Accepting District Eligible Costs and Requisition No. 4.

Public Hearing on 2022 Budget Amendment	Deferred.
Consider Adoption of Resolution Amending 2021 Budget	Deferred.
Discuss Status of 2021 Audit	Ms. Wang noted that the Auditor is requesting an extension for the 2021 Audit. Following discussion, upon motion duly made and seconded, the Board unanimously approved the extension for the 2021 Audit.
Discussion Regarding Vantaca – Operations and Maintenance Vendor Invoice Approver	Mr. Bryan informed the Board that he would be the initial reviewer of all invoices through Vantaca and then two people at CliftonLarsonAllen, LLP would approve the invoices. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the use of Vantaca for approving operations and maintenance invoices.
Discussion Regarding Transfer of Funds to Pacific West Bank and Signatories for Pacific West Bank	Mr. Bryan reviewed the transfer of funds to Pacific West Bank. The Board engaged in general discussion regarding signatories on the bank account. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Director Westbrook as approver of invoices and all directors as signatories on the account with Pacific West Bank.
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 on the 7th day of September, 2022.