

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CIELO METROPOLITAN DISTRICT

Held: Wednesday, September 7, 2022 at 11:00 a.m. via Zoom 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:

Ben Both  
Chris Osler  
Michael Newman

Director Westbrook and Director Carveth were absent and excused.

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow, CliftonLarsonAllen, LLP, District Accountant; and Michelle Rittgers, The Management Trust, District Manager.

**Call to Order/Declaration of Quorum**

Director Both 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.

**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 adopted:

- July 25, 2022 Special Meeting Minutes;
- Claims in the amount of \$15,535.67; and
- 2021 Annual Report to Douglas County.

## **Legal Matters**

Consider Approval of Resolution Concerning the Imposition of an Operations Fee

Mr. Waldron reviewed the Resolution Concerning the Imposition of an Operations Fee with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Concerning the Imposition of an Operations Fee.

Discussion Regarding Service Plan and SB22-238

Mr. Waldron reviewed the Service Plan provisions regarding the allowed adjustments to the operations and maintenance and debt service mill levies. He also reviewed SB 21-293 and SB 22-238. Following discussion, the Board requested that legal counsel work with the County on clarifying the language in the service plan to clarify that the mill levy for operations and maintenance and debt service are allowed to adjust for any changes in the method of calculating assessed valuation and authorized the drafting of a service plan amendment if needed.

Other Legal Matters

None.

## **Financial Matters**

Review Cash Sheet and Unaudited Financial Statements

Ms. Bartow reviewed the cash sheet and unaudited financial statements with Board.

Public Hearing on 2022 Budget Amendment

Director Both opened the public hearing on the 2022 Budget Amendment. 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 Amending 2021 Budget

Ms. Bartow reviewed the Resolution Amending the 2022 Budget with the Board. Following discussion, upon a motion duly made

and seconded, the Board unanimously adopted the resolution amending the Operations Fee Fund to \$10,000.

Discuss Status of 2021  
Audit

Ms. Bartow reviewed the draft 2021 Audit with the Board. Following discussion, upon a motion duly made and seconded, the Board accepted the audit subject to the receipt of a clean audit opinion.

Other Financial Matters

The Board engaged in general discussion regarding the preliminary clubhouse operations and maintenance budget from Stone Creek Metropolitan District. The Board asked Ms. Rittgers and Ms. Bartow to request additional information to justify and substantiate the amounts in the draft budget. The Board also requested additional information regarding the District's right to have a say in additional improvements to the amenities.

**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 (Oct 24, 2022 12:06 MDT)

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Secretary for the Meeting

The foregoing minutes were approved on the 19<sup>th</sup> day of October, 2022.