

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

CIELO METROPOLITAN DISTRICT

Held: Wednesday, October 19, 2022 at 10:00 a.m. via Zoom teleconference.

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:

Ben Both  
Timothy Westbrook  
Reggie Carveth  
Michael Newman

Director Chris Osler was absent and excused.

Also present were Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow, CliftonLarsonAllen, LLP, District Accountant; Tim Bryan and Monique Diego, The Management Trust Co., 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**

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.

**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:

- September 7, 2022 Special Meeting Minutes;
- Claims Listing;
- Special District Disclosure Notice Pursuant to §32-1-809, C.R.S.; and
- Resolution Calling May 2, 2023 Regular Election.

## Legal Matters

Authorize Filing of Second Amendment to Service Plan

Ms. Murphy reviewed the Second Amendment to the Service Plan with the Board noting the process is moving forward with Douglas County. Following discussion, upon motion duly made and seconded, the Board unanimously authorized the filing of the Second Amendment.

Consider Adoption of 2023 Annual Administrative Resolution

Ms. Murphy reviewed the 2023 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution as amended regarding the regular meeting date and workers compensation coverage.

Discuss and Review Insurance General Liability Schedule and Limits, Consider Authorization to Bind Coverage

Megan reviewed the current general liability schedule and limits with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the general liability schedule and authorized legal counsel to bind coverage as presented.

Consider Approval of Contractor Agreement with Heatherly Creative for Website Maintenance and Management

Ms. Murphy reviewed the Contractor Agreement with Heatherly Creative for Website Maintenance and Management with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Discuss Board Member Contact Emails for District Website

Ms. Murphy noted that the new law requires contact information be posted on the Districts' website. Following discussion, upon motion duly made and seconded, the Boards unanimously approved setting up a general email inbox.

Discuss First Amendment to Independent Contractor

Mr. Bryan discussed the First Amendment to the Independent Contractor Agreement with Management Trust for District

Agreement with Management Trust for District Management Services

Management Services with the Board. There are no proposed changes for 2023 and no action was taken.

Consider Approval of First Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) with Toll Southwest, LLC

Ms. Murphy reviewed the First Amendment to the Funding and Reimbursement Agreement (Operations and Maintenance) with Toll Southwest, LLC with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the First Amendment to the Funding and Reimbursement Agreement (Operations and Maintenance).

Other Legal Matters

Ms. Murphy noted she is working with Director Osler and Director Westbrook to amend the Intergovernmental Agreement between the District and Douglas County School District.

### **Financial Matters**

Review Unaudited Financials, Schedule of Cash Position and Property Tax Statement

Ms. Bartow reviewed the schedule of cash position and unaudited financial statements with Board.

Discuss Status of 2021 Audit

The 2021 Audit was approved at the last meeting.

Discuss Stone Creek Metropolitan District 2023 Clubhouse Budget

The Board engaged in general discussion regarding the Stone Creek Metropolitan District 2023 clubhouse budget. The Board directed legal counsel to ask for back up of the 2023 numbers and provide notice of objection to Stone Creek Metropolitan District.

Public Hearing on 2022 Budget Amendment (if necessary)

Director Both opened the public hearing on the 2022 Budget Amendment. Ms. Murphy 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 Approval of Resolution Amending the 2022 Budget (if necessary)

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 Capital Project Fund to \$17,110,000.

Public Hearing on Proposed 2023 Budget

Director Both opened the public hearing on the proposed 2023 Budget. Ms. Murphy 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 Approval of Resolution Adopting the 2023 Budget

Ms. Bartow reviewed the 2023 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying mills for the General Fund and mills for the Debt Service Fund as shown in the 2023 Budget, subject to receipt of final assessed valuation.

Consider Approval of Proposal for 2022 Audit Services

Ms. Bartow reviewed the Proposal for 2022 Audit Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal in an amount not to exceed \$5,000.

Consider Approval of Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting Services

Ms. Bartow reviewed the Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement subject to final legal review.

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.

*Tim Westbrook*  
Tim Westbrook (Oct 23, 2023 11:41 MDT)

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Secretary for the Meeting

The foregoing minutes were approved on the 19th day of October, 2023.