

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CHURCH RANCH METROPOLITAN DISTRICT HELD FEBRUARY 25, 2021

A special meeting of the Board of Directors of the Church Ranch Metropolitan District (referred to hereafter as "Board") was convened on Thursday, the 25<sup>th</sup> day of February, 2021, at 10:00 A.M. Due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held by telephone conference with all participants attending via telephone. The meeting was open to the public.

#### ATTENDANCE

#### Directors In Attendance Were:

Gregg Bradbury  
Charles Church McKay  
Barbara Grogan  
Alexandra ("Alex") Pierson

Following discussion, upon motion duly made by Director Grogan, seconded by Director McKay and, upon vote, unanimously carried, the absence of Director David Laughlin Johnson was excused.

#### Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Megan Becher, Esq. and Chris Brummitt, Esq.; McGeady Becher P.C.

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Mr. Solin noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. It was noted that all Directors' Disclosure Statements have been filed, and no additional conflicts were disclosed at the meeting.

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### ADMINISTRATIVE MATTERS

**Agenda:** Mr. Solin distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Grogan, seconded by Director McKay and, upon vote, unanimously carried, the Agenda was approved, as presented.

**Location/Manner of Meeting and Posting of Meeting Notices:** The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board determined that, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the meeting would be held by telephonic means, and encouraged public participation via telephone. The Board further noted that notice of the time, date and location/manner of the meeting was duly posted and that the District had not received any objections to the telephonic manner of the meeting, or any requests that the telephonic manner of the meeting be changed by taxpaying electors within the District boundaries.

**Designation of 24-Hour Posting Location:** Following discussion, the Board designated the location for posting of 24-hour meeting notices as on a telephone pole on West 103<sup>rd</sup> Avenue.

**Minutes:** The Board reviewed the Minutes of the November 5, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Pierson and, upon vote, unanimously carried, the Minutes of the November 5, 2020 Special Meeting were approved.

**McGeady Becher P.C. Document Retention Policy:** Attorney Becher presented to the Board an update to the McGeady Becher P.C. Document Retention Policy.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Grogan and, upon vote, unanimously carried, the Board approved the update and directed a copy of the approved, updated McGeady Becher P.C. Document Retention Policy be attached to the minutes of this meeting. Accordingly, a copy of the updated McGeady Becher P.C. Document Retention Policy is attached hereto and incorporated herein by this reference.

### FINANCIAL MATTERS

**Mill Levy Certification:** The Board reviewed the District's Mill Levy Certification for budget year 2021, certifying a zero mill levy.

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Following discussion, upon motion duly made by Director McKay, seconded by Director Bradbury and, upon vote, unanimously carried, the Board ratified approval of the District's Mill Levy Certification for budget year 2021.

### LEGAL MATTERS

#### Matters Relative to District Dissolution:

Termination of Acquisition and Reimbursement Agreement between the District and Church Ranch Land Company, LLC: Attorney Becher discussed with the Board the Termination of Acquisition and Reimbursement Agreement between the District and Church Ranch Land Company, LLC.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Grogan and, upon vote, unanimously carried, the Board approved the Termination of Acquisition and Reimbursement Agreement between the District and Church Ranch Land Company, LLC, subject to final review by counsel.

Assignment or Termination of District Landscape Maintenance Obligations: Attorney Becher discussed with the Board the necessary actions in conjunction with the assignment or termination of District landscape maintenance obligations.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Grogan and, upon vote, unanimously carried, the Board authorized the necessary actions in conjunction with the assignment or termination of District landscape maintenance obligations.

Termination or Assignment of Outstanding District Consultant and Service Agreements: Attorney Becher discussed with the Board the termination or assignment of outstanding District consultant and service agreements.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Grogan and, upon vote, unanimously carried, the Board authorized the termination or assignment of outstanding District consultant and service agreements, subject to final review by counsel.

District Revenues and Accounts: Attorney Becher discussed with the Board the necessary actions in conjunction with District revenues and accounts.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Grogan and, upon vote, unanimously carried, the Board authorized the necessary actions in conjunction with District revenues and accounts.

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Resolution No. 2021-02-01. A Resolution of the Board of Directors of Church Ranch Metropolitan District Regarding Dissolution: Attorney Becher discussed with the Board Resolution No. 2021-02-01, A Resolution of the Board of Directors of Church Ranch Metropolitan District Regarding Dissolution.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Grogan and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-02-01, A Resolution of the Board of Directors of Church Ranch Metropolitan District Regarding Dissolution.

Petition for Dissolution: Attorney Becher discussed with the Board a Petition for Dissolution.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Grogan and, upon vote, unanimously carried, the Board approved the Petition for Dissolution.

The Board further discussed authorizing District Officers and District Consultants to take all necessary actions to effectuate the dissolution of the District.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Grogan and, upon vote, unanimously carried, the Board authorized the District Officers and District Consultants to take all necessary actions to effectuate the dissolution of the District.

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### OTHER BUSINESS

There was no other business.

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### ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Pierson seconded by Director Grogan and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By 

Secretary for the Meeting



**McGeady Becher P.C.**  
**Document Retention Policy**

**Types of Documents**

In representing you we will or may take possession of, create, and/or keep various types of documents. These consist of documents you provide to us, documents which constitute the District's official public record, and internal documents we create to assist us in providing services to you.

**Documents You Provide to Us**

It is our policy to copy and return original documents you provide to us as soon as practicable. Exceptions to this policy are original documents which should be kept as part of the District's official public record, instances where we must have an original document to represent you, or cases where we have affirmatively agreed retain a document for safekeeping.

**The District's Record**

As a part our engagement, we will maintain the District's official public Record (the "**Record**"). The Record is a highly useful and detailed compilation of documents reflecting the official actions of the District and serves multiple functions. First, it collects those documents which the public is entitled to inspect and copy under various state and federal public records and freedom of information statutes. Second, it organizes the records of the District – such as its contracts, land and title records, and easements - in a manner which is useful in conducting the ongoing business of the District. Third, the Record helps expedite the District's annual audit process. Fourth, in the event you should change legal counsel or employ in-house counsel, the Record will enable that counsel to understand the status and assume representation of the District with maximum efficiency.

The Record includes the District's organizational documents, fully-executed agreements which are still in effect, rules, regulations, resolutions adopted by the District, official minutes books, meeting notices, agendas, insurance policies, District maps, election records, bond documents, audit documents, and many more. A comprehensive list of documents comprising the Record is available from us at any time upon request.

Creating and maintaining the Record is an important and complex task, and you agree to pay our actual costs and hourly fees associated with doing this.

**Supplemental Documents**

All other documents created in course of representing you are referred to as Supplemental Documents. These include our notes, drafts, memoranda, worksheets, electronic communications, and other electronic documents stored in various media or file servers.

### **Documents We Retain**

Except as provided in this Document Retention Policy or an amendment thereto, we will keep the Record and any original documents accepted by us for safekeeping so long as we represent you.

### **Delivery of the Record**

Once a matter is concluded or our representation terminated, we deliver the original, printed Record, together with any original documents we have accepted for safekeeping, to you or the District's designee, provided our fees and costs have been paid in full. If you do not designate someone to receive these records, we will deliver them to a then-current officer or director of the District. If we are unable to deliver these documents because of your failure to designate a recipient, we may retain, destroy, or otherwise dispose of them in manner which assures their continued confidentiality within thirty (30) days following the conclusion of a matter or the termination of our representation.

We will also confidentially destroy the Record of any District in our possession if a final order of dissolution of the District is entered.

All other documents, including all Supplemental Documents, are routinely, periodically, confidentially, and permanently purged by us once they are no longer useful to us in providing services to you.