

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CHURCH RANCH METROPOLITAN DISTRICT HELD JUNE 3, 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 3rd day of June, 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.

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#### **ATTENDANCE**

#### **Directors In Attendance Were:**

Gregg Bradbury  
Charles Church McKay  
Barbara Grogan

Following discussion, upon motion duly made by Director Grogan, seconded by Director Bradbury 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.; McGeady Becher P.C.

Joy Tatton; Simmons & Wheeler, P.C.

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#### **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 Bradbury 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.

**Resignation of Director:** The Board acknowledged the resignation of Director Alexandra Pierson, effective as of April 30, 2021.

**Minutes:** The Board reviewed the Minutes of the February 25, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Minutes of the February 25, 2021 Special Meeting were approved.

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### FINANCIAL MATTERS

**Claims:** The Board considered ratifying the approval of the payment of claims as follows:

	Period Ending Nov. 16, 2020	Period Ending Dec. 16, 2020	Period Ending Jan. 15, 2021
General Fund	\$ 6,675.65	\$ 3,196.98	\$ 3,324.42
Debt Service Fund	\$ -0-	\$ -0-	\$ -0-
Capital Projects Fund	\$ -0-	\$ -0-	\$ -0-
<b>Total</b>	<b>\$ 6,675.65</b>	<b>\$ 3,196.98</b>	<b>\$ 3,324.42</b>

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	Period Ending Feb. 12, 2021	Period Ending March 26, 2021	Period Ending April 22, 2021
General Fund	\$ 2,139.38	\$ 4,246.89	\$ 8,597.39
Debt Service Fund	\$ -0-	\$ -0-	\$ -0-
Capital Projects Fund	\$ -0-	\$ -0-	\$ -0-
<b>Total</b>	<b>\$ 2,139.38</b>	<b>\$ 4,246.89</b>	<b>\$ 8,597.39</b>

	Period Ending May 21, 2021
General Fund	\$ 8,014.76
Debt Service Fund	\$ -0-
Capital Projects Fund	\$ -0-
<b>Total</b>	<b>\$ 8,014.76</b>

Following discussion, upon motion duly made by Director Grogan, seconded by Director Bradbury and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as amended.

**Unaudited Financial Statements:** Mr. Solin presented for the Board’s review the unaudited financial statements of the District setting forth the cash deposits, investments, and budget analysis for the period ending March 31, 2021.

Following review and discussion, upon motion duly made by Director Grogan, seconded by Director Bradbury and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending March 31, 2021.

**2020 Audit:** Ms. Tatton reviewed the 2020 Audit with the Board.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the 2020 Audit (subject to final review by counsel) and authorized execution of the Representations Letter.

**Preparation of the 2022 Budget:** The Board deferred discussion.

### **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.

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Following discussion, upon motion duly made by Director Bradbury, seconded by Director Grogan and, upon vote, unanimously carried, the Board ratified approval of the Termination of Acquisition and Reimbursement Agreement between the District and Church Ranch Land Company, LLC.

*Dissolution of the District:* It was noted that there will be no further action relating to dissolution of the District, as there will be a transition of the Board in lieu of dissolution.

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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 McKay, seconded by Director Grogan and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By



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Secretary for the Meeting