

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CUNDALL FARMS METROPOLITAN DISTRICT

Held: Thursday, November 1, 2018, at 9:00 a.m., at 5061 E. 160th Avenue, Brighton, Colorado.

Attendance

The special meeting of the Board of Directors for the Cundall Farms Metropolitan District was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, having confirmed their qualification to serve, were in attendance:

Corey Elliott
David Scott
Christopher Elliott
Matt Janke
Mauricio Barbera

Also present: Megan Murphy, Esq., White Bear Ankele Tanaka and Waldron, P.C., District general counsel; Sarah Hunsche, CliftonLarsonAllen, LLC, District accountant; Christi Whisner, Stillwater Community Management, District manager; and Pam Christie, homeowner and Social Committee member.

Call to Order

It was noted that a quorum of the Board was present and the meeting was called to order.

Declaration of Quorum/
Director
Qualifications/Reaffirmation
of Disclosures

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors with 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Ms. Murphy reviewed the Agenda with the Board. Following

discussion, upon a motion duly made and seconded, the Board approved the Agenda as amended.

Public Comment

None.

Consent Agenda

Ms. Murphy presented the items on the consent agenda to the Board for consideration. Ms. Murphy advised the Board that any item may be removed from the consent agenda to the regular agenda upon request of any director. Director Corey Elliott requested that the Independent Contractor Agreement with METCO Landscape, Inc. for Landscape Services be moved to the regular agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted.

- Minutes from the October 18, 2018 Meeting
- Special District Disclosure Notice Pursuant to §32-1-809, C.R.S.
- Claims Payables
- Independent Contractor Agreement with METCO Landscape, Inc. for Snow Removal Services
- Resolution Adopting Personal Data Privacy Policy

Operations

District Manager's Report and Violations Report

Ms. Whisner reviewed the District Manager's Report with the Board. The Board discussed the report with Ms. Whisner.

The Board requested Ms. Whisner provide the Board with an update on the Covenant Violations at each meeting beginning in January 2019.

Discuss Appointment of Architectural Review Committee pursuant to Covenants, Conditions and Restrictions for Trailside

Ms. Murphy informed the Board that the Board has the authority to appoint the Architectural Review Committee ("ARC") as soon as all Units are conveyed to the first Owners. Ms. Whisner informed the Board that there are 10 Units remaining to be sold in the District.

Consider Insurance Renewal and Approval of Property and Liability Schedule and Limits

Ms. Murphy reviewed the Property and Liability Schedule limits with the Board. Following discussion, upon a motion duly made and seconded, the Board approved the Property and Liability Schedule limits.

Other Operations Matters

Ms. Whisner informed the Board that the Social Committee is meeting on December 8, 2018 from 5:00 p.m. to 8:00 p.m. and she will confirm a new appointee at that meeting.

Legal Matters

Approval of 2019 Annual Administrative Resolution

Ms. Murphy reviewed the 2019 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2019 Annual Administrative Resolution.

Consider Resolution Concerning Authorization for Approval of Contracts and Payment of Claims

Ms. Murphy reviewed the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims.

Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Ms. Murphy reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron with the Board. Ms. Murphy noted specifically that the arbitration provision had been revised to make it clear that arbitration applies to this engagement letter as well as any prior engagement with the District. Ms. Murphy also noted and discussed the addition of the representative client list section. Ms. Murphy stated that as she is not independent as to the engagement, the Board is advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. After discussion, upon a motion duly made and seconded, and upon a vote, unanimously carried, the Board approved the engagement letter with White Bear Ankele Tanaka & Waldron.

Consider Adoption of Resolution Regarding Acceptance and Acquisition of Public Improvements from KB Homes Colorado (Tracts A, B, K, L, and O Cundall Farms Subdivision Filing No. 1, Amendment No. 1)

Ms. Murphy reviewed the Resolution Regarding Acceptance and Acquisition of Public Improvements from KB Homes Colorado (Tracts A, B, K, L, and O Cundall Farms Subdivision Filing No. 1, Amendment No. 1) with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Regarding Acceptance and Acquisition of Public Improvements from KB Homes Colorado.

Consider Approval of Bills of Sale (Tracts A, B, K, L, and O Cundall Farms Subdivision Filing No. 1, Amendment No. 1)

Ms. Murphy reviewed the Bills of Sale (Tracts A, B, K, L, and O Cundall Farms Subdivision Filing No. 1, Amendment No. 1) with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Bills of Sale (Tracts A, B, K, L, and O Cundall Farms Subdivision Filing No. 1, Amendment No. 1).

Consider Approval of Special Warranty Deeds (Tracts A, B, K, L, and O Cundall Farms

Ms. Murphy reviewed the Special Warranty Deeds (Tracts A, B, K, L, and O Cundall Farms Subdivision Filing No. 1, Amendment No. 1) with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Special

Subdivision Filing No. 1, Amendment No. 1)

Warranty Deeds (Tracts A, B, K, L, and O Cundall Farms Subdivision Filing No. 1, Amendment No. 1).

Consider Approval of Independent Contractor Agreement with METCO Landscape, Inc. for Landscape Services

Ms. Murphy reviewed the Independent Contractor Agreement with METCO Landscape, Inc. for Landscape Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Independent Contractor Agreement with METCO Landscape, Inc. for Landscape Services subject to final review by legal counsel.

Other Legal Matters

Ms. Migliore provided the Board with an update regarding the Social Committee.

Financial Matters

Public Hearing on 2018 Budget Amendment

Director Corey Elliott opened the public hearing on the 2018 Budget Amendment. Ms. Murphy noted that the public hearing was published in accordance with Colorado law in the *Westminster Window* and *Northglenn-Thornton Sentinel* on October 25, 2018. 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 2018 Budget

Ms. Hunsche reviewed the 2018 Budget Amendment with the Board. Following discussion, upon a motion duly made and seconded, the Board approved the 2018 Budget Amendment Resolution amending the General Fund to \$80,000 and the Capital Projects Fund to \$500.

Public Hearing on 2019 Budget

Director Corey Elliott opened the public hearing on the 2019 Budget. Ms. Murphy noted that the public hearing was published in accordance with Colorado law in the *Westminster Window* and *Northglenn-Thornton Sentinel* on October 25, 2018. 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 2019 Budget

Ms. Hunsche reviewed the proposed 2019 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board approved the resolution adopting the budget, appropriating funds therefor and certifying 11.055 mills for the General Fund and 55.277 mills for the Debt Service Fund.

Consider Approval of Proposals for 2018 Audit

Ms. Hunsche presented the 2018 Auditor Proposal to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the proposal with Dazio & Associates for the 2018 Audit not to exceed \$4,700.

Other Financial Matters

None.

Other Business

None.

Adjournment

There being no other matters to come before the Board and following discussion and upon a motion duly made, seconded and unanimously carries, 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 by the Board of Directors at a special meeting on January 17, 2019.