

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
EAST SMOKY HILL METROPOLITAN DISTRICT NO. 2 (THE
“DISTRICT”)
HELD
AUGUST 18, 2022

A special meeting of the Board of Directors of the East Smoky Hill Metropolitan District No. 2 (referred to hereafter as the “Board”) was convened on Thursday, August 18, 2022 at 6:00 p.m. via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Thomas Tanner, President
Laura Embleton, Secretary
Charlotte Faris, Assistant Secretary

Treasurer Bowman was absent and excused.

Also, In Attendance Were:

Denise Denslow, Shauna D’Amato and Janece Soendker; CliftonLarsonAllen LLP (“CLA”)
Trisha Harris, Esq.; White Bear Ankele Tanaka & Waldron P.C. (“WBA”) via Teams
Randy Cox; ColoradoScapes, Inc. via Teams
Stefanie Miller; Flowerscapes, LLC
Connie Buhlke; Member of the Public

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: Ms. Denslow called the meeting to order at 6:01 p.m. Following review, upon a motion duly made by Director Faris, seconded by Director Embleton and, upon vote, unanimously carried, the Board approved the agenda, as amended to include appointment of officers under Administrative Matters.

Disclosures 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. A quorum was present and it was requested that members of the Board 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 no additional conflicts of interest were presented.

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Quorum, Location of Meeting and Posting of Meeting Notices: The Board confirmed a quorum, the location of the meeting and the posting of the meeting notice.

Public Comment: None.

Vacancy on the Board and Consider the Appointment of District Eligible Elector to the Board of Directors of the District: Following discussion, upon a motion duly made by Director Faris, seconded by Director Embleton and, upon vote, unanimously carried, the Board appointed Connie Buhlke to fill the vacancy on the Board. The Oath of Office was administered.

Appointment of Officers: Following discussion, upon a motion duly made by Director Tanner, seconded by Director Faris and, upon vote, unanimously carried, the following slate of officers were appointed for the District:

President:	Thomas Tanner
Vice President:	Connie Buhlke
Secretary:	Laura Embleton
Treasurer:	Bonnie Bowman
Assistant Secretary:	Charlotte Faris

CONSENT AGENDA

Minutes from the May 31, 2022 Meeting:

Following review, upon a motion duly made by Director Faris, seconded by Director Embleton and, upon vote, unanimously carried, the Board approved the Consent Agenda item, as presented.

FINANCIAL MATTERS

Unaudited Financial Statements as of June 30, 2022 and Cash Position Report: Ms. Soendker reviewed the Financial Statements and Cash Position Report with the Board. Following review, upon a motion duly made by Director Tanner, seconded by Director Faris and, upon vote, unanimously carried, the Board accepted the Unaudited Financial Statements as of June 30, 2022 and Cash Position Report, as presented.

Bill.com Payments Totaling \$34,742.53 and Directors' Fees: Ms. Soendker reviewed the Bill.com payments and Directors' Fees with the Board. Following review, upon a motion duly made by Director Tanner, seconded by Director Faris and, upon vote, unanimously carried, the Board ratified and approved the Bill.com payments totaling \$34,742.53 and Directors' Fees, as presented.

2021 Audit: It was noted that the 2021 audit has already been approved by the Board and filed. Following discussion, upon a motion duly made by

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Director Tanner, seconded by Director Faris and, upon vote, unanimously carried, the Board ratified the 2021 audit, as presented.

Other: Ms. Soendker informed the Board that she has requested assistance from management staff to determine which directors were in attendance at 2022 meetings for Directors' checks to be administered.

MANAGER ITEMS

Park Equipment Maintenance and Updates: Ms. Denslow reviewed the quotes and renderings provided by Star Playgrounds with the Board. Discussion ensued regarding proceeding with overall playground replacement or maintenance projects. It was noted that Ms. D'Amato will coordinate with Kit Axton to review the inspection report and solicit pricing for maintenance only. The Board directed staff to gather options from Ms. Axton for table replacement. Director Tanner noted he will contact Ms. Axton to coordinate a site visit.

Annual Special Board Meeting and Dinner: The Board confirmed the special meeting and dinner for early December. Discussion ensued regarding restaurant options. The Board requested one long table for all attendees. It was noted that CLA will solicit options from restaurants discussed.

Other: None.

LANDSCAPE UPDATE

Landscaping Activity:

Flowerscapes: Ms. Miller provided an update to the Board regarding Flowerscapes activity, noting that she has not yet received payment from the District. Ms. Denslow stated that she is working on getting this payment processed as soon as possible.

ColoradoScapes: Mr. Cox provided an update to the Board regarding ColoradoScapes activity, noting that seasonal pruning should be completed by mid-September and he will work on a budget for xeriscape. Ms. Denslow noted she will work with Mr. Cox on the budget for this item after the election issue. Mr. Cox and Director Tanner discussed the trees to be moved within the parks. Mr. Cox reviewed estimates for this work and noted that four need to be moved at Yakima Park for \$1,800, three trees at Lake and Lake Park for \$1,100 for a total of \$3,900 to move all trees. Director Tanner requested a report from Mr. Cox with information regarding where the trees will be moved and exact costs for this work. Mr. Cox stated he will provide this report on August 19, 2022.

Davey Tree: No update was provided.

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Other: None.

**BOARD
MEMBER ITEMS**

Status of Playground Shades: Mr. Tanner noted that there is currently no update on the status of the playground shades, but he will provide to the Board once he receives a response from Nicole Kennedy with Summit Recreation.

Homeowner Association: Mr. Tanner provided an update to the Board regarding the Homeowner Association.

OTHER BUSINESS

Quorum for Next Meeting: A quorum was confirmed for Tuesday, November 8, 2022 at 6:00 p.m.

LEGAL MATTERS

Resolution Calling the November 2022 Election: Attorney Harris reviewed the Resolution with the Board, noting she will proceed with necessary work to implement the election and bring the documents back to the Board for approval or ratification. No action was taken. Discussion ensued regarding election signage. Following discussion, upon a motion duly made by Director Faris, seconded by Director Tanner and, upon vote, unanimously carried, the Board authorized the payment of up to \$1,000 to the HOA before September 7, 2022 for signage. It was noted that the HOA can reimburse the District if there are any excess funds after the signs are made. It was noted that the election committee will approve this amount. Attorney Harris stated that an official motion of the Board is not necessary if the election committee approves this amount.

Intergovernmental Agreement with Arapahoe County for Coordinated Election: Attorney Harris reviewed the Intergovernmental Agreement with the Board, noting she will proceed with necessary work to implement the election and bring the documents back to the Board for approval or ratification. No action was taken.

At this time, the Board determined to hold an election town hall special meeting on Tuesday, August 30, 2022 at 6:00 p.m. via Microsoft Teams.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned at 7:46 p.m.

Respectfully submitted,

DocuSigned by:

Laura Embleton

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Secretary for the Meeting