

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

RM MEAD METROPOLITAN DISTRICT

Held: Wednesday, July 21, 2021, at 9:00 A.M.

This meeting was held via teleconference.

ATTENDANCE

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

AJ Beckman
Natalie Ricci

Lisa A. Johnson was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were: Eve G. Velasco, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Ashley Frisbie, White Bear Ankele Tanaka & Waldron, Attorneys at Law, District Manager; Joy Tatton, Simmons & Wheeler, P.C., District Accountant; and Bryan Reid and Brandon Jack, Forestar.

ADMINISTRATIVE MATTERS

Call to Order

The meeting was called to order.

Declaration of Quorum and Confirmation of Director Qualifications

Ms. Velasco noted that a quorum for the Board was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures of Potential or Existing Conflicts of Interest

Ms. Velasco advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Velasco reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest, if any, 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. Velasco 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 Ms. Velasco presented the Board with the proposed agenda for the meeting. Upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

PUBLIC COMMENT None.

DIRECTOR MATTERS

Consider Appointment of Directors to Board Ms. Velasco noted that there are currently 2 vacancies on the Board and that Bryan Reid and Brandon Jack have expressed an interest in being appointed to the Board. Ms. Velasco noted that Mr. Reid and Mr. Jack have confirmed their qualification to serve.

Upon a motion duly made and seconded, the Board unanimously appointed Mr. Reid and Mr. Jack to the Board.

Consider Election of Officers Ms. Velasco noted the need to elect officers with the appointment of Mr. Reid and Mr. Jack to the Board. Upon a motion duly made and seconded, the Board unanimously elected the following officers:

President: Lisa A. Johnson
Secretary/Treasurer: AJ Beckman
Assistant Secretary: Natalie Ricci
Assistant Secretary: Brandon Jack
Assistant Secretary: Bryan Reid

CONSENT AGENDA The Board was presented with the consent agenda items. Upon a motion duly made and seconded, the Board unanimously took the following actions:

- a. Approved Minutes from February 1, 2021 Special Meeting
- b. Ratified Payment of Claims as of July 21, 2021 (\$43,823.48)
- c. Accepted Unaudited Financial Statements as of June 30, 2021
- d. Ratified Grant of Easement with United Power, Inc. (Tracts C, E and F)
- e. Ratified Release of Easement (RM Mead Ditch)
- f. Approved Public Improvements Acquisition and Reimbursement Agreement with Forestar and Second Royalty, LLC
- g. Approved Funding and Reimbursement Agreement (Operations and Maintenance) with Forestar (USA) Real Estate Group Inc.
- h. Approved Termination of Independent Contractor Agreement with MMI Water Engineers

- i. Approved Independent Contractor Agreement with Independent District Engineering Services, LLC for Cost Certification Services

LEGAL MATTERS

Adoption of Resolution No. 2021-07-01: Concerning the Imposition of an Operations Fee Ms. Velasco presented the Resolution Concerning the Imposition of an Operations Fee to the Board for consideration. Following discussion, the Board determined that a vacant lot fee will not be imposed, that the transfer fee will be \$100 per transfer, and that fees will be collected quarterly. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution, as revised.

Adoption of Resolution No. 2021-07-02: Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges Ms. Velasco presented the Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Discuss Proposals for District Management Services Ms. Velasco and Ms. Frisbie presented the proposal from White Bear Ankele Tanaka & Waldron (“WBA”) to provide general District Management Services and presented additional proposals for covenant enforcement and fee collection services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved WBA’s proposal for general District Management Services.

The Board requested that Ms. Frisbie seek competitive proposals for the covenant enforcement and fee collection services. The Board designated Mr. Beckman and Mr. Jack to act as a committee to work with Ms. Frisbie on the request for proposals, review proposals received and present recommendations to the Board at the October budget meeting.

Consider Approval of Amended Declaration of Covenants, Conditions, and Restrictions for Lakeside Canyon and the Design Guidelines Ms. Velasco presented the Amended Declaration of Covenants, Conditions, and Restrictions for Lakeside Canyon and the Design Guidelines to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the amended declaration and design guidelines, subject to review by legal counsel and Forestar.

Adoption of Resolution No. 2021-07-03: Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Documents The Board deferred this item.

Adoption of Resolution No. 2021-07-04: Designating the District's Website for the Online Posting of Meeting Notices and 24-Hour Posting Locations

Ms. Velasco presented the Resolution Designating the District's Website for the Online Posting of Meeting Notices and 24-Hour Posting Locations to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Discuss Regular and Special Meeting Locations

Ms. Velasco discussed a recent legislative memorandum with the Board. Following discussion, the Board determined to hold regular and special meetings virtually for the time being. No further action was taken by the Board.

FINANCIAL MATTERS

Presentation of 2020 Audit and Consider Acceptance of Same and Approval of Client Representation Letter

Ms. Tatton reviewed the 2020 Audit with the Board. Ms. Tatton noted that the auditor is prepared to issue a clean, unqualified opinion, which is the best opinion that can be given. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the 2020 Audit and approved execution of the client representation letter, subject to final comments from the Auditor and legal counsel, and directed Ms. Tatton to file as required.

OTHER BUSINESS

Next Meeting Date

The next regular meeting is scheduled for October 26, 2021 at 10:30 A.M.

ADJOURNMENT

There being no further business to be conducted, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



Secretary for the Meeting