

MINUTES OF AN ORGANIZATIONAL MEETING OF THE
BOARD OF DIRECTORS

OF

SCOTT GULCH METROPOLITAN DISTRICT

Held: Wednesday, December 20, 2023 at 9:00 a.m., via Zoom
teleconference.

Attendance

The organizational meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Ben Both
Denise Hogenes
Kyle Ninness
Chris Osler

Director Westbrook was absent and excused.

Also present was: Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District general counsel.

Call to Order/Declaration of Quorum

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

Director Conflict of Interest Disclosures

Mr. Waldron 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. Mr. Waldron noted that a quorum was present and 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.

Consider Election of Officers

The Board engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board unanimously elected Director Both as President, Director Osler as Secretary, Director Westbrook as

Treasurer and Directors Hogenes and Ninness as Assistant Secretary/Assistant Treasurer.

Approval of Agenda

The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

The Board reviewed the items on the consent agenda. Mr. Waldron advised the Board that any item may be moved from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Special District Disclosure Notice Pursuant to § 32-1-809, C.R.S.;
- Special District Disclosure Notice Pursuant to § 32-1-104.8, C.R.S.;
- Resolution Designating Meeting Notice Posting Location;
- Resolution Adopting the Colorado Special District Records Retention Schedule;
- Public Records Request Policy;
- Resolution Adopting Personal Data Privacy Policy;
- Resolution Adopting an Electronic Signature Policy;
- Resolution Providing for the Defense and Indemnification of Directors and Employees of the District;
- Special District Disclosure Notice Pursuant to Service Plan; and
- Service Plan Intergovernmental Agreement with the City.

Legal Matters

Discuss and Consider Adoption of 2023/2024 Annual Administrative Resolution

Mr. Waldron reviewed the 2023/2024 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the 2023/2024 Annual Administrative Resolution as amended.

Insurance & Liability:

Discuss Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds, and Designated Agent Endorsements

Mr. Waldron reviewed the Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds, and Designated Agent Endorsements with the Board.

Discuss Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime) and Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association

Mr. Waldron reviewed the insurance requirements. The Board engaged in discussion regarding general liability and property schedule and limits. Following discussion, upon a motion duly made and seconded, the Board unanimously directed legal counsel to bind property and liability coverage, with no excess liability insurance, approved the Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool, and authorized membership in the Special District Association.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

Mr. Waldron reviewed the Agency Services Agreement with T. Charles Wilson Insurance Services with the Board. The Board engaged in general discussion regarding engagement of a broker. Following discussion, the Board determined to defer engagement of T. Charles Wilson Insurance Services until the public improvements are turned over to the District for operations and maintenance.

Consider Approval of Property and Liability Insurance Limits and Deductibles

Discussed above.

Discuss Worker's Compensation Coverage, Consider Exclusion of Binding Coverage

The Board engaged in discussion regarding Worker's Compensation Coverage. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Exclusion from binding Worker's Compensation Coverage.

Engagement of Consultants

Consider Approval of Engagement Letter with WHITE BEAR ANKELE TANAKA & WALDRON for Legal Services

Mr. Waldron reviewed the Engagement Letter with WHITE BEAR ANKELE TANAKA & WALDRON with the Board. Mr. Waldron stated as he 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. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of WHITE BEAR ANKELE TANAKA & WALDRON.

Consider Approval of Contract with Heatherly Creative, LLC for Website Design Services Mr. Waldron reviewed the Contract with Heatherly Creative, LLC for Website Design Services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Contract with Heatherly Creative, LLC for Website Design Services.

Discuss Board Email Options Mr. Waldron noted that the law requires certain contact information be posted on the District's website. Following discussion, upon motion duly made and seconded, the Board unanimously approved setting up a general email inbox monitored by legal counsel.

Discuss and Consider Engagement of District Accountant Mr. Waldron reviewed the Engagement Letters with CliftonLarsonAllen LLP and Marchetti & Weaver, LLC for accounting services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of Marchetti & Weaver, LLC for accounting services.

Discuss and Consider Approval of Funding and Reimbursement Agreement with Toll Southwest, LLC Mr. Waldron reviewed the Funding and Reimbursement Agreement with Toll Southwest, LLC with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Funding and Reimbursement Agreement, as amended.

Discuss Infrastructure Acquisition and Reimbursement Agreement Mr. Waldron reviewed the Infrastructure Acquisition, and Reimbursement Agreement with the Board. Following discussion, upon a motion duly made and seconded, the Board approved the Infrastructure Acquisition and Reimbursement Agreement, subject to changes discussed and final review by legal counsel to the District and Toll.

Discuss 2023 Legislative Memorandum Mr. Waldron reviewed the 2023 Legislative Memorandum with the Board.

Discuss Implementation of Accessibility Standards for Individuals with a Disability for Information Technology Systems Employed by the District Mr. Waldron updated the Board on the rulemaking process regarding Accessibility Standards for individuals with a disability for information technology systems employed by the District.

Other Legal Matters None.

Financial Matters

Consider Approval of Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Numbers

Mr. Waldron reviewed the Form SS-4 Application for Federal Employer Identification Number, Application for Colorado Sales Tax Exemption Number, and Application for Assignment of PDPA Number (the “Applications”) with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the applications.

Discuss and Consider Establishment of Bank Account and Authorize Signers on the Accounts (with all checks requiring two signatures) Email Approvers (not bill.com)

The Board engaged in general discussion regarding the establishment of bank accounts and authorizing signers on the accounts. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized establishing a bank account at FirstBank, with signers approved as to be determined by Director Both after discussions with Mr. Weaver.

Public Hearing on 2023 Budget

Director Both opened the public hearing on the proposed 2023 Budget. Mr. Waldron noted that the notice of public hearing was provided in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolution Adopting the 2023 Budget

The Board reviewed the 2023 Budget and Budget Resolution. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor as shown in the 2023 Budget.

Public Hearing on 2024 Budget

Director Both opened the public hearing on the proposed 2024 Budget. Mr. Waldron noted that the notice of public hearing was provided in accordance with Colorado law. 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 2024 Budget

The Board reviewed the 2024 Budget and Budget Resolution. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2024 Budget as amended, appropriating funds therefor as shown in the 2024 Budget, subject to receipt of final assessed valuation.


Other Financial Matters None.

Other Business The Board asked legal counsel to request proposals for engineering services.

Adjournment

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

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


Chris Osler (Jan 23, 2024 13:30 MST)

Secretary for the Meeting

The foregoing minutes were approved on the 18th day of January, 2024.