

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

SCOTT GULCH METROPOLITAN DISTRICT

Held: Thursday, January 18, 2024 at 10:00 a.m., via Zoom teleconference.

**Attendance**

The regular 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  
Tim Westbrook  
Denise Hogenes  
Kyle Ninness  
Chris Osler

Also present was: Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District general counsel; Eric Weaver and Avery Weaver, Marchetti & Weaver, LLC, District accountants; and Sara Peck, Toll Brothers.

**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.

**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:

- Minutes from December 20, 2023 Organizational Meeting; and
- Resolution Designating Meeting Notice Posting Location.

**Legal Matters**

Review and Consider Approval of Proposal for Engineering Services

The Board reviewed the proposals from IDES, Schedio Group and Kimbly-Horn and Associates for District engineering services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal from IDES.

Consider Authorization of Approval of Consent of District to Declaration of Covenants, Conditions and Restrictions

Ms. Hogenes reviewed the Consent of the District Declaration of Covenants, Conditions and Restrictions with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Ms. Hogenes and Mr. Osler to approve the consent, subject to any changes they or legal counsel may have.

Consider Authorization of Approval of Residential Improvement Guidelines and Site Restrictions

Ms. Hogenes reviewed the Residential Improvement Guidelines and Site Restrictions with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Ms. Hogenes and Mr. Osler to approve the guidelines, subject to any changes they or legal counsel may have.

Other Legal Matters

None.

**Financial Matters**

Other Financial Matters

The Board discussed opening a bank account and Mr. Weaver recommended using Chase Bank. Following discussion, upon a motion duly made and seconded, the Board unanimously approved opening an account at Chase Bank and designated Ms. Hogenes and Mr. Both as signers.

Bill.com

The Board discussed the invoice approval process. The Board requested a consolidated list of claims be sent, with Mr. Both

authorized to approve the claims and Ms. Hogenes as an alternate approver in his absence.


**Other Business**

None.

**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 (Mar 4, 2024 13:33 MST)  
Secretary for the Meeting

The foregoing minutes were approved on the 1st day of March, 2024.