

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CONIFER METROPOLITAN DISTRICT

Held: July 28, 2021, at 1:00 P.M., *via* teleconference.

ATTENDANCE

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

Mike Staheli (Receiver)

Also present were: Jennifer Gruber Tanaka, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Fred Kelly, Colorado Bondshares; and Christine McLeod, Haynie & Company.

ADMINISTRATIVE MATTERS

Call to Order

The meeting was called to order.

Declaration of Quorum and Confirmation of Director Qualifications

Ms. Tanaka noted that a quorum for the Board was present and that the Order Appointing the Receiver to act on behalf of and as the Board remains in full force and effect.

Reaffirmation of Disclosures of Potential or Existing Conflicts of Interest

Ms. Tanaka advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka 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. Tanaka 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 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. Tanaka presented the Board with the proposed agenda for the meeting. Upon motion duly made by Mr. Staheli, the Board unanimously approved the agenda as presented.

PUBLIC COMMENT

None.

CONSENT AGENDA

The Board was presented with the consent agenda items. Upon motion duly made by Mr. Staheli, the Board unanimously took the following actions:

- a. Approved the Minutes from November 17, 2020 Special Meeting

FINANCIAL MATTERS

2020 Audit

Ms. McLeod reviewed the 2020 audit with the Board. Ms. McLeod noted that she is prepared to issue a clean, unmodified opinion, which is the best opinion that can be obtained.

Upon motion duly made by Mr. Staheli, the Board unanimously accepted the audit and approved the client representation letter.

Review Updated Budget to Actual Report through June 30, 2021

Mr. Staheli reviewed the updated financial statements showing the current budget to actual amounts as of June 30, 2021. Mr. Staheli noted that there is a heavier usage of services from prior years with no known explanation for the increase. It is possible that due to the heavier rains this year that that has contributed to the increase through Conifer Sanitation Association. Mr. Staheli reported that the consultant costs is higher than in past years due to addressing the TDS issues through the CDPHE.

WATER AND WASTEWATER OPERATIONS MATTERS

TDS Violation Compliance Efforts (Executive Session Pursuant to §§24-6-402(4)(b) and (e), C.R.S., if necessary)

Mr. Staheli provided an update with regard to the District's compliance with the drinking water standards and the total dissolvable solids ("TDS") that are required by the CDPHE. Mr. Staheli reported that the CDPHE is working with the District to issue variances to the District for these levels. It is anticipated that the process could take upwards of a year to complete.

RECEIVER MATTERS

Receivership Update

Mr. Staheli reported that he has been searching for a parcel that can be used for the purpose of qualifying directors to serve on the Board. He noted a location was discovered but he is currently investigating some gaps in the deeds and conveyances. Once this can be addressed, directors can be qualified to serve on the Board.

LEGAL MATTERS

Regular and Special Meeting Location

Ms. Tanaka reported that HB 21-1278 was passed by the Legislature enabling districts to meet electronically, if desired. Ms. Tanaka inquired into whether the Board would prefer to resume meeting in person or to continue meeting electronically.

The Board discussed the pros and cons of each platform and determined that electronic means is the most efficient and economical means for meeting and will not discourage public attendance or participation.

Upon motion duly made by Mr. Staheli, the Board unanimously determined to meet electronically and requested that the annual meeting be conducted *via* zoom.

EXECUTIVE SESSION

None.

OTHER BUSINESS

Development Update

Mr. Staheli provided an update on development within the District. Mr. Staheli noted that there is a push to obtain a rezoning for 188 townhomes by a developer. He noted there was an issue with the provision of fire protection services that has since resulted in litigation between the development company and the board of the fire protection district due to alleged bad faith.

Next Meeting Date

The next meeting is scheduled for November 16, 2021, at 1:00 P.M. *via* Zoom.

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