

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

ESTANCIA METROPOLITAN DISTRICT

Held: Wednesday, October 13, 2021, at 1:00 P.M.

The 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:

Harvey Alpert
Rodney Alpert
Jason Dassinger

Also present were: Jennifer Gruber Tanaka, Esq. and Audrey G. Johnson, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, District General Counsel; Ashley Frisbie, WHITE BEAR ANKELE TANAKA & WALDRON, District Manager; Kimberly Johans, Simmons & Wheeler, PC, District Accountant; and Lynn Schwartz and Paul Andrade, residents.

ADMINISTRATIVE MATTERS

Call to Order

The meeting was called to order.

Declaration of Quorum and Confirmation of Director Qualifications

Ms. Frisbie 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. Frisbie advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Frisbie 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. Frisbie 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. Frisbie presented the Board with the proposed agenda for the meeting. Upon motion of Mr. R. Alpert, seconded by Mr. Dassinger, the Board unanimously approved the agenda, as amended.

DIRECTORS' MATTERS

Acknowledge Resignations of Directors Kevin T.K. Sullivan and Carol Bransfield

The Board acknowledged the resignations of Directors Kevin T.K. Sullivan and Carol Bransfield.

Consider Election of Officers

Following discussion, upon a motion duly made by Mr. R. Alpert, seconded by Mr. Dassinger, the Board unanimously elected its members to the following positions:

President: Harvey Alpert
Treasurer: Rodney Alpert
Secretary: Jason Dassinger

PUBLIC COMMENT

It was noted that there are multiple dumpsters, trailers, and construction vehicles on the public road that are impeding traffic, specifically near the intersection of S. Espana Way and S. Ensenada Street.

Following discussion, the Board directed Ms. Frisbie to contact the builders to request that materials and parking be spread out to help with the flow of traffic and drivers' visibility.

CONSENT AGENDA

Upon motion of Mr. R. Alpert, seconded by Mr. Dassinger, the Board unanimously took the following actions:

- a. Approved Minutes from February 24, 2021 Special Meeting
- b. Ratified Payment of Claims as of October 13, 2021 (\$103,274.05)
- c. No additional claims were presented
- d. Accepted Unaudited Financial Statements as of June 30, 2021
- e. Adopted Resolution No. 2021-10-01: Annual Administrative Resolution
- f. Approved Thirteenth Amendment to Funding and Reimbursement Agreement with Estancia 80, LLC and

- Issuance of Promissory Note to Estancia 80, LLC
- g. Ratified Engagement of Winzenburg, Leff, Purvis & Payne, LLP as Special Counsel to Provide Covenant Enforcement Services
 - h. Ratified Addendum No. 3 to Independent Contractor Agreement with Rocky Mountain Sign Design & Print, LLC for 2021 Holiday Lights (\$897.60)
 - i. Approved Independent Contractor Agreement with Keesen Landscape Management, Inc. (“Keesen”) for Snow Removal Services for 2021-2022 Winter Season
 - j. Approved Independent Contractor Agreement with Keesen for Landscape Maintenance Services for 2022
 - k. Approved Addendum No. 1 to Independent Contractor Agreement with Keesen for 2022 Landscape Maintenance Services for Plant Health Care (\$1,014.76)
 - l. Approved and Renewed Consultant Agreement for 2022 Services (no changes in scope or fees):
 - i. Simmons & Wheeler, P.C. for Accounting Services
 - ii. WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, for General Counsel and Management Services
 - iii. Todd Companies, Inc. for Septic System Inspection and Reporting Services
 - iv. Church Onsite Wastewater Consultants, LLC for Onsite Wastewater Treatment Engineering Services
 - v. Sterling Design Associates, LLC for Architectural Design Review Services
 - vi. Rocky Mountain Sign Design & Print, LLC for Holiday Lighting Services
 - vii. Waste Management of Colorado for Trash Removal Services

FINANCIAL MATTERS

Conduct Public Hearing on 2022 Budget and Adoption of Resolution No. 2021-10-02: Adopting Budget, Imposing Mill Levy and Appropriating Funds

Mr. H. Alpert opened the public hearing on the proposed 2022 Budget. Ms. Frisbie noted that notice of the 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.

Ms. Johanns reviewed the 2022 Budget with the Board. Following discussion, upon a motion duly made by Mr. R. Alpert,

seconded by Mr. Dassinger, the Board unanimously adopted Resolution No. 2021-10-02 adopting the 2022 Budget, appropriating funds therefor and certifying 8.906 mills for the General Fund and 46.758 mills for the Debt Service Fund.

LEGAL MATTERS

Consider Approval of Engagement of Spencer Fane LLP as Special Counsel to Provide Foreclosure Services

Ms. Tanaka presented the Board with the Engagement Letter from Spencer Fane LLP as Special Counsel to provide foreclosure services. Following discussion, upon a motion duly made by Mr. Dassinger, seconded by Mr. R. Alpert, the Board unanimously approved the engagement.

DISTRICT MANAGEMENT MATTERS

General Update

Ms. Frisbie reviewed her Management Report with the Board.

Discuss Composition of Design Review Committee

Ms. Frisbie discussed the composition of the Design Review Committee with the Board, noting that the committee now constitutes a quorum of the Board. Following discussion, the Board directed Ms. Frisbie to include the entire Board on design review correspondence until the Design Review Committee no longer constituted a quorum of the Board.

Consider Adoption of Resolution No. 2021-10-03: Resolution of the Board of Directors Calling Election

Ms. Frisbie presented the Board with Resolution No. 2021-10-03: Resolution of the Board of Directors Calling Election.

Following discussion, upon a motion duly made by Mr. Dassinger, seconded by Mr. R. Alpert, the Board unanimously adopted the resolution and determined to post the Call for Nominations on the District's website, in addition to the statutory requirement to mail/email.

Consider Approval of Addendum No. 4 to Independent Contractor Agreement for 2021 Landscape Maintenance Services with Keesen for Tree and Tree Stake Removal (\$535.00)

Ms. Frisbie presented the Board with Addendum No. 4 to the Independent Contractor Agreement for 2021 Landscape Maintenance Services with Keesen for tree and tree stake removal.

Following discussion, upon a motion duly made by Mr. Dassinger, seconded by Mr. R. Alpert, the Board unanimously approved the addendum in the amount of \$535.00.

Discuss District Website

Ms. Frisbie informed the Board that the District is required to have a website by January 1, 2023.

Review and Consider Approval of Proposal from Heatherly Creative, LLC for Website Design and Maintenance Services

Ms. Frisbie presented the Board with the proposal from Heatherly Creative, LLC for website design and maintenance services. Following discussion, upon a motion duly made by Mr. Dassinger, seconded by Mr. R. Alpert, the Board unanimously approved the proposal.

COVENANT ENFORCEMENT AND COLLECTIONS MATTERS

General Update

Ms. Frisbie provided the Board with a general update on covenant enforcement matters.

Consider Approval of Amended and Restated Community Design Standards

Ms. Frisbie presented the Board with the Amended and Restated Community Design Standards, noting that Ms. Pedrioli and Ms. Hartung have reviewed and provided comments.

Mr. Andrade inquired as to the review process and asked if residents are able to provide comments. Mr. Dassinger and Ms. Frisbie discussed with the Board and it was requested that members of the public submit any comments to Ms. Frisbie for consideration at the next meeting.

Following discussion, upon a motion duly made by Mr. Dassinger, seconded by Mr. R. Alpert, the Board unanimously approved the Amended and Restated Community Design Standards.

Discuss Status of Collection Accounts

Ms. Johnson provided the Board with an update on collection matters, noting that there are currently two open collection files, totaling \$7,898.

OTHER BUSINESS

Mr. Dassinger inquired about the status of Lot 4, Filing 2, Estancia Subdivision Filing No. 2, as it was recently included back into the District. Ms. Frisbie provided an update, noting that it is her understanding that the lot is currently for sale.

Next Regular Meeting

The next regular meeting is scheduled for October 12, 2022, at 1:00 P.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.

Paul Andrade

[Paul Andrade \(Aug 14, 2022 08:04 MDT\)](#)

Secretary for the Meeting