

MINUTES OF THE JOINT SPECIAL MEETING OF THE  
BOARDS OF DIRECTORS OF

E-470 COMMERCIAL METROPOLITAN DISTRICT NOS. 1-3

Held: Wednesday, November 4, 2020, at 2:00 p.m.

*Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Public Health and Environment, and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconferencing.*

**Attendance**

A combined special meeting of the Boards of Directors of E-470 Commercial Metropolitan District Nos. 1-3 was called and held as shown above and in accordance with the applicable laws of the State of Colorado. The following director, having confirmed his qualification to serve on the Boards, was in attendance:

James Spehalski

Also present were: Megan J. Murphy, Esq., Audrey G. Johnson, Esq., and Ashley B. Frisbie, White Bear Ankele Tanaka & Waldron, Attorneys at Law, General Counsel; and Diane Wheeler, Simmons & Wheeler, P.C., District Accountant.

**Call to Order/Declaration  
of Quorum/Director  
Qualifications**

Director Spehalski noted that a quorum of each of the Boards was present, that he had confirmed his qualification to serve, and, therefore, called the meeting for the Districts to order.

**Conflict of Interest  
Disclosures**

Ms. Frisbie advised the Boards 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 were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Frisbie noted that a quorum was present and inquired into whether members of the Boards 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 Boards to act.

## **Administrative Matters**

### Approval of Agenda

Ms. Murphy presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made, the Boards unanimously approved the agenda as presented.

### Consider Election of Officers

The Boards engaged in discussion regarding the Election of Officers. Following discussion, upon a motion duly made, the Boards elected Director Spehalski as President, Treasurer, and Secretary.

### Consider Adoption of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings

Ms. Murphy presented the Boards with the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings for consideration. Following discussion, upon a motion duly made, the Boards unanimously adopted the resolution.

## **Public Comment**

None.

## **Consent Agenda**

Ms. Murphy reviewed the items on the consent agenda with the Boards. Ms. Murphy advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made, the following items on the consent agenda were unanimously approved, ratified, and/or adopted:

- a. November 22, 2019 Meeting Minutes
- b. Amended and Restated Public Records Request Policy
- c. Resolution Establishing Electronic Signature Policy
- d. 2019 Annual Report
- e. Application for Exemption from 2019 Audit
- f. Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership for 2021

## **Legal Matters**

### Consider Adoption of 2021 Annual Administrative Resolution

Ms. Murphy presented the Boards with the 2021 Annual Administrative Resolution for consideration. Following discussion, upon a motion duly made, the Boards unanimously adopted the resolution, subject to confirmation of 2022 regular meeting dates.

District Website Design and Maintenance and Consider Approval of Independent Contractor Agreement with Heatherly Creative, LLC for Same

Ms. Frisbie presented the Independent Contractor Agreement with Heatherly Creative, LLC for website design and maintenance to the Boards for consideration. Following discussion, upon a motion duly made, the Boards unanimously approved the agreement and directed Ms. Frisbie to select the most cost effective setup options.

**Financial Matters**

Consider Approval of Payables/Financials

Ms. Wheeler presented the Boards with the claims payable for consideration. Following discussion, upon a motion duly made, the Boards unanimously ratified check numbers 1015-1030, in the amount of \$22,910.90.

Consider Approval of Set Up and Use of Bill.com to Process Invoices

Ms. Wheeler recommended that the Districts switch from paper checks to Bill.com, as it is more efficient and cost-effective for the Districts. Following discussion, upon a motion duly made, the Boards unanimously approved the set up and use of Bill.com to process invoices.

Conduct 2020 Budget Amendment Hearing and Consider Adoption of Resolutions to Amend 2020 Budgets

It was noted that no budget amendments were needed.

Conduct 2021 Budget Hearing and Consider Adoption of Resolution to Adopt 2021 Budget and Set Mill Levies

Director Spehalski opened the public hearings on the proposed 2021 Budgets. Ms. Frisbie noted that the notice of the public hearings were provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearings were closed.

Ms. Wheeler reviewed the 2021 Budgets with the Boards. Following discussion, upon a motion duly made, the Boards unanimously adopted the resolution adopting the 2021 Budget, appropriating funds therefor and certifying 45.000 mills for the general fund, for each District respectively.

The Boards directed legal counsel and the Districts' accountant to certify the mill levies by December 15, 2020 and to file the 2021 budgets by January 30, 2021.

Other Financial Matters

None.

**Other Business Matters**

None.

## **Adjournment**

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

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

*James Spohalaki*

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 3<sup>rd</sup> day of November, 2021.