

RECORD OF PROCEEDINGS

**MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
ORCHARD FARMS METROPOLITAN DISTRICT
(F/K/A BIG DRY CREEK METROPOLITAN DISTRICT)
HELD JUNE 11, 2020**

The Special Meeting of the Board of Directors (the “Board”) of the Orchard Farms Metropolitan District (the “District”) was held on Monday, June 11, 2020, at 9:00 a.m., via video conference. The meeting was open to the public.

Directors In Attendance Were:

Randall Stutz
Ambra Born
Christopher Elliott
John Cheney
Brian McNelly

Also In Attendance Were:

Ben Houghton, Accountant and Kim Herman, District Manager; CliftonLarsonAllen LLP (“CLA”)
Megan Murphy, Esq. General Counsel; White Bear Ankele Tanaka and Waldron
Susie Ellis; Inspection Manager; Community Preservation Specialists, Inc.
Debra Hessler; Lennar Homes

1. CALL TO ORDER

Director Stutz called the meeting to order at 9:04 a.m.

2. DECLARATION OF QUORUM / DIRECTOR QUALIFICATIONS /
REAFFIRMATION OF DISCLOSURES

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Murphy 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.

3. APPROVAL OF THE AGENDA

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The Board reviewed the proposed agenda. Following discussion, upon a motion duly made by Director Elliott, seconded by Director Stutz, and upon a vote, unanimously carried, the Board approved the agenda with the following additions:

- 8. a. Discuss Northglenn Waste Water Treatment Facility
- 9. c. Discuss and Consider Appointment of a Landscaping Committee
- 9. d. Discuss Social Media Policy
- 10. d. Review and Consider Approval of Bill.com and Invoice Signers

4. CONSIDER ELECTION OF OFFICERS

Following discussion, upon a motion duly made by Director Cheney, seconded by Director Elliott and, upon vote unanimously carried, the Board approved the following Board Officers:

President	Ambra Born
Secretary	Brian McNelly
Treasurer	Randy Stutz
Assistant Secretary/Assistant Treasurer	Christopher Elliott
Assistant Secretary/Assistant Treasurer	John Cheney

5. CONSIDER ADOPTION OF RESOLUTION EXTENDING EMERGENCY PROCEDURES AND AUTHORIZING TELECONFERENCING FOR REGULAR AND SPECIAL MEETINGS

Upon a motion duly made by Director Cheney, seconded by Director Born and, upon vote unanimously carried, the Board approved the Resolution Extending Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings.

6. PUBLIC COMMENTS

There were no public comments.

7. CONSENT AGENDA

- A. Approval of March 12, 2020 Minutes
- B. Approval of Claims Payable in the amount of \$69,082.95

Upon a motion duly made by Director Stutz, seconded by Director Elliott, and upon a vote, unanimously carried, the Board approved the Consent Agenda as presented.

8. FACILITIES MANAGEMENT / DISTRICT OPERATIONS

A. Review District Manager's Report

Ms. Herman reviewed the District Manager's report with the Board.

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i. Discuss Time Frame for Project Completion

Director Stutz requested items remain on meeting agendas until they have been completed. The Board requested Ms. Herman create and email a list to the Board of all items discussed during the meeting requiring follow up as well as a statement to be posted online for residents. Ms. Herman stated she was happy to do so.

ii. Discuss Northglenn Waste Water Treatment Facility

Following discussion, the Board requested residents be directed to contact Northglenn Water and Northglenn Wastewater with any concerns, with the information also being added to the District website.

B. Committee Activities

i. Social Committee

Director Born stated no social events had been completed to date due to the Covid-19 restrictions, however the Social Committee was working on a Social Distanced 4th of July event.

ii. Landscaping Committee

Director Stutz reported having completed a landscaping walk with himself, Director McNelly, Ms. Herman and Mr. Duncan Hickey from Brightview Landscaping.

Following discussion and upon a motion duly made by Director Cheney, seconded by Director Born and, upon a vote unanimously carried, the Board approved landscaping improvement proposals totaling \$24,170.90.

iii. Advisory Committee

Director Born reported the Advisory Committee had met the night before and were working on a list of items to present to the community as potential improvement projects for the Residents to discuss and determine the goals of the neighborhood.

C. Review Covenant Enforcement Report

Ms. Ellis provided an update and presented the Covenant Enforcement Report to the Board. The Board engaged in discussion regarding tenant and leasing information and directed legal counsel to follow up with Director Stutz.

D. Website Updates

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Ms. Herman provided an update on the website.

E. Consider Ratification of Adoption of Tennis Court Rules and Posting of Sign

Following discussion and upon a motion duly made by Director Stutz, seconded by Director Elliott and, upon a vote unanimously carried, the Board ratified the adoption of tennis court rules and approved the posting of a sign at the entry of the tennis courts.

F. Consider Approval of Tennis Court Reservation Application and Park Pavilion Reservation Application

Upon a motion duly made by Director Stutz, seconded by Director Elliott and, upon a vote unanimously carried, the Board approved the applications for tennis court and park pavilion reservations.

G. Other

None.

9. LEGAL MATTERS

A. Consider Adoption of Resolution Establishing an Electronic Signature Policy

Following discussion and upon a motion duly made by Director Stutz, seconded by Director Elliott and, upon a vote unanimously carried, the Board approved the adoption of the Resolution Establishing an Electronic Signature Policy.

B. Consider Adoption of Amended and Restated Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges

Upon a motion duly made by Director Elliott, seconded by Director Cheney and, upon a vote unanimously carried, the Board adopted the Amended and Restated Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges.

C. Consider Appointment of a Landscaping Committee

Director Stutz stated receiving interest in joining the landscaping committee from Director McNelly, Ms. Kim Dorland, Ms. Gwen Buehler and himself. Upon a motion duly made by Director Elliott, seconded by Director Stutz and, upon a vote unanimously carried, the Board approved the appointment of the residents recommended to act as the Landscaping Committee.

D. Other – Discuss Resolution regarding Social Media Practices

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Ms. Murphy discussed options for a best practices memo to be drafted to outline how Board members should handle social media. Upon a motion duly made by Director Stutz, seconded by Director Elliott and, upon a vote unanimously carried, the Board approved guidelines be drafted by Ms. Murphy, with a cost not to exceed \$400.

10. FINANCIAL MATTERS

A. Consider Acceptance of Financial Statements and Cash Position Report

Mr. Houghton reviewed the April 30, 2020 Financial Statements and Cash Position Report. Upon a motion duly made by Director Elliott, seconded by Director Stutz, and upon a vote, unanimously carried, the Board approved the Financial Statements and Cash Position Report.

B. Discussion Regarding Agreement Concerning Operations Fee

Mr. Houghton reported the outstanding CLA payment was made on March 31, 2020.

C. Consider Acceptance of 2019 Audit

Following discussion and upon a motion duly made by Director Stutz, seconded by Director Cheney and, upon a vote unanimously carried, the Board approved the 2019 Audit, pending final legal review. The Board requested the Audit be posted on the website when complete.

D. Other – Bill.com and Invoice Signers

Following discussion and upon a motion duly made by Director Cheney, seconded by Director Born and, upon a vote unanimously carried, the Board approved removing former Director Corey Elliott as an invoice signer, providing access to all Board members to view invoices and for Director Stutz to review and approve invoices monthly using Bill.com.

11. OTHER BUSINESS / ADJOURN

The Board requested Ms. Herman set up email addresses with first initial.last name@orchardfarmsmetrodistrict.com for all homeowner Board members.

Upon a motion duly made and seconded, the Board unanimously adjourned the meeting at 11:07 a.m.

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Respectfully submitted,

Secretary for the Meeting

The foregoing minutes were approved on the ____ day of _____, 2020.

DRAFT