

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF  
DIRECTORS

OF

HIGHLANDS METROPOLITAN DISTRICT NO. 3

Held: Thursday, October 8, 2020, at 9:30 a.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, this meeting was held via teleconference.*

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors were in attendance:

James Spehalski  
Barry Talley

Director Linda Talley was absent. All director absences are deemed excused unless otherwise noted in these minutes.

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

Call to Order

It was noted that a quorum of the Board was present and the meeting was called to order.

Conflict of Interest  
Disclosures

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 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.

## **Administrative Matters**

Agenda	Ms. Frisbie presented the Board with the agenda for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda, as amended.
Consider Election of Officers	The Board engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board unanimously elected Director James Spehalski as President, Director Barry Talley as Treasurer/Secretary, and Director Linda Talley as Assistant Secretary.
Consider Adoption of Resolution Extending Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings	Ms. Frisbie presented the Resolution Extending Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.
Public Comment	None.
Consent Agenda	<p>Ms. Frisbie reviewed the items on the consent agenda with the Board. Ms. Frisbie advised the Board that any item may be moved 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 and seconded, the following items on the consent agenda were unanimously approved, ratified and/or adopted:</p> <ul style="list-style-type: none"><li>• Minutes from April 14, 2020 Special Meeting</li><li>• Amended and Restated Public Records Request Policy</li><li>• 2019 Annual Report</li><li>• Rescind Approval of Eligible Governmental Entity Agreement between the Statewide Internet Portal Authority and the District</li></ul>

## **Legal Matters**

Consider Adoption of 2021 Annual Administrative Resolution	Ms. Frisbie presented the Board with the 2021 Annual Administrative Resolution. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.
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Consider Approval of  
Renewal of Property and  
Liability Schedule and  
Limits, Workers  
Compensation Coverage,  
and SDA Membership for  
2021

The Board engaged in discussion regarding the renewal of the Property and Liability Schedule and Limits, Workers Compensation Coverage, and the SDA Membership for 2021. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the insurance renewals and authorized legal counsel to bind coverage.

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

The Board engaged in a discussion regarding website design and maintenance and considered approval of the Independent Contractor Agreement with Heatherly Creative, LLC for the same. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Independent Contractor Agreement with Heatherly Creative, LLC for District Website Design and Maintenance and directed legal counsel to obtain the most cost effective options for setup of the website.

Discuss Reimbursement  
Agreements with Vista  
Highlands, LLC

Ms. Tompkins confirmed that the District does have reimbursement agreements in place with Vista Highlands, LLC. Director Spehalski reported that the District will need reimbursement agreements in place with Vista Highlands Development Corporation. Following discussion, the Board directed legal counsel to prepare reimbursement agreements between the District and Vista Highlands Development Corporation.

Status of Inclusion of Lot 2

The Board discussed the status of inclusion of Lot 2 into the boundaries of the District. Ms. Tompkins reported that the City and County of Broomfield (the "City") objected to the inclusion until the property has been rezoned from commercial to residential. Director Spehalski noted that the City has recently been involved in rezoning discussions, and may no longer object to the inclusion. Following discussion, the Board directed Ms. Tompkins to request a withdrawal of the objection of the inclusion of Lot 2 from the City.

## **Financial Matters**

Consider Approval of  
Payables/Financials

Ms. Wheeler presented the Board with the July 31, 2020 unaudited financial statements and check numbers 1055 - 1064 for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the financial statements, ratified check numbers 1055 – 1062, in the amount of \$9,984.29, and approved check numbers 1063 and 1064, in the amount of \$1,689.10.

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

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

Bill.com to process invoices. It was noted that Director Spehalski will approve the invoices via Bill.com.

Conduct 2020 Budget Amendment Hearing and Consider Approval of Resolution to Amend the 2020 Budget

Director Spehalski opened the public hearing on the 2020 Budget Amendment. Ms. Frisbie noted that the notice of 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.

Following discussion, the Board determined that a 2020 Budget Amendment was not necessary.

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

Director Spehalski opened the public hearing on the proposed 2021 Budget. Ms. Frisbie noted that the notice of 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. Wheeler presented the 2021 Budget to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2021 Budget, appropriating funds therefor, and certifying 55.664 mills for the general fund, with changes as discussed and subject to receipt of the final assessed valuation.

Other Financial Matters

None.

### **Operation and Maintenance Matters**

Discuss Operations Program and Budget

Director Spehalski provided an update on operations of the District, noting that there may be a future acceptance of improvements on the south half of W. 169<sup>th</sup> Avenue from Highlands Metropolitan District No. 2. No action was taken by the Board.

### **Other Business**

None.

Adjournment

There being no further business to come before the Board, and following discussion and upon a 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.

Barry L Talley  
Barry L Talley (Apr 27, 2021 11:29 MDT)

Secretary for the Meeting