

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
SKY RANCH METROPOLITAN DISTRICT NO. 1
HELD
JUNE 12, 2020**

A Special meeting of the Board of Directors of the Sky Ranch Metropolitan District No. 1 (referred to hereafter as “Board”) was convened on Friday, the 12th day of June, 2020, at 8:30 a.m. at Pure Cycle Corporation, 34501 E. Quincy Ave., Bldg. 34, Watkins, CO 80137. Due to the concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was also held via conference call. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Mark Harding
Scott Lehman
Joe Knopinski
Dirk Lashnits

Also In Attendance Were:

Lisa Johnson, Thuy Dam and Cathee Sutton; CliftonLarsonAllen LLP
Suzanne Meintzer, Esq.; McGeady Becher P.C.
Barrett Marrocco; Independent District Engineering Services, LLC (“IDES”)
Kevin McNeill and Rick Dinkel; Pure Cycle Corporation

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

Disclosure of Potential Conflicts of Interest:

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Ms. Johnson noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Meintzer noted that all Directors’ Disclosure Statements have been filed. No additional conflicts were disclosed.

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ADMINISTRATIVE MATTERS

Agenda: The Board reviewed a proposed Agenda for the District's Special meeting.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Agenda was approved as presented.

Location of Meeting and Posting of Meeting Notice:

The Board entered into a discussion regarding the requirements of §32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, upon motion duly made by Director Harding, seconded by Director Knopinski and, upon vote, unanimously carried, the Board determined that due to ongoing concerns regarding the spread of the COVID-19 and the benefits to the control of the spread of the virus by limiting in-person contact, certain Board Members and consultants of the District would attend this meeting via teleconference. The Board further noted that the notice of the time, date, location and teleconference information for the meeting was duly posted and that no objections to the location or any requests that the means of hosting the meeting be changed were received from taxpaying electors within the District's boundaries.

Minutes of the November 8, 2019 Regular Meeting:

The Board reviewed the Minutes of the November 8, 2019 regular meeting.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Harding and, upon vote, unanimously carried, the Minutes of the November 8, 2019 regular meeting were approved.

Results of the May 5, 2020 Regular Election:

Ms. Johnson advised the Board that the election was cancelled pursuant to Section 1-13.5-513, C.R.S. because there were not more candidates than seats available on the Board. It was noted that Directors Harding and Lehman were deemed re-elected to respective 3-year terms ending in May 2023.

Board Appointment: Ms. Johnson noted that a Notice of Vacancy was published on April 24, 2020 and one letter of interest was received from Mr. McNeill.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Harding and, upon vote, unanimously carried, the Board appointed Kevin McNeill to the vacant position, noting the Oath of Office will be administered within 30 days.

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Appointment of Officers: Following discussion, upon motion duly made by Director Lashnits, seconded by Director Lehman and, upon vote, unanimously carried, the Board appointed the following officers:

President: Mark Harding
Vice President: Joe Knopinski
Treasurer: Kevin McNeill
Secretary: Scott Lehman
Assistant Secretary: Dirk Lashnits

Appointment of Member from the Board of Directors of Sky Ranch Metropolitan District No. 1 to the Board of Directors of the Sky Ranch Community Authority Board (“CAB”), Resolution No. 2020-06-01; Resolution of the Board of Directors of Sky Ranch Metropolitan District No. 1 Appointing Member to the CAB: Following discussion, upon motion duly made by Director Harding, seconded by Director Lehman and, upon vote, unanimously carried, the Board appointed Scott Lehman to the CAB and adopted Resolution No. 2020-06-01; Resolution of the Board of Directors of Sky Ranch Metropolitan District No. 1 Appointing Member to the CAB.

FINANCIAL MATTERS

Engagement of Haynie & Company to Prepare the 2019 Audit:

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board ratified the engagement of Haynie & Company to prepare the 2019 Audit.

2019 Audit:

Ms. Dam and Ms. Sutton presented the 2019 Audit to the Board.

Following discussion, upon motion duly made by Director Harding, seconded by Director Knopinski and, upon vote, unanimously carried, the Board accepted the 2019 Audited Financial Statements and authorized execution of the Management Representation Letter, subject to final review from legal counsel and a clean, unmodified opinion from the Auditor.

LEGAL MATTERS

Update to McGeady Becher P.C. Document Retention Policy:

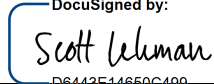
Ms. Meintzer presented the McGeady Becher P.C. Document Retention Policy to the Board. Director Harding requested further clarification on the policy prior to approving. The Board deferred action at this time.

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OTHER BUSINESS **Other Business:** There was no other business discussed.

ADJOURNMENT There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned at 10:10 a.m.

Respectfully submitted,

By:  _____
Secretary for the Meeting