

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SKY RANCH METROPOLITAN DISTRICT NO. 5 HELD JUNE 12, 2020

A special meeting of the Board of Directors (“Board”) of the Sky Ranch Metropolitan District No. 5 (“District”) 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 by 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.

ADMINISTRATIVE MATTERS

Agenda:

The Board reviewed a proposed Agenda for the District’s special meeting.

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Following discussion, upon motion duly made by Director Knopinski, seconded by Director Harding 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 Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

Following discussion, upon motion duly made, seconded and, upon vote, unanimously carried, the Board determined that due to the ongoing 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, certain Board members and consultants of the District would attend this meeting in person at the above-referenced location. However, certain other 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 meeting place 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.

Discuss May 5, 2020 Regular Election results:

The Board reviewed the results of the May 5, 2020 Regular Election, noting the Election was cancelled as permitted by statute and that Directors Harding and Lehman were deemed elected to 3-year terms, ending May 2023.

Consider appointment of qualified elector to fill the vacant seat.

Administer Oath of Office: Ms. Johnson noted that a notice of vacancy was published on April 24, 2020 and one letter of interested was received by Mr. Kevin 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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Consider appointment of Officers:

The following slate of Officers was considered:

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

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Lehman and, upon vote, unanimously carried, the Board appointed the above slate of officers.

Appointment of Member from the Board of Directors of Sky Ranch Metropolitan District No. 5 to the Board of Directors of the Sky Ranch Community Authority Board (“CAB”), and discuss and consider approval of related resolution, Resolution No. 2020-06-01;

Resolution of the Board of Directors of Sky Ranch Metropolitan District No. 5 Appointing Member to the Sky Community Authority Board of Directors: Following discussion, upon motion duly made by Director Harding, seconded by Director Lehman and, upon vote, unanimously carried, the Board appointed Mark Harding and Kevin McNeill to the CAB Board of Directors and adopted Resolution No. 2020-06-01; Resolution of the Board of Directors of Sky Ranch Metropolitan District No. 5 Appointing Members to the CAB.

FINANCIAL MATTERS

Ratify approval of the 2019 Exemption from Audit: Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board ratified the approval of the 2019 Exemption from Audit.

LEGAL MATTERS

Updated McGeady Becher P.C. Document Retention Policy:

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

OTHER BUSINESS

Other: There was no other business presented.

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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