

**SKY RANCH METROPOLITAN DISTRICT NO. 1
("DISTRICT")**

370 Interlocken Boulevard, Suite 500
Broomfield, Colorado 80021
Tel: 303-466-8822
Fax: 303-466-9797
<https://SkyRanch.colorado.gov>

NOTICE OF SPECIAL MEETING AND AGENDA

DATE: August 13, 2021
TIME: 8:30 a.m.
LOCATION: Pure Cycle Corporation
34501 E. Quincy Avenue, Building 34
Watkins, CO 80137

CERTAIN BOARD MEMBERS AND CONSULTANTS OF THE DISTRICT MAY ATTEND THIS MEETING IN PERSON AT THE ABOVE-REFERENCED LOCATION. HOWEVER, DUE TO THE ON-GOING 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 OTHER BOARD MEMBERS AND CONSULTANTS OF THE DISTRICT MAY ATTEND THIS MEETING VIA TELECONFERENCE, OR WEB-ENABLED VIDEO CONFERENCE. MEMBERS OF THE PUBLIC WHO WISH TO ATTEND THIS MEETING MAY CHOOSE TO ATTEND VIA TELECONFERENCE OR WEB-ENABLED VIDEO CONFERENCE USING THE INFORMATION BELOW.

ACCESS: You can attend the meetings in any of the following ways:

- 1. To attend via Microsoft Teams video-conference use the below link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_MjJhMDdlMGUtdNDQ5OC00MDRmLTlhOTMtNDU4MDNmMjA2YTA2%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%2216b1c71c-d483-4feb-8929-2d72ea1cdf59%22%7d

- 2. To attend via telephone, dial **720-547-5281** and enter the following additional information:

Phone Conference ID: **321 517 589#**

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expires</u>
Mark Harding	President	May, 2023
Kevin McNeill	Treasurer	May, 2023
Scott Lehman	Secretary	May, 2023
Joe Knopinski	Assistant Secretary	May, 2022
Dirk Lashnits	Assistant Secretary	May, 2022

I. ADMINISTRATIVE MATTERS

- A. Present Disclosures of Potential Conflicts of Interest.
- B. Confirm quorum, location of the meeting and posting of meeting notice. Approve Agenda.
- C. Public Comment.

Members of the public may express their views to the Board on matters that affect the District that are otherwise not on the agenda. Comments will be limited to three (3) minutes per person.

II. CONSENT AGENDA

- A. Consider approval of the Minutes from the June 11, 2021 Special Meeting (enclosure).

III. LEGAL MATTERS

- A. Review and consider for approval a Second Amended Community Authority Board Establishment Agreement (“CABEA”) by and between Sky Ranch Metropolitan District No. 1, Sky Ranch Metropolitan District No. 3, and Sky Ranch Metropolitan District No. 5 (to be distributed).
- B. Discuss 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, and discuss and consider adoption of related resolution, Resolution No. 2021-08-01; Resolution of the Board of Directors of Sky Ranch District No. 1 Appointing Member to the Sky Ranch Community Authority Board of Directors (enclosure).
- C. Other.

IV. OTHER BUSINESS

- A. Confirm Quorum for November 11, 2021 Board Meeting.

V. ADJOURNMENT

THE NEXT MEETING IS SCHEDULED FOR NOVEMBER 11, 2021.

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SKY RANCH METROPOLITAN DISTRICT NO. 1 HELD JUNE 11, 2021

A special meeting of the Board of Directors (“Board”) of the Sky Ranch Metropolitan District No. 1 (“District”) was convened on Friday, the 11th day of June, 2021, 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 Board meeting was also held virtually via Microsoft Teams and by conference call. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

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

Also in Attendance Were:

Lisa Johnson, Celeste Terrell and Cathee Sutton; CliftonLarsonAllen LLP (“CLA”)
Suzanne Meintzer, Esq.; McGeady Becher P.C.
Andrew Gaittens and Wes Back; Independent District Engineering Services, LLC (“IDES”)
Deb Saya and Rick Dinkel; Pure Cycle Corporation

Members of the Public: Alma Amador, Ash Haleform, Ashley Clement, David Murphy, Ed Garner, Jeff Nelson, Jorge Cardenas, Matthew Watkins, Paul Diaz, Rebeka Baker-White, Spencer Mahaffey, Jenny Mahaffey, Lupita Warren, Ginger Nichols, Jennifer Kennedy, and Dan Moore.

ADMINISTRATIVE MATTERS

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. Attorney Meintzer requested members of the Board to disclose any potential conflicts of interest regarding 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 were filed. No additional conflicts were disclosed at the meeting.

RECORD OF PROCEEDINGS

Quorum, Agenda, Location of Meeting, Posting of Meeting Notice and Designation of 24-Hour Posting Location: Ms. Johnson confirmed the presence of a quorum. The Board reviewed a proposed Agenda for the District's special meeting.

Following discussion, upon a motion duly made by Director Harding, seconded by Director McNeill and, upon vote, unanimously carried, the Board approved the Agenda as presented.

The Board discussed the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

Upon a motion duly made by Director Harding, seconded by Director McNeill and, upon vote, unanimously carried, the Board determined that due to the ongoing concerns regarding the spread of 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 video conference or teleconference. The Board further noted that the notice of the time, date, location, and video conference/teleconference information for the meeting was duly posted and that no objections to the means of hosting the meeting were received from taxpaying electors.

Following discussion, upon a motion duly made by Director Harding, seconded by Director McNeill and, upon vote, unanimously carried, the Board determined that notices of meetings of the District required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted on the District's website, or if the website is unavailable, within the boundaries of the District at least 24 hours prior to each meeting at the following location: northwest corner of the District boundaries.

Public Comment: There was no public comment.

CONSENT AGENDA

The Board considered the following item(s) under the Consent Agenda:

- **Minutes of the November 13, 2020 Special Meeting**

Following discussion, upon a motion duly made by Director Knopinski, seconded by Director McNeill and, upon vote, unanimously carried, the Board approved the Consent Agenda item as listed above.

FINANCIAL MATTERS

2020 Audit and Authorize Execution of Representations Letter: Ms. Sutton presented the 2020 Audit to the Board.

RECORD OF PROCEEDINGS

Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the 2020 Audit and authorized the execution of the Representations Letter, subject to final review by Legal Counsel, and a clean opinion letter from the auditor.

LEGAL MATTERS

First Amendment to Resolution No. 2017-03-06 Regarding Colorado Open Records Act Requests: Attorney Meintzer presented the First Amendment to Resolution No. 2017-03-06 to the Board. Following review and discussion, upon a motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the Board adopted a First Amendment to Resolution No. 2017-03-06 Regarding Colorado Open Record Act Requests, as presented.

OTHER BUSINESS

Confirm Quorum for November 11, 2021 Board Meeting: The Board confirmed a quorum for the November 11, 2021 Board Meeting.

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 9:30 a.m.

Respectfully submitted,

By: _____
Secretary for the Meeting

RESOLUTION NO. 2021-08-01

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
SKY RANCH METROPOLITAN DISTRICT NO. 1
APPOINTING MEMBER TO THE SKY RANCH COMMUNITY AUTHORITY BOARD
OF DIRECTORS**

A. Sky Ranch Metropolitan District No. 1 (the “**District**”) and Sky Ranch Metropolitan District No. 5 (“**District No. 5**”) entered into that certain Sky Ranch Community Authority Board Establishment Agreement, dated November 13, 2017 (the “**Original CABEA**”) which established the Sky Ranch Community Authority Board (the “**CAB**”).

B. The Original CABEA was amended and restated in its entirety by that certain Amended and Restated Sky Ranch Community Authority Board Establishment Agreement by and between the District and District No. 5, dated September 18, 2018, and effective November 13, 2017 (the “**Amended CABEA**”).

C. The Amended CABEA was amended and restated in its entirety by that certain Second Amended and Restated Sky Ranch Community Authority Board Establishment Agreement by and between the District, District No. 5, and Sky Ranch Metropolitan District No. 3 (“**District No. 3**,” and together with the District and District No. 5, the “**CAB Districts**”), dated August 13, 2021 (the “**Second Amended CABEA**”).

D. Pursuant to the Second Amended CABEA, the Boards of Directors of the respective CAB Districts are entitled to appoint Members to the CAB’s Board of Directors.

E. Specifically, the District’s Board of Directors is entitled to appoint one (1) Member to the CAB’s Board of Directors.

F. The CABEA provides that the terms of the respective Members of the CAB’s Board of Directors are concurrent with their terms as Directors of the respective CAB Districts.

G. Given the recent approval of the Second Amended CABEA, the District’s Board of Directors wishes to appoint a Member to the CAB’s Board of Directors, as set forth in this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Sky Ranch Metropolitan District No. 1 of Arapahoe County, Colorado:

1. CAB Member Appointment. The Board of Directors of the District hereby appoints the following Director of the District to serve as a Member of the CAB’s Board of Directors:

<u>Director Name</u>	<u>Term Expiration</u>

2. Severability. If any part or provision of this Resolution is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of this Resolution, it being the Board of Director's intention that the various provisions hereof are severable.

3. Repealer. All acts, orders and resolutions, or parts thereof, of the Board of Directors which are inconsistent or in conflict with this Resolution are hereby repealed to the extent only of such inconsistency or conflict.

4. Amendment. The Board of Directors of Sky Ranch Metropolitan District No. 1 reserves the right to amend this Resolution from time to time, as necessary.

5. Effective Date. The provisions of this Resolution shall take effect as of the date adopted and approved by the Board of Directors of Sky Ranch Metropolitan District No. 1.

[SIGNATURE PAGE FOLLOWS]

**[SIGNATURE PAGE TO RESOLUTION
APPOINTING MEMBER TO THE SKY RANCH COMMUNITY AUTHORITY BOARD
OF DIRECTORS]**

RESOLUTION APPROVED AND ADOPTED on August 13, 2021.

**SKY RANCH METROPOLITAN
DISTRICT NO. 1**

By: _____
President

Attest:

Secretary