

**SKY RANCH METROPOLITAN DISTRICT NO. 3  
("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](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
Joe Knopinski	Treasurer	May, 2022
Scott Lehman	Secretary	May, 2023
Dirk Lashnits	Assistant Secretary	May, 2022
VACANT	Assistant Secretary	May, 2023

## **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.

- D. Consider appointment of qualified elector to fill the vacant seat. Administer Oath of Office.
- F. Consider appointment of Officers:

President \_\_\_\_\_  
Treasurer \_\_\_\_\_  
Secretary \_\_\_\_\_  
Assistant Secretary \_\_\_\_\_  
Assistant Secretary \_\_\_\_\_

## **II. CONSENT AGENDA**

- A. Consider approval of the Minutes from the February 12, 2021 Special Meeting (enclosure).

## **III. LEGAL MATTERS**

- A. Review and consider for approval the 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. 3 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. 3 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. 3 HELD FEBRUARY 12, 2021

A special meeting of the Board of Directors (referred to hereafter as the “Board”) of the Sky Ranch Metropolitan District No. 3 was convened on Friday, the 12<sup>th</sup> day of February, 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 District Board meeting was also held virtually via Microsoft Teams and by conference call. The meeting was open to the public.

**Directors In Attendance Were:**

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

**Also In Attendance Were:**

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

**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.

**Quorum, Location of Meeting, Posting of Meeting Notice and Agenda:**

Attorney Meintzer confirmed the presence of a quorum. The Board reviewed a proposed Agenda for the District’s special meeting. Following discussion, upon a motion made by Director Harding, seconded by Director Lashnits and, upon

## RECORD OF PROCEEDINGS

---

vote, unanimously carried the Board approved the Agenda.

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

Following discussion, upon a motion duly made by Director Harding, seconded by Director Lashnits 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 Board would attend this meeting in person at the above-referenced location, and 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.

**Designation of 24-Hour Posting Location:** Following discussion, upon a motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the Board determined that notices of meetings of the District Board Meetings required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted on the District 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's boundaries.

**Return to active status and adoption of Resolution regarding Intent to Return to Active Status:** Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the District returning to active status and adopted the Resolution regarding the District's Intent to Return to Active Status and authorize necessary actions associated therewith.

**Resolution Establishing Regular Meeting Dates, Times and Location for 2021, Establishing District Website and Designating Location for Posting of 24-Hour Notices:** Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved regular meeting dates for 2021 and adopted the Resolution Establishing Regular Meeting Dates, Times and Location, Establishing District Website and Designating Location for Posting of 24-Hour Notices.

**Insurance requirements and Resolution to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and membership in the Special District Association:** Following discussion, upon

## RECORD OF PROCEEDINGS

---

a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board adopted the Resolution to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and authorized the membership in the Special District Association.

**Resolution Providing for Directors' Exclusion from Workers' Compensation Coverage:** Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the Resolution Providing for Directors' Exclusion from Workers' Compensation Coverage.

**Agency Services Agreement between the District and T. Charles Wilson Insurance Service:** Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits, and, upon vote, unanimously carried, the Board approved the Agency Services Agreement between the District and T. Charles Wilson Insurance Service.

**Transparency Notice and mode of eligible elector:** Following discussion, the Board directed staff to post the Transparency Notice on the SDA website and the District website.

**Appointment of Officers:** The Board discussed the slate of officers. Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the slate of officers listed below:

President:	Mark Harding
Treasurer:	P. Joseph Knopinski
Secretary:	Scott Lehman
Assistant Secretary:	Dirk Lashnits
Assistant Secretary:	Vacant

**Vacancy on the Board of Directors:** Following discussion, the Board directed staff to publish a Notice of Vacancy to enable an appointment at the next meeting.

**Engagement Letter with CliftonLarsonAllen LLP for Management Services:** Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved engaging CliftonLarsonAllen LLP for Management Services.

## RECORD OF PROCEEDINGS

---

**McGeady Becher P.C. Document Retention Policy:** Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the update and directed a copy of the approved updated McGeady Becher P.C. Document Retention Policy be attached to the Minutes for this meeting. Accordingly, a copy of the updated McGeady Becher P.C. Document Retention Policy is attached hereto and incorporated herein by reference..

PUBLIC COMMENT There was no Public Comment.

CONSENT  
AGENDA

The Board considered the following Consent Agenda Items:

- Approval of the Minutes from the July 17, 2021 Special Meeting.
- Ratification of adoption of Resolutions Calling May 2014, 2016, 2018 and 2020 Director Elections and November 2018 and 2020 Special Elections.
- Approval of Memorandum of Understanding by and among the District, Sky Ranch Metropolitan District No. 1, Sky Ranch Metropolitan District No. 4 and Sky Ranch Metropolitan District No. 5.
- Ratification of approval of preparation, execution and filing of 2021 Application for Exemption from Audit.
- Ratification of approval of Engagement Letter with CliftonLarsonAllen LLP for District Accounting Services.
- Ratification of appointment of the District Accountant to prepare the 2021 Budget.
- Ratification of approval of actions taken to facilitate approval of the District's Amended and Restated Service Plan.

Following discussion, upon a motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the Consent Agenda Items above.

FINANCIAL  
MATTERS

**Public Hearing on the Proposed 2021 Budget and Resolution to Adopt the 2021 Budget and to Appropriate Sums of Money:** Ms. Johnson opened the public hearing to consider the proposed 2021 Budget and consider adoption of Resolution to Adopt the 2021 Budget and appropriate sums of money.

It was noted that publication of Notice stating that the Board would consider adopting the 2021 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

Attorney McGeady presented the Draft Budget for 2021. The Budget is drafted as a \$0 Budget for purposes of meeting the statutory requirement to adopt a

## RECORD OF PROCEEDINGS

---

Budget for 2021. The Board will consider an amendment to the Budget once frequency of activity is established.

There was no public comment and the public hearing was closed.

Following discussion, upon a motion duly made by Director Lashnits, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved the Proposed 2021 Budget and Adopted the Resolution to Adopt the 2021 Budget and to Appropriate Sums of Money.

**Appointment of District Accountant to prepare 2022 Budget:** Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the District Accountant to prepare the 2022 Budget for the District.

### LEGAL MATTERS

**Proposed Amendment to Amended and Restated Community Authority Board Establishment Agreement by and between Sky Ranch Metropolitan District No. 1 and Sky Ranch Metropolitan District No. 5:** Attorney Meintzer discussed engaging bond counsel to examine the prospect of amending the Community Authority Board Establishment Agreement to include Sky Ranch Metropolitan District No. 3.

Following discussion, upon a motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board directed legal counsel to engage with bond counsel to discuss an amendment to the Community Authority Board Establishment Agreement to include Sky Ranch Metropolitan District No. 3.

**Public hearing on inclusion of approximately 252.060 acres of property owned by PCY Holdings, LLC into the District and Resolution for Inclusion of Real Property:** Ms. Johnson opened the public hearing. Attorney Meintzer presented the petition for inclusion of approximately 252.060 acres of property owned by PCY Holdings, LLC into the District and the Resolution for Inclusion of Real Property. Sky Ranch Metropolitan District No. 5 and Sky Ranch Metropolitan District No. 3 are supporting each other in this process. The intent is to exclude property from Sky Ranch Metropolitan District No. 5 and include that property into Sky Ranch Metropolitan District No. 3. Sky Ranch Metropolitan District No. 3 intends to become a member of the Sky Ranch Community Authority Board when able.

No public comment was received, and the public hearing was closed.

Following discussion, upon a motion duly made by Director Knopinski, seconded



## RECORD OF PROCEEDINGS

---

by Director Lashnits and, upon vote, unanimously carried, the Board approved the inclusion of approximately 252.060 acres of property owned by PCY Holdings, LLC into the District and adopted the Resolution for Inclusion of Real Property, subject to court approval of exclusion from District No. 5.

**Resolution Regarding Colorado Open Records Act Requests:** Following discussion, upon a motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the Resolution Regarding Colorado Open Records Act Requests.

**Resolution Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule:** Following discussion, upon a motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the Resolution Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule.

### OTHER BUSINESS

None.

### ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Lashnits, seconded by Director Harding and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: \_\_\_\_\_  
Secretary for the Meeting

**RESOLUTION NO. 2021-08-\_\_\_\_**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF  
SKY RANCH METROPOLITAN DISTRICT NO. 3  
APPOINTING MEMBER TO THE SKY RANCH COMMUNITY AUTHORITY BOARD  
OF DIRECTORS**

A. Sky Ranch Metropolitan District No. 1 (“**District No. 1**”) 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 No. 1 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 District No. 1, District No. 5, and Sky Ranch Metropolitan District No. 3 (the “**District,**” and together with the District No. 1 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. 3 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. 3 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. 3.

**[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. 3**

By: \_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary