

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

THE CANYONS METROPOLITAN DISTRICT NO. 6

Held: Monday, November 26, 2018 at 8:30 a.m. at 2154 East Commons Avenue, Suite 2000, Centennial, CO 80122

Attendance

The special meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance.

Mark Nickless
Carl Nelson
Matt Deibel
Amber Sands

Directors Jeff Handlin was absent. All director absences are deemed excused unless a contrary notation is recorded in these minutes.

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and Sarah Hunsche, CliftonLarsonAllen, District Accountants.

Call to Order

Director Mark Nickless called the meeting to order.

Declaration of Quorum/Director Qualifications/Reaffirmation of Disclosures

of Mr. Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Waldron reported that disclosures for those directors with 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. Mr. Waldron 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 Board determined that the participation of the members present was

necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Mr. Waldron presented the proposed agenda to the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

Mr. Waldron presented the items on the consent agenda to the Board. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested removed from the consent agenda. Upon motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted:

- Approval of September 10, 2018 Minutes
- Ratification of 2017 Annual Report
- Approval of Special District Disclosure Notice Pursuant to §32-1-809, C.R.S.
- Adoption of Resolution Adopting Personal Data Privacy Policy

Legal Matters

Consider Approval of 2019 Annual Administrative Resolution

Mr. Waldron reviewed the 2019 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2019 Annual Administrative Resolution.

Consider Adoption of Resolution Concerning Authorization for Approval of Contracts and Payment of Claims

Mr. Waldron reviewed the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims.

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Mr. Waldron reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron with the Board. Mr. Waldron noted specifically that the arbitration provision had been revised to make it clear that arbitration applies to this engagement letter as well as any prior engagement with the District. Mr. Waldron also noted and discussed the addition of the representative client list section. Mr. Waldron stated that as he is not independent as to the engagement, the Board is advised to have separate legal

counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. After discussion, upon a motion duly made and seconded, and upon a vote, unanimously carried, the Board approved the engagement letter with White Bear Ankele Tanaka & Waldron.

Review Insurance Property and Liability Schedule and Limits
Mr. Waldron reviewed the Property and Liability Schedule and Limits with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Property and Liability Schedule and Limits and directed legal counsel to bind coverage.

Other Legal Matters
None.

Financial Matters

Consider Acceptance of Unaudited Financial Statements
Ms. Hunsche reviewed the September 30, 2018 Financials with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the financials.

Consider Approval/Ratification of Claims Payable
None.

Consider Adoption of Resolution Regarding Acceptance of Verified Costs
Mr. Waldron and Ms. Hunsche reviewed the Resolution Regarding Acceptance of Verified Costs with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Regarding Acceptance of Verified Costs.

Consider Approval of Requisition No. 7 in the Amount of \$544,371.58
Ms. Hunsche reviewed Requisition No. 7 in the Amount of \$544,371.58 with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Requisition No. 7 in the Amount of \$544,371.58.

Public Hearing on 2018 Budget Amendment
Director Nickless opened the public hearing on the 2018 Budget Amendment. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the *Douglas County News-Press* on November 22, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution Amending 2018 Budget
Ms. Hunsche reviewed the proposed 2018 Budget Amendment with the Board. Following discussion, upon motion duly made and seconded, the Board approved the resolution amending the General Fund to \$55,000 and the Debt Service Fund to

\$750,000.

**Public Hearing on 2019
Budget**

Director Nickless opened the public hearing on the 2019 Proposed Budget. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the *Douglas County News-Press* on November 22, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

**Consider Adoption of 2019
Budget Resolution**

Ms. Hunsche reviewed the proposed 2019 Budget with the Board. Following discussion, upon motion duly made and seconded, the Board approved the resolution adopting the budget, appropriating funds therefor and certifying 1.000 mill for the general fund and 11.055 mills for the debt service fund.

**Auditor Proposals for 2018
Audit**

Ms. Hunsche reviewed the 2018 Auditor Proposal with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2018 Audit Proposal from Dazzio & Associates.

Other Financial Matters

None.

Directors' Items

None.

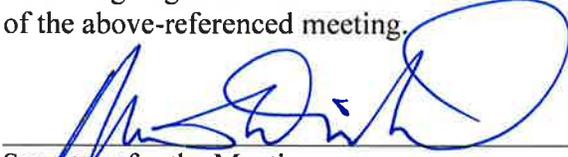
Other Business

None.

Adjourn

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



Secretary for the Meeting

The foregoing minutes were approved on the 11th day of February, 2019.