

## RECORD OF PROCEEDINGS

---

### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF RESOURCE COLORADO WATER AND SANITATION METROPOLITAN DISTRICT

A Special Meeting of the Board of Directors of the Resource Colorado Water and Sanitation Metropolitan District (the "District") was held in accordance with applicable statutes of the State of Colorado on Monday, November 9, 2020 at 12:00 p.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of COVID-19 by limiting in-person contact, this CAB Board meeting was held via teleconference. The meeting was open to the public.

#### ATTENDANCE

##### **Directors in attendance were:**

Toni Serra (President)  
John "Mick" Todd (Secretary)  
Joel Farkas (Treasurer)

##### **Also present were:**

MaryAnn McGeady, Esq., Paula Williams, Esq., Courtney Diguardi, Esq. and Chanda Thomsen, McGeady Becher P.C.  
Jason Carroll and Paul Wilson, CliftonLarsonAllen LLP ("CLA")  
Justin Hay, StackLot L.L.C.  
Barry Fehr, Pioneer Metropolitan District No. 5 Board Member  
Mike Sullivan; D.A. Davidson & Co.  
Kamille Curylo and Tanya Lawless; Kutak Rock LLP  
Jenni Brooks; Ballard Spahr LLP  
Justin Hay; StackLot, L.L.C.  
Barrett Marrocco; Independent District Engineering Services ("IDES")  
Keenan Rice; Municap, Inc.  
Mark Sullivan, Esq.; Representative for Mr. Todd

#### ADMINISTRATIVE MATTERS

**Disclosure of Potential Conflicts of Interest:** Attorney Diguardi confirmed a quorum and discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board to the Secretary of State. The members of the Board were requested 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 statute. It was noted by Attorney Diguardi that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

**Agenda:** The Agenda for the District's Special Meeting was distributed for the Board's review. Following discussion and upon motion duly made

by Director Todd, seconded by Director Serra and, upon vote, unanimously carried, the Board approved the Agenda.

**Approval of Meeting Location and Posting of Notices:** 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, and upon motion duly made by Director Todd, seconded by Director Serra and, upon vote, unanimously carried, the Board determined that due to concerns regarding the spread of COVID-19 and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held by conference call. Attorney Diguardi confirmed that notice of this meeting and conference call number was posted on a post within the District's boundaries and the Board has not received any objections to the meeting format or any requests that the meeting format be changed by taxpaying electors within the boundaries of the District.

**Public Comment:** There were no public comments.

**Minutes of October 23, 2020 Special Meeting:** The Board deferred discussion.

**Resolution No. 2020-11-01 Establishing 2021 Meeting Dates, Time and Location:** The Board discussed the business to be conducted in 2021. The Board considered Resolution No. 2020-11-01 Establishing 2021 Meeting Dates, Time and Location and Designating Location for Posting of 24-hour Notices. Following discussion, upon motion duly made by Director Todd, seconded by Director Serra and, upon vote, unanimously carried, the Board adopted Resolution No. 2020-11-01 and scheduled meetings for 2021 to be held on the 3<sup>rd</sup> Monday of each month, at 2:00 p.m. at McGeady Becher P.C., 450 E. 17<sup>th</sup> Avenue, Suite 400, Denver, Colorado 80203.

**2021 District Insurance and Special District Association Membership Renewals:** Attorney Diguardi reviewed the insurance renewal documents with the Board. Following discussion, upon motion duly made by Director Todd, seconded by Director Serra and, upon vote, unanimously carried, the Board approved renewal of the District's insurance and Special District Association membership for 2021.

## LEGAL MATTERS

**Termination of the Intergovernmental Agreement Regarding Assignment of Reimbursement Obligations and Consent to Construction by and between the District Pioneer Metropolitan District No. 3:** The Board discussed Termination of the Intergovernmental Agreement Regarding Assignment of Reimbursement Obligations and Consent to Construction by and between the District

Pioneer Metropolitan District No. 3. Following discussion, upon motion duly made by Director Farkas, seconded by Director Todd and, upon vote, unanimously carried, the Board approved the Termination of the Intergovernmental Agreement Regarding Assignment of Reimbursement Obligations and Consent to Construction by and between the District and Pioneer Metropolitan District No. 3.

**Memorandum of Understanding by and between the Pioneer Community Authority Board (the "CAB") and the District:** The Board discussed the rescission of the Memorandum of Understanding by and between the CAB and the District. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra and, upon vote, unanimously carried, the Board approved the rescission of the Memorandum of Understanding by and between the CAB and the District.

**OTHER BUSINESS**

There was no other business to come before the Board.

**ADJOURNMENT**

Following discussion, upon motion duly made by Director Serra, seconded by Director Farkas and, upon vote, unanimously carried, the Board adjourned the meeting.

The foregoing record constitutes a true and correct copy of the Minutes of the above-referenced meetings.



---

Secretary for the Meeting