

MINUTES OF A SPECIAL MEETING OF THE BOARD  
OF DIRECTORS

OF

CUNDALL FARMS METROPOLITAN DISTRICT

Held: Monday, August 3, 2020, at 5:00 p.m. via  
Teleconference.

Due to the Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus, this meeting will be held via teleconference.

**Attendance**

A special meeting of the Board of Directors of the Cundall Farms Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

David Scott  
Reuben Maes  
Bradley Nelson  
Kathy Snyder  
Darren Fresquez

Also present was Megan J. Murphy, Esq., and Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron; Judy Smeltzer, Advance HOA Management, Inc.; and Gigi Pangindian, and Ben Houghton, CliftonLarsonAllen, LLP, District Accountant.

**Call to Order**

Mr. Scott noted that a quorum of the Board was present and called the meeting to order.

**Declaration of Quorum/Director  
Qualification/Reaffirmation of  
Disclosures**

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of 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. Ms. Murphy

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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

**Agenda**

The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as amended.

**Public Comment**

None.

**Consent Agenda**

The Board reviewed the consent agenda. Following a discussion, the items on the consent agenda were approved, adopted and/or ratified by one motion duly made and seconded, and unanimously carried.

1. July 14, 2020 Special Meeting Minutes
2. July 23, 2020 Special Meeting Minutes
3. Addition of Constant Contact on District Website

**District Management Matters**

Ratify Independent Contractor Agreement with Advance HOA Management, Inc.

The Board engaged in general discussion regarding the Independent Contractor Agreement with Advance HOA Management, Inc. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Director Nelson, Director Maes, Ms. Smeltzer, and Ms. Murphy to finalize the agreement.

Introduction of Advance HOA Management, Inc.

Ms. Smeltzer introduced herself to the Board.

Discuss Tree Healthcare Proposal

The Board discussed the tree healthcare proposal that was approved at the July 14, 2020 meeting. Following discussion, upon a motion duly made and seconded, the Board unanimously reversed approval of the proposal.

Discuss 2021 Landscape Maintenance and Snow Removal Contract

Following discussion, the Board directed Ms. Smeltzer to seek proposals for landscape maintenance, snow removal, and irrigation services for 2021.

Discuss Board Member Email Addresses

Following discussion, the Board approved the use of Board member email addresses.

Other District Management Matters None.

**Legal Matters**

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron Mr. Waldron reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron with the Board. Mr. Waldron noted specifically that Mr. Waldron and Ms. Murphy are 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. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Engagement Letter with White Bear Ankele Tanaka & Waldron subject to final review by Director Snyder.

Other Legal Matters None.

**Financial Matters**

Consider Approval of Financials/Payables Mr. Houghton presented the June 30, 2020 financial statements. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the financial statements.

Mr. Houghton presented claims in the amount of \$103,900.14 for ratification. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the claims.

Discuss Municipal Advisor Proposals Deferred.

Consider Approval of Engagement Letter with CliftonLarsonAllen LLP Ms. Pangindian presented the engagement letter to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.

Other Financial Matters None.

Executive Session Upon motion of Director Scott, seconded by Director Maes, and upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 8:19 P.M. for the purpose of receiving legal advice on specific legal questions related to General Obligation Refunding Bonds, Series 2017A, Subordinate Limited Tax

General Obligation Improvement Bonds, Series 2017B, and Limited Tax Junior Lien Subordinate General Obligation Bonds, Series 2017C (collectively, the “**Bonds**”) and pursuant to § 24-6-402(4)(e), C.R.S. determining positions relative to matter that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators related to the Bonds.

Pursuant to § 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of the District’s attorney, constitutes privileged attorney-client communication pursuant to § 24-6-402(4)(b), C.R.S.

Also pursuant to § 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Board reconvened in regular session at 8:35 P.M.

Following discussion, the Board directed legal counsel to request the \$40,000 developer advance be returned to the District.

**Other Business**

None.

**Adjourn**

There being no further business to be conducted, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

*Darren Fresquez*  
Darren Fresquez (Nov 17, 2020 12:10 MST)

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Secretary for the Meeting

The foregoing minutes were approved on the 2nd day of September, 2020.

**ATTORNEY STATEMENT  
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Cundall Farm Metropolitan District, I attended the executive session meeting at a special meeting of Cundall Farm Metropolitan District convened at 8:19 P.M. on August 3, 2020 for the sole purpose of discussing legal advice on specific legal questions related to General Obligation Refunding Bonds, Series 2017A, Subordinate Limited Tax General Obligation Improvement Bonds, Series 2017B, and Limited Tax Junior Lien Subordinate General Obligation Bonds, Series 2017C (collectively, the “**Bonds**”) and determining positions relative to matter that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators related to the Bonds as authorized by Section 24-4-402(4)(b), C.R.S. and Section 24-4-402(4)(e), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.

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Megan J. Murphy, Esq.






# Cundall Farms 2020-08-003 Special Meeting Minutes

Final Audit Report

2020-11-17

Created:	2020-11-17
By:	Maudie Johns (mjohns@wbapc.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAPilzvVuLuOkHQ-wqz-hCrvzpl-VcOa1q

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-  Document created by Maudie Johns (mjohns@wbapc.com)  
2020-11-17 - 7:03:51 PM GMT- IP address: 50.209.233.181
-  Document emailed to Darren Fresquez (darrenfresquez@msn.com) for signature  
2020-11-17 - 7:04:10 PM GMT
-  Email viewed by Darren Fresquez (darrenfresquez@msn.com)  
2020-11-17 - 7:09:06 PM GMT- IP address: 192.188.155.154
-  Document e-signed by Darren Fresquez (darrenfresquez@msn.com)  
Signature Date: 2020-11-17 - 7:10:20 PM GMT - Time Source: server- IP address: 192.188.155.154
-  Agreement completed.  
2020-11-17 - 7:10:20 PM GMT