

**MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF  
CUNDALL FARMS METROPOLITAN DISTRICT**

**HELD:** The 16<sup>th</sup> day of April, 2020 at 9:00 am via Zoom call.

Due to the Executive Order issued by Governor Polis on March 25, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-24 implementing the Executive Order, issued by the Colorado Department of Health and Environment (CDPHE) on March 26, 2020, the meeting was held via teleconference.

**ATTENDANCE:**

A special meeting of the Board of Directors for Cundall Farms Metropolitan District was called and held as shown above and in accordance with applicable statutes of the State of Colorado, with the following Directors present and acting:

David Scott  
Christopher Elliott  
Matt Janke  
Corey Elliott

Director Mauricio Barbera was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were:

Clint Waldron, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka and Waldron, P.C. District General Counsel;  
Denise Haas, 5150 Community Management, District Manager; and  
Ben Houghton, CliftonLarsonAllen, LLP, District Accountant.

**CALL TO ORDER:**

The Board noted that a quorum was present for the purpose of conducting a special meeting of the Board of Directors of Cundall Farms Metropolitan District. The meeting was called to order at 9:07 am.

**DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:**

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 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. 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 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 THE AGENDA:**

The Board reviewed the proposed agenda. Ms. Haas requested a modification to the agenda be made to include the discussion of the Metco Landscape Proposals for Irrigation Repairs. Mr. Scott requested discussion be held on engagement letters with White Bear Ankele Tanaka & Waldron and CliftonLarsonAllen. Upon a motion duly made, seconded and upon a vote unanimously carried, the Board approved the Agenda as amended.

## **APPROVAL OF THE MINUTES:**

Approval of the November 21, 2019 Minutes – The Board reviewed the November 21, 2019 minutes. Upon a motion duly made, seconded and upon a vote unanimously carried, the Board approved the minutes.

Approval of the February 20, 2020 Minutes – The Board reviewed the February 20, 2020 minutes. Upon a motion duly made, seconded and upon a vote unanimously carried, the Board approved the minutes.

## **DISTRICT BUSINESS:**

- 1.) Consider Adoption of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meeting – Ms. Murphy presented and stated that this Resolution will allow the Board to continue business and allow public meetings to be held via teleconferencing during the COVID-19 public health emergency. Upon a motion duly made, seconded and upon a vote unanimously carried, the Board adopted the resolution.
- 2.) Consider Adoption of Resolution Establishing an Electronic Signature Policy – Ms. Murphy presented and stated that this Resolution will allow Board members to sign documents with a signature image or a signature generated by a computer program such as Adobe, DocuSign, or other similar software. Upon a motion duly made, seconded and upon a vote unanimously carried, the Board adopted the resolution.
- 3.) Consider Adoption of Resolution Regarding Acceptance and Acquisition of Public Improvements (Underdrain) – The Board discussed the underdrain system in the community. After discussion, the Board did not take action on this item as the underdrain system is not ready to be accepted.
- 4.) Consider Adoption of Resolution Regarding Initial Acceptance of Public Improvements (Tract P1) – Ms. Murphy explained that Tract P1 is currently owned by K.B. Home Colorado Inc. Mr. Scott commented that his understanding is K.B. Home Colorado Inc. intends to convey Tract P1 to the adjacent homeowner or possibly both adjacent homeowners that share a common property line. No action was taken.
- 5.) Consider Approval of Special Warranty Deeds (Tracts B, Q1 and Z) –
  - a. In regards to Tract Q1, Ms. Murphy informed the Board that this tract had already been accepted when Tract D was accepted last year. Upon a motion duly made, seconded and upon a vote unanimously carried, the Board approved the special warranty deed.
  - b. In regards to Tract Z, Ms. Haas informed the Board that this tract should not be accepted as there is a significant amount of debris from concrete wash-out as well as construction trash on Tract Z that needs to be cleaned up. Ms. Murphy recommended sending K.B. Home Colorado Inc. a violation letter with a clear deadline of when the work needs to be completed. Upon a motion duly made, seconded and upon a vote unanimously carried, the Board authorized Ms. Haas to send a violation letter.

- c. In regards to Tract B, Ms. Murphy noted that this is the tract that qualifies the current Board of Directors who do not live within the community to serve on the Board of Directors. Ms. Murphy noted that the improvements on Tract B were accepted by the District on November 1, 2018. Upon a motion duly made, seconded and upon a vote unanimously carried, the board approved the special warranty deed to be recorded on May 4, 2020.
- 6.) Consider Approval of March 31, Unaudited Financial Statements – Mr. Houghton reviewed the financial statements for the District for the period ending March 31, 2020. Upon a motion duly made, seconded and upon a vote unanimously carried the Board accepted the financial statements.
- 7.) Consider Adoption of Independent Accountant’s Report on Applying Agreed-Upon Procedures - Mr. Houghton reviewed the Independent Accountant’s Report for the period from January 1, 2020 through March 31, 2020. Upon a motion duly made, seconded and upon a vote unanimously carried the Board accepted the report.
- 8.) Metco Landscape, LLC Proposals for Irrigation Repairs – Ms. Haas reviewed the proposals for irrigation repairs received from Metco with the Board. Ms. Haas explained that Ms. Murphy had pointed out that irrigation repairs may be the responsibility of the builder under their warranty. Ms. Haas stated she will get additional information on which tracts the repairs are for and will let the Board know what action, if any, needs to occur.
- 9.) Engagement Letters with White Bear Ankele Tanaka & Waldron and CliftonLarsonAllen – Mr. Scott requested White Bear Ankele Tanaka & Waldron and CliftonLarsonAllen provide flat fee proposals for legal services and accounting service for the Board to consider at the next meeting.
- 10.) Meeting Date/Time to Educate New Board – Ms. Murphy and Ms. Haas discussed hosting a Zoom call to introduce the new Board members that will be elected on May 5, 2020 and educate them on their duties and expectations. It was agreed that a meeting would be held at 5:00 pm on May 14<sup>th</sup>. Ms. Haas will coordinate with new Board members.

**ADJOURNMENT:**

There being no further business to come before the Board and upon motion duly made, seconded and upon vote unanimously carried, the Board moved to adjourn the meeting at 10:04 am. The foregoing Minutes constitute a true and correct copy of the Minutes of the above referenced meeting and were approved by the Board of Directors of Cundall Farm Metropolitan District.

**BY:**

*Darren Fresquez*

Darren Fresquez (Jul 24, 2020 17:14 MDT)

Secretary for Cundall Farms Metropolitan District







# Cundall Farms Minutes for Signature

Final Audit Report

2020-07-24

Created:	2020-07-16
By:	Dana Anderson (danderson@wbapc.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA1ZxuQThfTb36SM_07uiC6zB0YWc2wnvy

## "Cundall Farms Minutes for Signature" History

-  Document created by Dana Anderson (danderson@wbapc.com)  
2020-07-16 - 9:16:21 PM GMT- IP address: 50.209.233.181
-  Document emailed to Darren Fresquez (darrendfresquez@msn.com) for signature  
2020-07-16 - 9:17:16 PM GMT
-  Email viewed by Darren Fresquez (darrendfresquez@msn.com)  
2020-07-16 - 10:17:08 PM GMT- IP address: 174.245.196.28
-  Email viewed by Darren Fresquez (darrendfresquez@msn.com)  
2020-07-24 - 6:15:26 PM GMT- IP address: 97.107.70.37
-  Document e-signed by Darren Fresquez (darrendfresquez@msn.com)  
Signature Date: 2020-07-24 - 11:14:10 PM GMT - Time Source: server- IP address: 71.237.44.7
-  Signed document emailed to Dana Anderson (danderson@wbapc.com) and Darren Fresquez (darrendfresquez@msn.com)  
2020-07-24 - 11:14:10 PM GMT