

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CHIMNEY ROCK METROPOLITAN DISTRICT JUNE 15, 2020

A Special Meeting of the Board of Directors of the Chimney Rock Metropolitan District was duly held on Monday, the 15<sup>th</sup> day of June, 2020, at 10:00 A.M. Due to 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 held by conference call without any individuals (neither district representatives nor the general public) attending in person. The meeting was open to the public.

#### ATTENDANCE

##### Directors In Attendance Were:

Telfer "Woody" Norman  
Charles H. Haase  
Kenneth "Delmar" Rumph  
John "Marc" Rinehart

##### Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Elisabeth Cortese, Esq.; McGeady Becher P.C.

Darcy Beard, CPA; Accountant for the District, (for a portion of the meeting)

Chuck Hansen; Board Candidate

Kimberly Johannis; Simmons & Wheeler, P.C.

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

**Disclosures of Potential Conflicts of Interest:** Attorney Cortese noted that disclosure of potential conflict of interest statements for Director Haase and Director Rumph were filed with the Secretary of State at least 72 hours in advance of the meeting. It was disclosed that Director Haase is also the President of and a Director on the Willowbrook Water & Sanitation District Board and Director Rumph is Treasurer of and a Director on the Board of Directors of the Willow Springs North Master Homeowners' Association. Mr. Solin noted for the record that there were no further new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting and in accordance with statutes.

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### ADMINISTRATIVE MATTERS

**Agenda:** Mr. Solin distributed for the Board's review and approval, a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Rinehart, seconded by Director Norman and, upon vote, unanimously carried, the Agenda was approved, as presented.

**Approval of Meeting Location:** 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 review, upon motion duly made by Director Reinhart, seconded by Director Norman and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within the District's boundaries to conduct this meeting, it was determined to conduct the meeting at the above stated location. The Board further noted that notice of this location was duly posted and that it had not received any objections to the location or requests that the meeting place be changed by residents or taxpaying electors within the District boundaries.

**May 2020 Election:** Mr. Solin noted for the Board that the May 5, 2020 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of Directors.

**Board Vacancy:** The Board considered the appointment of Charles E. Hansen to fill the vacancy on the Board of Directors.

Following discussion, upon motion duly made by Director Haas, seconded by Director Rinehart and, upon vote, unanimously carried, Charles E. Hansen was appointed to fill a vacancy on the Board of Directors. The Oath of Office was administered.

**Appointment of Officers:** Upon motion duly made by Director Haase, seconded by Director Hansen and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Telfer "Woody" Norman
Treasurer	Kenneth "Delamr" Rumph
Secretary	David Solin
Assistant Secretary	John "Marc" Rinehart
Assistant Secretary	Charles H. Haase
Assistant Secretary	Charles Hansen

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**Minutes:** The Board reviewed the Minutes of the October 28, 2019 Special Meeting.

Following discussion, upon motion duly made by Director Haase, seconded by Director Rumph and, upon vote, unanimously carried, the Minutes of the October 28, 2019 Special Meeting were approved, as amended.

**2020 SDA Conference:** The Board entered into discussion regarding sending Board member(s) to the 2020 SDA Conference in Keystone on September 23, 24 and 25, 2020.

Following discussion, upon motion duly made by Director Rumph, seconded by Director Hansen and, upon vote, unanimously carried, the Board approved sending all interested Board members to the 2020 SDA Conference in Keystone on September 23, 24 and 25, 2020.

### **FINANCIAL MATTERS**

**2019 Audit:** Ms. Beard reviewed the 2019 draft Audited Financial Statements with the Board.

Following review and discussion, upon motion duly made by Director Rumph, seconded by Director Haase and upon vote, unanimously carried, the Board approved the 2019 Audited Financial Statements and authorized the execution of the Representations Letter.

**Claims:** The Board reviewed and considered ratifying approval of the payment of claims for the period ending as follows:

Fund	Period Ending Oct. 23, 2019	Period Ending Dec. 26, 2019	Period Ending Jan. 16, 2020	Period Ending Feb. 14 , 2020
General	\$ 1,427.01	\$ 6,091.49	\$ 4,109.19	\$ 2,370.33
Debt Service	\$ -0-	\$ -0-	\$ -0-	\$ 400.00
<b>Total Claims</b>	<b>\$ 1,427.01</b>	<b>\$ 6,091.49</b>	<b>\$ 4,109.19</b>	<b>\$ 2,770.33</b>

Fund	Period Ending March 12, 2020	Period Ending April 10, 2020	Period Ending May 13, 2020
General	\$ 1,265.12	\$ 4,871.44	\$ 1,366.38
Debt Service	\$ -0-	\$ -0-	\$ -0-
<b>Total Claims</b>	<b>\$ 1,265.12</b>	<b>\$ 4,871.44</b>	<b>\$ 1,366.38</b>

Following discussion, upon motion duly made by Director Rinehart, seconded by Director Hansen, and upon vote, unanimously carried, the board ratified approval of the payment of claims, as presented.

**Financial Statements:** Ms. Beard reviewed with the Board, the unaudited financial statements of the District for the period ending April 30, 2020.

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Following review and discussion, upon motion duly made by Director Haase, seconded by Director Norman and, upon vote, unanimously carried, the unaudited financial statements for the period ending April 30, 2020 were accepted, as presented.

**Preparation of the 2021 Budget:** The Board discussed preparation of the 2021 Budget.

Following discussion, upon motion duly made by Director Rumph, seconded by Director Rinehart and, upon vote, unanimously carried, the Board appointed the District Accountant prepare the 2021 Budget. The Board determined to hold the public hearing to consider adoption of the 2021 Budget on Monday, October 19, 2020 at 10:00 a.m. at the regular meeting location.

### LEGAL MATTERS

**Status of Tidrick Property Development:** The Board discussed the status of the Tidrick Property Development. Mr. Swalling had submitted the same packet for approval in January. Residents have requested that the Commissioners hold a public hearing, versus a virtual hearing so that residents could participate more easily. Mr. Swalling owns a 36.5-acre portion of the 84.7 acres, received through transfer.

**McGeady Becher P.C. District Records Retention Policy:** Attorney Williams presented to the Board an update to the McGeady Becher P.C. Document Retention Policy.

Following discussion, upon motion duly made by Director Rinehart, seconded by Director Hansen and, upon vote, unanimously carried, the Board approved the updated McGeady Becher P.C. Document Retention Policy. A copy is attached hereto and incorporated herein by this reference.


### OTHER MATTERS

There were no Other Matters.

### ADJOURNMENT

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

Respectfully submitted,

By   
Secretary for the Meeting



## Document Retention Policy

### **Types of Documents**

In representing you we will, or may, take possession of, create, and/or keep various types of documents. These consist of documents you provide to us, documents which constitute the District's official public record, and internal documents we create to assist us in providing services to you.

#### **Documents You Provide to Us**

It is our policy to copy and return original documents you provide to us as soon as practicable. Exceptions to this policy are original documents which should be kept as part of the District's official public record, instances where we must have an original document to represent you, and cases where we have affirmatively agreed retain a document for safekeeping.

#### **The District's Record**

As a part our engagement, we will maintain the District's official public Record (the "Record"). The Record is a highly useful and detailed compilation of documents reflecting the official actions of the District and serves multiple functions. First, it collects those documents which the public is entitled to inspect and copy under various state and federal public records and freedom of information statutes. Second, it organizes the records of the District - such as its contracts, land and title records, and easements - in a manner which is useful in conducting the ongoing business of the District. Third, the Record helps expedite the District's annual audit process. Fourth, in the event you should change legal counsel or employ in-house counsel, the Record will enable that counsel to understand the status and assume representation of the District with maximum efficiency.

The Record includes the District's organizational documents, fully-executed agreements which are still in effect, rules, regulations, resolutions adopted by the District, official minutes books, meeting notices, agendas, insurance policies, District maps, election records, bond documents, audit documents, and many more. A comprehensive list of documents comprising the Record is available from us at any time upon request.

Creating and maintaining the Record is an important and complex task, and you agree to pay our actual costs and hourly fees associated with doing this.

#### **Supplemental Documents**

All other documents created in course of representing you are referred to as Supplemental Documents. These include our notes, drafts, memoranda, worksheets, electronic communications, and other electronic documents stored in various media or file servers.

### **Documents We Retain**

Except as provided in this Document Retention Policy or an amendment thereto, we will keep the Record and any original documents accepted by us for safekeeping so long as we represent you.

### **Delivery of the Record**

Once a matter is concluded, or our has representation terminated, we deliver to you or the District's designee the original, printed Record, together with any original documents we have accepted for safekeeping, provided our fees and costs have been paid in full.

If you do not designate someone to receive these records, we will deliver them to a then-current officer or director of the District. If we are unable to deliver these documents for any reason, we may retain, destroy, or otherwise dispose of them in manner which assures their continued confidentiality within thirty (30) days of our concluding that an authorized recipient cannot be readily located.

We will also confidentially destroy the Record of any District in our possession if a final order of dissolution of the District is entered.

All other documents, including all Supplemental Documents, are routinely, periodically, confidentially, and permanently purged by us once they are no longer useful to us in providing services to you.