

# RECORD OF PROCEEDINGS

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## MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CHIMNEY ROCK METROPOLITAN DISTRICT MARCH 10, 2023

A Special Meeting of the Board of Directors of the Chimney Rock Metropolitan District was duly held on Friday, the 10<sup>th</sup> day of March, 2023, at 2:00 P.M. 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  
Kenneth “Delmar” Rumph  
Charles “Chuck” Hansen

Following discussion, upon motion duly made by Director Hansen seconded by Director Rumph and, upon vote, unanimously carried, the absences of Director Haase and Director Rinehart were excused.

#### Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Jeffrey E. Erb, Esq.; Erb Law, LLC.

Darcy Beard, CPA; Accountant for the District

### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: Attorney Erb 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 that a quorum was present and requested members of the Board 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 the statute.

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### ADMINISTRATIVE MATTERS

**Agenda:** The meeting was called to order at 2:02 p.m. 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 Hansen, seconded by Director Rumph and, upon vote, unanimously carried, the Agenda was approved.

**Approval of Meeting Location:** The Board confirmed the holding of the meeting by teleconference as allowed by §§ 32-1-903 and 24-6-402, C.R.S. The Board further noted that notice of the time, date and location was duly posted no less than 24-hours before the Board meeting.

**Resignation and Appointment of Secretary to the Board:** The Board discussed the resignation of Steve Beck and considered the appointment of David Solin as Secretary to the Board.

Following discussion, upon motion duly made by Director Rumph, seconded by Director Norman and, upon vote, unanimously carried, the Board accepted the resignation of Steve Beck as Secretary to the Board and appointed David Solin as Secretary to the Board.

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### FINANCIAL MATTERS

#### **Executive Session:**

*Executive session of the Board of Directors for the purpose of (1) Discuss matters related to the Capital Improvement Fee; (2) District Fees and Costs related to Exclusion; and (3) Recordation of Document Against Property:* The Board determined an Executive Session was not necessary.

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### LEGAL MATTERS

#### **Resolution of the Board of Directors of the Chimney Rock Metropolitan District Consenting to the Organization of Willow Springs Estates Metropolitan District:**

The Board reviewed a Resolution of the Board of Directors of the Chimney Rock Metropolitan District Consenting to the Organization of Willow Springs Estates Metropolitan District.

Following discussion, upon motion duly made by Director Norman, seconded by Director Hansen and, upon vote, unanimously carried, the Board approved the Resolution of the Board of Directors of the Chimney Rock Metropolitan District Consenting to the Organization of Willow Springs Estates Metropolitan District.

**Exclusion Agreement between WSE Morrison, LLC and the District:** The Board reviewed an Exclusion Agreement between WSE Morrison, LLC and the District. Following discussion, upon motion duly made by Director Rumph, seconded by Director Hansen and, upon vote, unanimously carried, the Board approved the Exclusion Agreement between WSE Morrison, LLC and the District.

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### OTHER MATTERS

There were no other matters.

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### ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by, seconded by and, upon vote, unanimously carried, the meeting was adjourned at 2:28 p.m.

Respectfully submitted,

By   
Secretary for the Meeting