

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE YARROW GARDENS METROPOLITAN DISTRICT HELD SEPTEMBER 8, 2020

A special meeting of the Board of Directors of the Yarrow Metropolitan District (referred to hereafter as the "District") was convened on Tuesday, the 8th day of September, 2020, at 2:00 p.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 teleconference via Zoom without any individuals (neither District Representatives nor the general public) attending in person. The meeting was open to the public by teleconference via Zoom.

ATTENDANCE

Directors In Attendance Were:

Gene Myers
Stephen Myers
William "Bill" Rectanus
Jeffrey Seibold
John "Jay" Garcia

Also In Attendance Were:

David Solin; Special District Management Services, Inc. ("SDMS")

Jeffrey Erb, Esq. and Elizabeth Dauer, Esq.; Seter & Vander Wall, P.C.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

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. Attorney Erb noted that Disclosure Statements have been filed for all directors. Director Garcia disclosed his employer is NT Builders LLC, an affiliate of the developer.

ADMINISTRATIVE MATTERS

Mr. Solin distributed for the Board's review and approval, a proposed Agenda for the District's special meeting.

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Following discussion, upon motion duly made by Director S. Myers, seconded by Director G. Myers 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 discussion, upon motion duly made by Director S. Myers, seconded by Director G. Myers and, upon vote, unanimously carried, the Board determined that 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 would be held by teleconference via Zoom and neither District Representatives nor the general public would attend in person. The Board further noted that notice of the time, date and location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Management Agreement with Special District Management Services, Inc. ("SDMS") and consider appointment of David Solin as Secretary to the Board of Directors: The Board reviewed a Management Agreement with SDMS and considered appointment of David Solin as Secretary to the Board of Directors.

Following review and discussion, upon motion duly made by Director G. Myers, seconded by Director Rectanus and, upon vote, unanimously carried, the Board ratified approval of the Management Agreement with SDMS and appointed David Solin as Secretary to the Board of Directors.

Minutes: The Board reviewed the Minutes of the March 10, 2020 regular meeting.

Following discussion, upon motion duly made by Director G. Myers, seconded by Director Rectanus and, upon vote, unanimously carried, the Minutes from March 10, 2020 regular meeting was approved as presented.

District Website with Statewide Internet Portal Authority ("SIPA"): It was noted that the District will wait for the SIPA site.

PUBLIC COMMENTS

There were no public comments.

LEGAL MATTERS

Engagement of Seter & Vander Wall, P.C.: The Board discussed the engagement of Seter & Vander Wall, P.C. as General Legal Counsel for the District.

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Following discussion, upon motion duly made by Director G. Myers, seconded by Director S. Myers, and, upon vote, unanimously carried, the Board ratified approval of the engagement of Seter & Vander Wall, P.C. as General Legal Counsel for the District.

Resolution Regarding Electronic Signatures and Electronic Document Storage:

The Board discussed a Resolution Regarding Electronic Signatures and Electronic Document Storage.

Following discussion, upon motion duly made by Director G. Myers, seconded by Director S. Myers, and, upon vote, unanimously carried, the Board adopted a Resolution Regarding Electronic Signatures and Electronic Document Storage.

Rescinding Approval of Addendum to WBA Engagement Letter for District Management Services and Approval of ICA with Harmony Management Group, Inc. for Property Management, Covenant Enforcement, and Billing Services:

The Board discussed rescinding approval of the Addendum to WBA Engagement Letter for District Management Services and approval of ICA with Harmony Management Group, Inc. for Property Management, Covenant Enforcement, and Billing Services.

Following discussion, upon motion duly made by Director Rectanus, seconded by Director G. Myers, and, upon vote, unanimously carried, the Board ratified approval to rescind approval of the Addendum to WBA Engagement Letter for District Management Services and approval of ICA with Harmony Management Group, Inc. for Property Management, Covenant Enforcement, and Billing Services.

FINANCIAL MATTERS

2019 Audit: The Board discussed the 2019 Audited Financial Statements and execution of Representations Letter.

Following discussion, upon motion duly made by Director G. Myers, seconded by Director S. Myers, and, upon vote, unanimously carried, the Board approved the 2019 Audited Financial Statements and authorized execution of the Representations Letter, subject to final legal review.

Possible Refinance Options: The Board discussed the status of possible bond refinance options. The Board directed Mr. Solin to research the call provisions to see if anything could be done.

Revenue for the District (Imposition of Fees vs. Increase of Mill Levy): The Board discussed the Imposition of fees vs. an increase of the mill levy as sources of revenue for the District. The Board determined that it is preferable for the District to be funded with property taxes and determined not impose fees at this time.

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COVENANTS, OPERATION, AND MAINTENANCE MATTERS

Service Agreement with Landtech Contractors, Inc. for Landscape Maintenance in the 2020 Season: The Board reviewed a Service Agreement with Landtech Contractors, Inc. for Landscape Maintenance in the 2020 Season.

Following review and discussion, upon motion duly made by Director G. Myers, seconded by Director S. Myers, and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement with Landtech Contractors, Inc. for Landscape Maintenance in the 2020 Season.

Service Agreement with Landtech Contractors, Inc. for Landscape Maintenance in the 2021 Season: The Board deferred the discussion of a Service Agreement with Landtech Contractors, Inc. for Landscape Maintenance in the 2021 Season.

Snow Removal Contract for 2020-2021 Season: The Board deferred the discussion of a Snow Removal Contract for 2020-2021 Season.

First Amendment to the Covenants, Conditions and Restrictions and Homeowner Consent Forms: The Board determined that no amendment was necessary, and this item should be removed from future agendas.

Storm Water Permit from Thrive: It was noted that Director Garcia will do some additional research into the Storm Water Permit from Thrive. The Board determined to defer until the December meeting if any action becomes necessary.

Homeowner Access and Maintenance Easement Agreements for Landscape Maintenance and Snow Removal and Status of Homeowner Signatures: The Board determined that no action was necessary for Homeowner Access and Maintenance Easement Agreements for Landscape Maintenance and Snow Removal and status of homeowner signatures. The Board determined to remove this item from future agendas.

OTHER BUSINESS There was no other business.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director S. Myers, seconded by Director Rectanus and upon vote, unanimously carried, the meeting was adjourned at 2:58 p.m.

Respectfully submitted,

By: 
Secretary for the Meeting

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