MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

WARD TOD METROPOLITAN DISTRICT NO. 1

Held: Wednesday, October 19, 2022 at 2:00 p.m. via Zoom.

The regular meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Ben Both
Timothy Westbrook
Christopher Ferguson
Matthew Foran
Kyle Ninness

Also present were Megan J. Murphy, Esq. White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow, CliftonLarsonAllen, LLP, District Accountant; and Tim Bryan, The Management Trust, Co.

Call to Order/Declaration of Quorum	A quorum of the Board was present and the meeting was called to order.
Director Conflict of Interest Disclosures	Ms. Murphy reported that disclosures for those directors that were provided to 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.
Approval of Agenda	The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.
Public Comment	None.

Consent Agenda

The Board reviewed the items on the consent agenda. Ms. Murphy advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and/or adopted:

- Minutes from the July 27, 2022 Regular Meeting;
- Claims Listing in the amount of $11,161.66;
- 2021 Annual Report to City of Wheat Ridge;
- Special District Disclosure Notice Pursuant to §32-1-809, C.R.S.; and
- Resolution Calling May 2, 2023 Election.

Legal Matters

Consider Adoption of 2023 Annual Administrative Resolution

Ms. Murphy presented the 2023 Annual Administrative Resolution to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution as amended.

Discuss and Review Insurance General Liability Schedule and Limits, Consider Authorization to Bind Coverage

Ms. Murphy reviewed the current general liability schedule and limits with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the general liability schedule and authorized legal counsel to bind coverage as presented.

Consider Approval of Contractor Agreement with Heatherly Creative for Website Maintenance and Management

Ms. Murphy presented the Contractor Agreement with Heatherly Creative for Website Maintenance and Management to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Discuss Board Member Contact Emails for District Website

Ms. Murphy noted that the new law requires contact information be posted on the District's website. Following discussion, upon motion duly made and seconded, the Board unanimously approved setting up a general email inbox.

Consider Approval of Proposal from the Management Trust for District Management Services and Consider Approval of Independent Contractor Agreement

Director Ferguson noted that the Board needs more time to discuss this matter. Deferred.

Consider Approval of Independent Contractor Agreement with CDI for Snow Removal Services	Ms. Murphy presented the Independent Contractor Agreement with CDI for Snow Removal Services to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.
Discussion Regarding Warranty Period for Accepted Public Infrastructure	Director Westbrook requested CVL write a letter confirming the accepted public infrastructure is in good condition at the end of the applicable warranty period. Legal counsel to coordinate.
Discuss Second Amendment to Independent Contractor Agreement with IDES for Cost Certification Services	The Board engaged in general discussion regarding the Second Amendment to the Independent Contractor Agreement with IDES for Cost Certification Services and determined to work with IDES to certify additional costs.
Consider Approval of First Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) with Toll Southwest, LLC	Ms. Murphy presented the First Amendment to the Funding and Reimbursement Agreement (Operations and Maintenance) with Toll Southwest, LLC to the Board noting that 2021, 2022 and 2023 costs changed to $55,000 per year. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement as amended.
Other Legal Matters	None.

Financial Matters

Review Unaudited Financials, Schedule of Cash Position and Property Tax Statement	Ms. Bartow reviewed the schedule of cash position with the Board.
Discuss Status of 2021 Audit	Ms. Bartow discussed the status of the 2021 Audit with the Board.
Public Hearing on 2022 Budget Amendment (if necessary)	Not needed.
Consider Approval of Resolution Amending the 2022 Budget (if necessary)	Not needed.
Public Hearing on Proposed 2023 Budget	Director Both opened the public hearing on the proposed 2023 Budget. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolution Adopting the 2023 Budget	Ms. Bartow reviewed the 2023 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying mills for the General Fund and mills for the Debt Service Fund as shown in the 2023 Budget, subject to receipt of final assessed valuation.
Consider Approval of Proposal for 2022 Audit Services	Ms. Bartow informed the Board she will obtain proposals for 2022 Audit services.
Consider Approval of Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting Services	Ms. Bartow presented the Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting Services to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement subject to final review by legal counsel.
Other Financial Matters	None.
Other Business	None.
Adjourn	There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting. The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting. Chris Ferguson Chris Ferguson (Jan 20, 2023 15:50 MST) Secretary for the Meeting The foregoing minutes were approved on the 19th day of January, 2023.