

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

CHERRYLANE METROPOLITAN DISTRICT

Held: Friday, November 2, 2018, at 9:30 A.M. at 2154 E. Commons Avenue, Suite 2000, Centennial, Colorado

Attendance

The 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:

Kevin Wolf

Also present was: Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; Eric Weaver, CPA, Marchetti & Weaver, LLC (via speakerphone).

Call to Order/Declaration of Quorum

Director Wolf noted that a quorum of the Board was present, and the special meeting of the Board of Directors of the Cherrylane Metropolitan District was called to order.

Conflict of Interest Disclosures

Mr. White advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White 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. Mr. White noted that a quorum was present and 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 Agenda

Mr. White presented the Agenda to the Board for consideration. Following review, upon a motion duly made, seconded and unanimously carried, the Board approved the agenda as presented.

Approval of April 17, 2018
Special Meeting Minutes

Mr. White presented the Minutes of the April 17, 2018, special meeting to the Board for consideration. Upon a motion duly made, seconded and unanimously carried, the Board approved the meeting Minutes as presented.

Public Comment

None.

Consent Agenda

Mr. White presented the items on the consent agenda to the Board. Mr. White advised that any item can be removed from the consent agenda to the regular agenda upon a request from any Director. Mr. White highlighted changes to the Firm's engagement letter, including updated rates, provisions clarifying the scope of arbitration, and authorization to list the District as represented client on the Firm's webpage. No items were requested to be moved from the consent agenda. Upon a motion duly made, seconded and unanimously carried the Board approved and adopted the following items:

- 2019 Annual Administrative Resolution
- Ratification/Approval of 2017 Annual Report
- Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Operations Matters

Insurance Matters

Consider Approval of Property and Liability Schedule and Limits

Mr. White presented the Property and Liability Schedule and Limits for consideration. Following review, upon a motion duly made, seconded and unanimously carried, the Board approved the Property and Liability Schedule and Limits.

Legal Matters

None.

Financial Matters

Consider Approval of Financials and Payment of Claims

Mr. Weaver presented and reviewed with the Board the payables/financials. Following review, upon a motion duly made, seconded and unanimously carried, the Board approved the financials and claims.

Public Hearing on 2018
Budget Amendment

Mr. White opened the public hearing on the 2018 Budget Amendments. Mr. White noted that the publication of notice stating that the Boards would consider the 2018 budget and the date and time and location of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing. No public comment was

made and the hearing was closed.

Consider Adoption of
Resolution Amending 2018
Budget

The Board reviewed the Resolution Amending the 2018 Budget. Following review, upon a motion duly made, seconded and unanimously carried, the Board approved the changes from 3.2 million for capital funds projects to 5.5 million.

Public Hearing on 2019
Budget

Mr. White opened the public hearing on the 2019 Budget. Mr. White noted that the publication of notice stating that the Boards would consider the 2019 budget and the date and time and location of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing. No public comment was made and the hearing was closed.

Consider Adoption of
Resolution Approving 2019
Budget

The Board reviewed the 2019 Budget. Following review, upon a motion duly made, seconded and unanimously carried, the Board approved the Resolution Approving the 2019 Budget.

Consider Auditor Proposal

Mr. Weaver presented the Board with the Auditor Proposal. Following review, upon a motion duly made, seconded and unanimously carried, the Board approved the audit proposal with Crady, Puca & Associates.

Other Business

Discussion re Board
Composition

The Board engaged in general conversation regarding Director Wolf working to see if there are property owners for HOA representation and Board transitions. No action taken.


Next Meeting
Adjourn

June 4, 2018

There being no further business to come before the Board, upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

The foregoing minutes were approved by the Board of Directors on the 5th day of November, 2019.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.


Secretary for the Meeting