

RECORD OF PROCEEDINGS

MINUTES OF SPECIAL MEETINGS OF THE BOARDS OF DIRECTORS OF THE SERENITY RIDGE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD MAY 8, 2020

Special meetings of the Boards of Directors (the “Boards”) of the Serenity Ridge Metropolitan Districts Nos. 1 and 2 (hereinafter referred to as “District No. 1” and “District No. 2” respectively, and collectively the “Districts”) was duly held on Friday, the 8th day of May, 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, the District meetings were held by conference call without any individuals (neither District representatives nor the general public) attending in person. The meetings were open to the public via conference call.

ATTENDANCE

Directors In Attendance Were:

Richard Frank
Daniel Frank
Marc Cooper

Also In Attendance Were:

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

Megan Becher, Esq.; McGeady Becher P.C.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Boards discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Boards of Directors and to the Secretary of State. Attorney Becher noted that quorums were present and requested members of the Boards disclose any potential conflicts of interest with regard to any matters scheduled for discussion at the meetings, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute.

ADMINISTRATIVE MATTERS

Agenda: Mr. Solin reviewed with the Board a proposed Agenda for the Districts’ Special Meetings.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Agenda for the Districts’ Special Meetings was approved, as presented.

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Approval of Meeting Location: The Board entered into discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Board meeting.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Boards 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, the District meetings were held by conference call. The Boards further noted that notice of the time, date and conference bridge information was duly posted and that they have not received any objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the Districts' boundaries.

Minutes: The Boards reviewed the Minutes of the November 15, 2019 Special Meetings.

Following discussion, upon motion duly made by Director Cooper, seconded by Director R. Frank and, upon vote, unanimously carried, the Boards approved the Minutes of the November 15, 2019 Special Meetings, as presented.

Results of May 5, 2020 Regular Elections: Mr. Solin discussed with the Boards the results of the May 5, 2020 Regular Elections for Directors ("Elections"). It was noted that the Elections were cancelled, as permitted by statute because there were not more Candidates than positions available on the Boards and that two vacancies exist on each Board respectively, for three-year terms ending in 2023.

Appointments of Officers: The Boards entered into discussion regarding the appointments of officers.

Following discussion, upon motion duly made and, upon vote, unanimously carried, the following officers were appointed for both Districts:

President	Richard Frank
Treasurer/Assistant Secretary	Daniel Frank
Secretary	David Solin
Assistant Secretary	Marc Cooper

Public Comment: There were no public comments at this time.

FINANCIAL MATTERS

Claims: The Board of District No. 1 considered ratifying the approval of the payment of claims for the periods ending as follows:

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	Period Ending Dec. 17, 2019	Period Ending Jan. 16, 2020	Period Ending Feb. 13, 2020	Period Ending Mar. 16, 2020
General Fund	\$ 12,329.93	\$ 10,880.54	\$ 3,782.57	\$ 10,389.16
Debt Service Fund	-0-	-0-	-0-	-0-
Capital Projects Fund	-0-	-0-	-0-	-0-
Total	\$ 12,329.93	\$ 10,880.54	\$ 3,782.57	\$ 10,389.16

Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the Board of District No. 1 ratified approval of the payment of claims, as presented.

Claims: The Board of District No. 1 then considered approval of the payment of claims for the period ending April, 13, 2020, as follows:

General Fund	\$	4,570.48
Debt Service Fund		-0-
Capital Projects Fund		-0-
Total Claims:	\$	<u>4,570.48</u>

Following discussion, upon motion duly made by Director Cooper, seconded by Director D. Frank and, upon vote, unanimously carried, the Board of District No. 1 approved the payment of claims, as presented.

Unaudited Financial Statements: The Board discussed the District's unaudited financial statements for the period ending March 31, 2020 and Schedules of Cash Position for the period ending March 31, 2020.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Boards accepted the Districts' unaudited financial statements for the period ending March 31, 2020 and Schedules of Cash Position for the period ending March 31, 2020.

2019 Audit (District No. 2): Mr. Solin advised the Boards that the 2019 Audit for District No. 2 is currently underway.

**OPERATION AND
MAINTENANCE
MATTERS**

Service Agreement by and between District No. 1 and Manhard Consulting, Ltd. for Surveying Services: The Board reviewed a Service Agreement by and between District No. 1 and Manhard Consulting, Ltd. for Surveying Services.

Following review and discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement by and between District No. 1 and Manhard Consulting, Ltd. for Surveying Services in the amount of \$3,000.00.

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Service Agreement by and between District No. 1 and Schedio Group LLC for Cost Verification Services: The Board reviewed a Service Agreement by and between District No. 1 and Schedio Group LLC for Cost Verification Services.

Following review and discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement by and between District No. 1 and Schedio Group LLC for Cost Verification Services.

Engineer's Report and Verification of Costs Associated with Public Improvements from Schedio Group LLC: The Board discussed the Engineer's Report and Verification of Costs Associated with Public Improvements from Schedio Group LLC.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the Board accepted the Engineer's Report and Verification of Costs Associated with Public Improvements from Schedio Group LLC, subject to final legal review.

Reimbursement to Serenity Investors, LLC and/or Richmond American Homes of Colorado, Inc. pursuant to respective Facilities Funding and Acquisition Agreements by and between the aforementioned entities and District No. 2: The Boards discussed reimbursement to Serenity Investors, LLC and/or Richmond American Homes of Colorado, Inc. pursuant to respective Facilities Funding and Acquisition Agreements by and between the aforementioned entities and District No. 2.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the Boards authorized reimbursement to Serenity Investors, LLC and/or Richmond American Homes of Colorado, Inc. pursuant to respective Facilities Funding and Acquisition Agreements by and between the aforementioned entities and District No. 2.

Service Agreement for Underwater Recovery to Spray Cattails by and between District No. 1 and Underwater Recovery Specialists, Inc.: The Board reviewed a Service Agreement for Underwater Recovery to Spray Cattails by and between District No. 1 and Underwater Recovery Specialists, Inc.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the Board ratified approval of the Service Agreement for Underwater Recovery Spray of Cattails by and between District No. 1 and Underwater Recovery Specialists, Inc.

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LEGAL MATTERS

Cost Sharing Agreement (Landscape Improvements) by and among District No. 1, District No. 2, Serenity Ridge Owners Association, Serenity Ridge Condominiums Owners Association, Serenity Ridge Duplex Owners Association and Cherry Hollow Homeowners Association, Inc.: The Boards discussed a Cost Sharing Agreement (Landscape Improvements) by and among District No. 1, District No. 2, Serenity Ridge Owners Association, Serenity Ridge Condominiums Owners Association, Serenity Ridge Duplex Owners Association and Cherry Hollow Homeowners Association, Inc.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the Board approved the Cost Sharing Agreement (Landscape Improvements) by and among District No. 1, District No. 2, Serenity Ridge Owners Association, Serenity Ridge Condominiums Owners Association, Serenity Ridge Duplex Owners Association and Cherry Hollow Homeowners Association, Inc., contingent upon acceptance of the HOA suggestions, subject to final legal review.

District Boundary Maps and District Public Disclosure Documents: Attorney Becher discussed with the Board the status of the District Boundary Maps and District Public Disclosure Documents. She noted that updated Public Disclosure Documents could be recorded upon receipt of updated boundary maps and legal descriptions.

OTHER BUSINESS

There were no other business matters for discussion at this time.

ADJOURNMENT

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

Respectfully submitted,

By 
Secretary for the Meeting