

MINUTES OF THE SPECIAL MEETING OF THE  
BOARD OF DIRECTORS OF

COTTONWOOD CREEK METROPOLITAN DISTRICT  
NOS. 1-5

Held: Thursday, May 12th, at 2:00 p.m.

*This meeting was held via teleconference.*

**Attendance**

The meeting of the Boards of Directors of the Cottonwood Creek Metropolitan District Nos. 1-5 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

James Spehalski  
Barry Talley

Director Linda Talley was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present: Kristin B. Tompkins, Esq., Megan Murphy, Esq., and Alyssa Rios; White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel and Diane Wheeler, Simmons & Wheeler, P.C., District Accountant.

**Call to Order /Declaration  
of Quorum**

It was noted that a quorum of the Boards was present and the meeting was called to order.

**Combined Meeting**

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

**Conflict of Interest  
Disclosures**

Ms. Murphy advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors that provided 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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Murphy inquired into whether members of the Boards 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 Boards to act.

Agenda

Ms. Murphy presented the Boards with the agenda for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as amended.

Consider Adoption of Resolution Declaring Special District Return to Active Status (District Nos. 2-5)

Ms. Murphy presented the Boards of District Nos. 2-5 with the Resolutions Declaring Special District Return to Active Status. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Resolutions.

Board Matters

The Boards engaged in discussion regarding the appointment of officers. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the following office positions:

James Spehalski, President  
Barry Talley, Secretary  
Linda Talley, Treasurer

The Boards engaged in discussion regarding the vacancies on the Boards. D.R. Horton intends to qualify one person to the Boards of District Nos. 4 and 5. It was noted that a notice of vacancy was published on May 12<sup>th</sup> and new directors may be qualified no earlier than May 24<sup>th</sup>. The Boards will consider appointment of a new director at the next meeting.

Public Comment

None.

Consent Agenda

Ms. Murphy reviewed the items on the consent agenda with the Board of District No. 1. Ms. Murphy advised the Board of District No. 1 that any item may be moved 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 by District No. 1:

- a. Minutes from October 13, 2021 Special Meeting
- b. Engagement of Fiscal Focus Partners, LLC to Prepare 2021 Audit

## **Legal Matters**

Discussion Regarding  
Boundary Adjustments and  
Sale of Property to D.R.  
Horton

The Boards engaged in discussion regarding the Boundary Adjustments and the Sale of Property to D.R. Horton. It was noted the Boards anticipate receiving petitions for inclusion and exclusion for consideration at the next meeting.

Consider Approval of  
Intergovernmental  
Agreement Regarding Debt  
Allocation among Districts

Ms. Murphy presented the Boards with the Intergovernmental Agreement Regarding Debt Allocation among the Districts. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Agreement.

First Amendment to  
Funding and  
Reimbursement Agreement

Ms. Murphy presented the Board of District No. 1 with the First Amendment to Funding and Reimbursement Agreement. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the Agreement.

First Amendment to  
Infrastructure Acquisition  
and Reimbursement  
Agreement

Ms. Murphy presented the Board of District No. 1 with the First Amendment to Infrastructure Acquisition and Reimbursement Agreement. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the Agreement.

## **Financial Matters**

Consider Acceptance of  
Unaudited Financial  
Statements

Deferred.

Consider Approval of  
Claims Payable

Ms. Wheeler presented the Claims to the Board of District No. 1 in the amount of \$23,332.80. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the Claims.

Consider Acceptance of 2021  
Audit

Ms. Wheeler presented the 2021 Audit to the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously accepted the 2021 Audit, subject to receipt of a clean opinion and final review by legal counsel.

Conduct Public Hearing on  
2022 Budget and Consider  
Adoption of Resolution  
Adopting 2022 Budget and  
Appropriating Funds (District  
Nos. 2-5)

Director Spehalski opened the public hearings on the proposed 2022 Budget for District Nos. 2-5. Ms. Murphy noted that notice of the public hearings were provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearings were closed.

Ms. Wheeler presented the 2022 Budgets to the Boards of District Nos. 2-5 for consideration. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 2-5 unanimously

adopted the Resolution Adopting 2022 Budget and Appropriating Funds.

Other Financial Matters

None.

Other Business

The next regular meeting is scheduled for October 12, 2022.

**Adjournment**

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

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

*Barry Talley*

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Secretary for the Meeting