

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
ASH MEADOWS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
JUNE 26, 2023

A special meeting of the Board of Directors of the Ash Meadows Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, June 26, 2023 at 4:30 p.m. This District Board meeting was held via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Lucas Nishimoto, President
Kodi Patterson, Secretary/Treasurer
Andrea Saldana, Assistant Secretary
Joy Vigil, Assistant Secretary

ADMINISTRATIVE MATTERS

Director Nishimoto called the meeting to order at 4:35 p.m.

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting. It was noted that the Directors are residents, and no conflicts of interest were filed. No additional conflicts were disclosed at the meeting.

Quorum, Confirmation of Meeting Location, Posting of Notice, and Agenda: A quorum was confirmed. The Board discussed the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting. Following discussion, and upon motion duly made and seconded, and upon vote unanimously carried, the Board determined that this meeting will be held via Microsoft Teams without any individuals (neither District representatives nor the general public) attending in person. The Board further noted that the notice of the time, date, location, and attendance information for the meeting was duly posted and that no objections to the means of hosting the meeting were received from taxpaying electors within the District’s boundaries.

The Board reviewed the agenda. Following discussion, the Board unanimously approved the agenda.

Minutes from the May 22, 2023 Regular Board Meeting: Following review, the unanimously Board approved the Minutes from the May 22, 2023 regular board meeting.

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Public Comment: None.

**FINANCIAL
MATTERS**

Status of the Budget and Strategy for 2024 as New Property Assessed Values Have Changed: Was not discussed.

LEGAL MATTERS

Other: None.

OTHER BUSINESS

Action Items: The board reviewed.

Sopra Communities Proposal: Ms. Caswell-Dryer, Sopra Communities President and CEO, introduced herself and gave a review of the company's history. She pointed out that part of the challenge for a Metropolitan District in the state of Colorado was the need for a brick-and-mortar financial institution to handle the District's finances. Ms. Caswell-Dryer noted that in an effort to retain the District, Sopra Communities has onboarded a local institution for finances. The Board reviewed the fee structure of the proposal. Ms. Caswell-Dryer noted it is \$2,000 a month which includes full coverage, daily operations, work orders, vendor relations, financial management, and legal advisory.

Director Saldana asked how many Metropolitan Districts Sopra Communities manage. Ms. Caswell-Dryer noted they currently manage none, but they have several managers at their firm who have experience with Metropolitan Districts.

Director Vigil asked if special meetings are covered in the management fee outlined in the proposal. Ms. Caswell-Dryer noted that as long as they are held during business hours, they are. She noted that long or additional meetings would cost more. Director Saldana noted that the meetings may run in excess of 2 hours, but Director Nishimoto and Director Patterson stated they will keep meetings to an hour or less due to efficiency and time management.

Director Saldana asked about website management. Ms. Caswell-Dryer presented the portal they utilize and informed the Directors' they also have a service with a reverse 9-1-1 for emergency notifications and an announcement function.

Ms. Saldana asked about inspections and was informed that these requests are done at the direction of the Board. The Board asked for this to be included in the contract for monthly inspections.

Ms. Caswell-Dryer thanked the Board for their time.

Discussion followed with the Board regarding inspections and the terms of Sopra Communities termination clause.

The Board requested CliftonLarsonAllen Send the Board a map of where all dog

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stations once were in the community.

Director Vigil presented her architectural request for lighting and a flag pole holder installation. She was informed that per the governing documents, this was not necessary.

ADJOURNMENT

There being no further business to come before the Board at this time, the Board adjourned the meeting at 5:36 p.m.

Respectfully submitted,

By  _____
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Secretary for the Meeting