

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
ASH MEADOWS METROPOLITAN DISTRICT (THE “DISTRICT”)  
HELD  
MAY 16, 2022

A special meeting of the Board of Directors of the Ash Meadows Metropolitan District (referred to hereafter as the “Board”) was convened on Friday, May 16, 2022, at 2:30 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

### ATTENDANCE

Directors In Attendance Were:  
Lucas Nishimoto

Also, In Attendance Were:

Stephanie Odewumi and Alonso Duran Rodriguez; CliftonLarsonAllen (“CLA”)

Elisabeth A. Cortese, Esq. and Suzanne M. Meintzer, Esq.; McGeady Becher P.C.

Anna Brozovich (for a portion of the meeting); President of the Ash Meadows Townhomes Association, Inc.

### ADMINISTRATIVE MATTERS

Ms. Odewumi called the meeting to order at 2:30 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 and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. No additional conflicts were disclosed at the meeting.

**Quorum, Confirmation of Meeting Location, Posting of Notice, and Agenda:** Ms. Odewumi confirmed the presence of a quorum, meeting location and posting of the meeting notice. The agenda was presented for review. Upon a motion duly made and seconded by Director Nishimoto, and upon vote, unanimously carried, the Board approved the agenda, as presented.

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,

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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.

**Public Comment:** There were no public comments.

**Results of the May 3, 2022 Director Election:** Attorney Cortese reviewed the election results with the Board, noting that Director Nishimoto was elected by acclamation.

**Oath of Director:** Attorney Cortese confirmed that Director Nishimoto's Oath of Office was filed with the respective entities as required by statute.

**Board Vacancies:** The Board discussed the vacancies. It was noted that there was no interest expressed by any eligible electors at this time.

**Appointment of Officers:** Following discussion, upon a motion duly made and seconded by Director Nishimoto and, upon vote, unanimously carried, the following slate of officers were appointed for the District:

President/Treasurer: Lucas Nishimoto  
Secretary: Stephanie Odewumi

### CONSENT AGENDA

The Board considered the following items under the Consent Agenda:

- **Minutes from the November 12, 2021 Special Board Meeting**

Following review, upon a motion duly made and seconded by Director Nishimoto and, upon vote, unanimously carried, the Board approved and the Consent Agenda.

### FINANCIAL MATTERS

**Payment of Claims:** Mr. Duran Rodriguez reviewed the previous and current claims with the Board. Following review, upon a motion duly made and seconded by Director Nishimoto and, upon vote, unanimously carried, the Board ratified the previous claims and approved the current claims, as presented.

**Cash Position Report:** Mr. Duran Rodriguez reviewed the Cash Position Report with the Board. Following review, upon a motion duly made and seconded by Director Nishimoto and, upon vote, unanimously carried, the Board accepted the Cash Position Report, as presented.

### LEGAL MATTERS

**Irrigation Meter and Water Use Agreement with the Ash Meadows Townhomes Association, Inc. (the "HOA"):** Attorney Cortese provided an

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overview to the Board regarding the Irrigation Meter and Water Use Agreement (the “Agreement”). Ms. Cortese acknowledged that the Agreement was put in place to address the fact that it is due to matters related to the development of the HOA community and the District community. In particular, there is one shared water line (owned by the HOA) with two meters, one meter for the HOA and one meter for the District. Ms. Cortese explained that she has been in contact with several representatives of the HOA and most recently with the president of the HOA, Ms. Brozovich, regarding the Agreement.

Ms. Brozovich advised that the HOA’s management company, Management Specialists, Inc., paid \$30,000.00 towards the alleged arrears and that the HOA’s position is that the District should be responsible for \$30,000.00. Given the District’s May 2022 payment in the amount of \$15,200, the HOA’s position is that the alleged amount outstanding due to the HOA from the District is \$14,800.00. Ms. Brozovich requested payment of same by the District.

**Executive session, pursuant to C.R.S., Section 24-6-402(4)(b) and Section 24-6-402(4)(e) for the purposes of receiving legal advice related to the Agreement:** The Board entered into Executive Session at 3:18 p.m. to receive legal advice concerning negotiations related to the payments to the HOA for alleged past due irrigation water used invoices under the Agreement. The Board exited the Executive Session at 3:26 p.m.

Following discussion, upon a motion duly made and seconded by Director Nishimoto, and upon vote, unanimously carried, the Board approved a full and final payment of \$14,800.00 to the HOA for alleged past due irrigation water costs.

### MANAGER MATTERS

**Covenant Enforcement Update:** Ms. Odewumi provided an update to the Board regarding covenant enforcement and advised that inspections will be occurring twice a week for the duration of the season.

**Keesen Plant Health Care Program Proposal from Keesen Landscape Management, Inc.:** Following review, upon a motion duly made and seconded by Director Nishimoto and, upon vote, unanimously carried, the Board approved the Keesen Plant Health Care Program Proposal from Keesen Landscape Management, Inc., in the amount of \$2,799.52.

**Mosquito Remediation Proposals:** Ms. Odewumi noted that there is a need for insect treatment of the common area and at 128<sup>th</sup>, as there is water runoff attracting mosquitos. Following discussion, the Board directed CLA to obtain proposals for mosquito remediation.

### OTHER BUSINESS

**Other:** None.

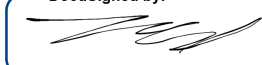
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### ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned at 3:32 p.m.

Respectfully submitted,

By  DocuSigned by:  
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Secretary for the Meeting

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**ATTORNEY STATEMENT  
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Ash Meadows Metropolitan District (“the District”), I attended the executive session meeting Ash Meadows Metropolitan District convened at 3:18 p.m. on May 16, 2022 for the sole purpose of receiving legal advice concerning negotiations with the Ash Meadows Townhomes Association, Inc. (“the HOA”) with respect to payment of alleged past due irrigation water use invoices under the Irrigation Meter and Water Use Agreement by and between the District and the HOA as authorized by 24-6-402(4)(b) and (e), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b) and (e), C.R.S., and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

Signed  Elisabeth A. Cortese, Esq.  
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Dated: 7/27/2022