

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WALNUT PEACEMAKER METROPOLITAN DISTRICT NO. 1

Held: the 23rd day of September, 2020, at 2:00 p.m.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Health and Environment, and due to the risks posed by COVID-19, this meeting was held via teleconferencing.

Attendance

The special meeting of the Board of Directors for the Walnut Peacemaker Metropolitan District No. 1 was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, having confirmed their qualification to serve, were in attendance:

Marc Cooper
Amity Cooper
Tracy Brooks

Director Elizabeth Cooper was absent and excused.

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka and Waldron, P.C., District General Counsel; and Paul Wilson, CliftonLarsonAllen, LLP, District Accountant.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Board was present and that the Directors had confirmed their qualification to serve, and therefore, the meeting was called to order.

Disclosure Matters

Mr. Waldron 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. Waldron 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 The Board reviewed the Agenda. Following discussion, upon a motion duly made and seconded, the Board approved the Agenda as amended.

Consider Election of Officers; President, Secretary, Treasurer The Board engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board elected Director Marc Cooper as President, Director Tracy Brooks as Secretary/Treasurer, Director Amity Cooper as Assistant Secretary and Director Elizabeth Cooper as Assistant Secretary.

Consider Approval of Resolution Establishing Emergency Procedures for Holding Regular and Special Meetings Telephonically Mr. Waldron reviewed the Resolution Establishing Emergency Procedures for Holding Regular and Special Meetings Telephonically with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution Establishing Emergency Procedures for Holding Regular and Special Meetings Telephonically.

Public Comment None.

Consent Agenda The Board reviewed the items on the consent agenda. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the special 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 and adopted or ratified:

- October 10, 2019 Special Meeting Minutes
- Claims Payable in the amount of \$69,535.62
- 2019 Consolidated Annual Report
- Resolution Designating the 24-Hour Posting Location
- Special District Disclosure Notice Pursuant to § 32-1-809, C.R.S.
- Amended and Restated Public Records Request Policy
- Resolution Establishing and Electronic Signature Policy

Legal Matters

Consider Adoption of 2021 Annual Administrative Resolution Mr. Waldron reviewed the 2021 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution, as amended to reflect that the Board will receive compensation during 2020 and 2021.

Review Insurance Property The Board reviewed the property and liability schedule and limits.

and Liability Schedule and Limits Following discussion, upon a motion duly made and seconded, the Board unanimously approved the property and liability renewal limits as presented.

Discuss 2020 Legislative Update Mr. Waldron reviewed the 2020 Legislative Update with the Board. No action taken.

Discuss District's website Mr. Waldron reviewed the Heatherly Creative proposal regarding the District's website. Following discussion, upon a motion duly moved and seconded, the Board unanimously approved the proposal from Heatherly Creative for Website Design and Maintenance.

Discuss and Consider Approval of Aurora Regional Improvement Authority Establishment Agreement The Board discussed the Aurora Regional Improvement Authority Establishment Agreement. Mr. Waldron reviewed the options pursuant to the Service Plan. Director Marc Cooper explained how the SARIA worked. Following discussion, upon a motion duly made and seconded, the Board approved the Aurora Regional Improvement Authority Establishment Agreement, subject to final legal review.

Upon a motion duly made and seconded, the Board approved the appointment of Director Marc Cooper as District Representative.

Other Legal Matters None.

Financial Matters

Consider Acceptance of Unaudited Financial Statements Mr. Wilson reviewed the July 31, 2020 unaudited financial statement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the financials.

Public Hearing on 2020 Budget Amendment Not necessary.

Consider Adoption of Resolution Amending 2020 Budget Not necessary.

Public Hearing on 2021 Budget Director Marc Cooper opened the public hearing on the proposed 2021 Budget. Mr. Waldron noted that the notice of public hearing was published in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Mr. Wilson reviewed the 2021 Budget and Budget Resolution
Resolution Approving 2021 with the Board. Following discussion, upon a motion duly made
Budget and seconded, the Board unanimously approved the resolution
adopting the 2021 Budget, appropriating funds therefore and
certifying 70.000 mills for the general fund.

Consider Authorization for The Board engaged in general discussion regarding the
Filing 2020 Application for Application for Exemption from Audit. Following discussion,
Exemption from Audit upon a motion duly made and seconded, the Board directed the
District accountant to prepare and file the application.

Other Financial Matters None.

Other Business None.

Adjournment There being no further business to come before the Boards, and
following discussion and upon 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.

Tracy Brooks
Tracy Brooks (Oct 4, 2021 16:04 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 4th day of October,
2021.