

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

WALNUT PEACEMAKER METROPOLITAN DISTRICT NO. 1

Held: Wednesday the 21st day of September, 2022, at 2:00 p.m. via Zoom teleconference.

Attendance

The regular 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 and Anthony Galioto CliftonLarsonAllen, LLP, District Accountant.

Call to Order/Declaration of Quorum

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

Director Qualification/Disclosure Matters

Mr. Waldron 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 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 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 unanimously

approved the Agenda as presented.

Election of Officers

The Board considered the election of officers. Following discussion, upon a motion duly made and seconded, the Board unanimously elected the following officers:

Marc Cooper – President
Amity Cooper – Assistant Secretary
Tracy Brooks - Secretary/Treasurer

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 4, 2021 Special Meeting Minutes,
- Claims Payable in the amount of \$24,141.40,
- Filing 2021 Application for Exemption from Audit,
- 2021 Consolidated Annual Report to the City of Aurora
- Special District Disclosure Notice Pursuant to §32-1-809, C.R.S.,
- Resolution Designating Meeting Notices Posting Location, and
- Resolution Calling May 2, 2023 Regular Election.

Legal Matters

Consider Adoption of 2023 Annual Administrative Resolution

Mr. Waldron reviewed the 2023 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the 2023 Annual Administrative Resolution with the revisions discussed.

Discuss and Review Insurance Property and Liability Schedule and Limits Consider Authorization to Bind Coverage

The Board reviewed the general liability schedule and limits. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the general liability schedule and limits and authorized legal counsel to bind coverage.

Discuss and Consider 2023 BMO Worker’s

Mr. Waldron reviewed the BMO Worker’s Compensation Coverage with the Board. Following discussion, upon a motion

Compensation Coverage, Authorization to Bind Coverage duly made and seconded, the Board unanimously authorized legal counsel to bind coverage.

Discuss and Consider Approval of Resolution Declining Any and All Employer Participation in the Colorado Paid Family and Medical Leave Insurance Program Mr. Waldron reviewed the Colorado Paid Family and Medical Leave Insurance Program with the Board. The Board determined as there are no employees there is no action necessary.

Discuss 2022 Legislative Memorandum Mr. Waldron reviewed the 2022 Legislative Memorandum with the Board.

Discuss Aurora Regional Improvement Authority Director Cooper provided an update to the Board and noted they are close to having a proposal to the City.

Consider Approval of Contractor Agreement with Heatherly Creative for Website Maintenance and Management Mr. Waldron reviewed the Contractor Agreement with Heatherly Creative for Website Maintenance and Management with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Contractor Agreement with Heatherly Creative for Website Maintenance and Management.

Discuss Board Member Contact Emails for District Website Mr. Waldron noted that the new law requires Board member contact information be posted on the District's website. Following discussion, upon motion duly made and seconded, the Board unanimously approved setting up a general email inbox.

Other Legal Matters None

Financial Matters

Review and Discuss Property Tax Summary and Cash Position Mr. Wilson reviewed the June 30, 2022 unaudited financial statements, cash position report, and property reconciliation report with the Board.

Public Hearing on 2022 Budget Amendment Not needed.

Consider Adoption of Resolution Amending 2022 Budget Not needed.

Public Hearing on 2023 Budget

Director Marc Cooper opened the public hearing on the proposed 2023 Budget. Mr. Waldron noted that the notice of public hearing was provided in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolution Adopting the 2023 Budget

Mr. Wilson reviewed the 2023 Budget and Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution adopting the 2023 Budget, appropriating funds therefore and certifying 70.000 mills for the general fund as shown in the 2023 Budget, subject to receipt of final assessed valuation.

Consider Authorization for Filing 2022 Application for Exemption from Audit

The Board engaged in general discussion regarding the Application for Exemption from Audit. Following discussion, upon a motion duly made and seconded, the Board directed the District accountant to prepare and file the 2022 Application for Exemption from Audit.

Consider Approval of Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting

Mr. Wilson reviewed the Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting subject to final legal review.

Other Financial Matters

None.
None.

Other Business

Adjournment

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the Board 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 (Nov 14, 2023 17:42 MST)

Secretary for the Meeting

The foregoing minutes were approved on the 13th day of November, 2023.