

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

DOUTHIT METROPOLITAN DISTRICT

Held: Wednesday, April 29, 2020, at 10:00 A.M. Due to COVID-19, the meeting was conducted by teleconference.

ATTENDANCE

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Mark Schell
Deborah Schell
Anna Schell
William Schell

Also present were: Jennifer Gruber Tanaka, Esq., and Laura Heinrich, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, District general counsel; and Neil Schilling, Schilling & Co., District accountant.

ADMINISTRATIVE MATTERS

Call to Order

The meeting was called to order.

Declaration of Quorum and Confirmation of Director Qualifications

Ms. Tanaka noted that a quorum for the Board was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures of Potential or Existing Conflicts of Interest

Ms. Tanaka advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka 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. Ms. Tanaka noted that a quorum was present and 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.

Agenda Ms. Tanaka presented the Board with the agenda for the meeting. Upon motion of Mr. M. Schell, seconded by Ms. A. Schell, the Board unanimously approved the agenda as presented.

PUBLIC COMMENT None.

CONSENT AGENDA The Board was presented with the consent agenda items. Upon motion of Mr. M. Schell, seconded by Ms. A. Schell, the Board unanimously took the following actions:

- a. Approved the Minutes from November 12, 2019 Special Meeting
- b. Ratified the Adoption of Resolution No. 2020-04-01: Establishing an Electronic Signature Policy
- c. Adopted Resolution No. 2020-04-02: Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings
- d. Ratified the Payment of Claims as of April 21, 2020 (\$24,223.43)
- e. Approved the Payment of Claims as of April 29, 2020 (\$620,500)
- f. Accepted the Unaudited Financial Statements as of March 31, 2020
- g. Ratified the Application for Exemption from 2019 Audit
- h. Ratified the Independent Contractor Agreement with MMI Water Engineers, LLC for Certification Services
- i. Ratified the Engagement of Lawrence Jones Custer Grasmick, LLP for Water Rights Opinion Letter Services
- j. Approved the Funding and Reimbursement Agreement for Capital Costs with Mark W. Schell, Co.

FINANCIAL MATTERS

Approval of Acquisition of CBT Units and Conveyance of Same to Little Thompson Water District through Adoption of Resolution No. 2020-04-03: Approving Acquisition of CBT Units and Approving Conveyance of Same to Little Thompson Water District Ms. Tanaka presented the Board with a request from Mark W. Schell, Co., for reimbursement of costs of acquisition of 10 CBT Units and conveyance of the same to Little Thompson Water District. Ms. Tanaka reported that MMI Water Engineers, LLC provided a certification stating that the fair market value of each share is \$62,000, for a total of \$620,000. Further, Ms. Tanaka reported that Lawrence Jones Custer Grasmick, LLP provided an opinion to the District stating that the CBT Units are not considered real property rights and, therefore, the reimbursement is not prohibited under Title 32. Mr. Schilling confirmed that the District has the funds available for the reimbursement and they

are available in the District's checking account once confirmation of the conditions set forth in resolution are met. Ms. Tanaka noted that the proposed resolution contains several conditions for the reimbursement, including confirmation of the transfer of the CBT Units to Little Thompson Water District and a restriction that the CBT Units have to be used within the Douthit Metropolitan District.

After review and consideration, upon motion of Mr. M. Schell, seconded by Ms. A. Schell, the Board unanimously approved the acquisition of the CBT Units, conveyance of the same to Little Thompson Water District and adopted Resolution No. 2020-04-03: Approving Acquisition of CBT Units and Approving Conveyance of Same to Little Thompson Water District.

LEGAL MATTERS

None.

OTHER BUSINESS

Next Meeting

The next regular meeting of the District is scheduled for October 28, 2020, at 11:00 A.M.

ADJOURNMENT

There being no further business to come before the Board, upon motion, second and unanimous vote, the meeting was adjourned.

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

Deborah Schell
Deborah Schell (Dec 9, 2020 09:43 MST)

Secretary for the Meeting