

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

VINEYARD TOWN SQUARE METROPOLITAN DISTRICT

Held: Monday, November 1, 2021 at 1:00 p.m. at 5740 Olde Wadsworth Boulevard, Arvada, Colorado 80002

**Attendance**

The Special meeting of the Board of Directors of the Vineyard Town Square Metropolitan District was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, have confirmed their qualifications to serve, were in attendance:

Matthew Cavanaugh

Also present were Kristin Bowers Tompkins, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; and Regan Hauptman and Guillaume Pouchot, Remington Homes.

**Call to Order/Declaration of Quorum**

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

**Conflict of Interest Disclosures**

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy 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. Ms. Murphy 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 proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

## **Director Matters**

Consider Appointment of Directors      The Board discussed the appointment of directors. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed the following directors to the Board:

Regan Hauptman; and  
Guillaume Pouchot.

Administer Oaths of Office      Mr. Hauptman and Mr. Pouchot were both administered the Oath of Office by Director Cavanaugh.

Election of Officers      The Board engaged in general discussion regarding the Election of officers. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed the following officers:

Director Cavanaugh as President,  
Director Hauptman as Treasurer; and  
Director Pouchot as Secretary.

**Public Comment**      None.

**Consent Agenda**      Ms. Murphy presented the items on the consent agenda to the Board. Ms. Murphy advised that any item can be removed from the consent agenda to the regular agenda upon a request from any Director. No items were requested to be moved from the consent agenda. Upon a motion duly made, seconded and unanimously carried, the Board approved, ratified and adopted the following items:

- Items from September 20, 2021 Special Meeting;
- Minutes from September 20, 2021 Special Meeting;
- Engagement Letter with CliftonLarsonAllen LLP for Financial Forecast;
- Engagement Letter with King & Associates to Prepare Residential Appreciation Analysis;
- Website Approval with Heather Sosa Creative and GoDaddy for Domain and Platform;
- Public Records Request Policy;
- Property and Liability Coverage and Workers Compensation Coverage and SDA Membership;
- Resolution Adopting the Colorado Special District Records Retention Schedule;
- Recording of Disclosure to Purchaser (subject to final review of the legal description by the District's engineer);
- Resolution Providing for the Defense and Indemnification of Directors and Employees of the District; and

- Notice to Electors - § 32-1-809, C.R.S.

**Financial Matters** None.

**Management Matters** None.

**Legal Matters**

Consider Adoption of 2021 Annual Administrative Resolution Ms. Murphy presented the 2021 Annual Administrative Resolution to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Consider Adoption of 2022 Annual Administrative Resolution Ms. Murphy presented the 2022 Annual Administrative Resolution to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Consider Adoption of Resolution Calling 2022 Election and Designation of Method for Providing Notice of Call for Nominations Ms. Murphy presented the Resolution Calling the 2022 Election to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution and designated the method of providing the notice of call for nominations to be the District’s website.

**Other Business** None.

**Adjourn** There being no further business to come before the Board, following discussion and upon a 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.

  
GUILLAUME POUCHOT (Nov 15, 2021 12:28 MST)

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Secretary for the Meeting

The foregoing minutes were approved on the 15<sup>th</sup> day of November, 2021.