

# **RECORD OF PROCEEDINGS**

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## **MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF THE ELEVATION PARK METROPOLITAN DISTRICT**

Held: Monday, December 9, 2019 at 1:30 p.m. at 592 E. 2nd Avenue, Suite 201, Durango, Colorado.

### **Attendance**

The organizational meeting of the Board of Directors of the Elevation Park Metropolitan District was called and held as shown above and in accordance with the statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Board, were in attendance:

Alan Suslow  
Cameron Winters  
Tyan Winters  
Matt Winters  
Brigit Suslow

Also present: Barb Prose, Frederick Zink & Associates and Tracy Everett, Woodbridge Durango LLC. Joan Fritsche, Fritsche Law LLC, attended via teleconference.

### **Call to Order**

Director Alan Suslow noted that a quorum of the Board was present, verified that notice of the meeting was posted in one location within the District and that the Directors had confirmed their qualification to serve, and therefore called the organizational meeting of the Board of Directors of the Elevation Park Metropolitan District to order.

### **Disclosure Matters**

Ms. Fritsche advised the Board that pursuant to Colorado law, certain disclosures by Board members may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Director disclosed his/her potential conflicts of interest, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. The Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Ms. Fritsche asked each of the Directors to review and verify the accuracy of the Conflicts of Interest Disclosure Forms submitted to her office and filed with the Board and Secretary of State more than 72 hours prior to the meeting.

Director Alan Suslow stated he is under contract to purchase real property within the District requiring the payment of a proportionate

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share of property taxes and he is a member of Woodbridge Durango, LLC, an owner and developer of the property.

Director Cameron Winters stated he is under contract to purchase real property within the District requiring the payment of a proportionate share of property taxes and he is a member of Woodbridge Durango, LLC, an owner and developer of the property.

Director Brigit Suslow stated she is under contract to purchase real property within the District requiring the payment of a proportionate share of property taxes and she is the spouse of Director Alan Suslow, a member of Woodbridge Durango, LLC, an owner and developer of the property.

Director Tyan Winters stated she is under contract to purchase real property within the District requiring the payment of a proportionate share of property taxes and she is the spouse of Director Cameron Winters, a member of Woodbridge Durango, LLC, an owner and developer of the property.

Director Matt Winters stated he is under contract to purchase real property within the District requiring the payment of a proportionate share of property taxes and he is the brother of Director Cameron Winters, a member of Woodbridge Durango, LLC, an owner and developer of the property.

### Director Matters

The Directors executed Affidavits of Director Qualification confirming their eligibility to serve on the Board.

Upon motion duly made by Director Alan Suslow, seconded by Director Matt Winters and unanimously carried, the Board elected the following Officers:

Chairman/President	Alan Suslow
Secretary/Treasurer	Cameron Winters
Assistant Secretary	Tyan Winters
Assistant Secretary	Matt Winters
Assistant Secretary	Brigit Suslow

### Public Comment

There was no public comment.

### Open Meeting Laws

Ms. Fritsche discussed Colorado open meetings requirements with the Directors that political subdivisions of the state are subject to.

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### Annual Administrative Matters

Ms. Fritsche reviewed the District's Organizational and Annual Administrative Resolution for 2020, including the following provisions and other administrative actions providing direction from the Board regarding actions to be taken by its consultants on the District's behalf:

The Board adopts a District Seal.

The Board determines that each director shall not receive compensation for services as directors.

The Board designates the *Durango Herald* as the newspaper of general circulation within the boundaries of the District and directs that all legal notices shall be published there in accordance with applicable statutes.

The Board designates the following location within the boundaries of the District as the 24-hour posting place for meeting notices that were not otherwise posted under Title 32, C.R.S.: The stop sign at the intersection of Elevation Park Drive and Tree Line.

The Board determines to hold regular meetings in 2020 on the following dates: February 6, May 7, August 6, and November 5 at 10:00 a.m., 592 E. 2nd Avenue, Suite 201, Durango, Colorado.

The Board appoints Mandi G. Kirk with Fritsche Law as the "Designated Election Official" of the Board for any elections to be held during 2020 and any subsequent year.

The Board designates the Board President as the Official Custodian of District Records.

The Board engages Fritsche Law LLC to provide legal services; Frederick Zink & Associates, P.C. to provide accounting services; and SEH, Inc. to provide engineering services to the District.

Upon motion duly made by Director Cameron Winters, seconded by Chairman Suslow and unanimously carried, the Board adopted the Organizational and 2020 Administrative Resolution, as amended.



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Insurance Matters      Ms. Fritsche discussed the following insurance coverage needs with the Board: Public Official's Liability Coverage – Bond obtained in the amount of \$10,000 (Treasurer-\$5,000, 5 Board Members-\$1,000 each), effective: 11/15/19; General Liability– to be obtained through the Special District Association Liability Pool; and Workers' Compensation Coverage – not necessary because Directors are not being compensated for services.

Financial Matters      Upon motion duly made by Chairman Suslow, seconded by Director Cameron Winters, and unanimously carried, the Board directed Fritsche Law office to obtain the following registrations as required by statute:

Federal Identification Number  
PDPA Number  
State Tax Exempt Number

2019 Budget Hearing      Ms. Fritsche reported that the meeting had been published in the *Durango Herald* as the District's public hearing on its proposed 2019 budget. Chairman Suslow opened the public hearing. There being no members of the public wishing to comment, Chairman Suslow closed the public hearing. Ms. Prose reviewed the draft budget with the Board. Upon motion duly made by Chairman Suslow, seconded by Director Cameron Winters and unanimously carried, the Board adopted a resolution adopting the District's 2019 budget as presented, and appropriating funds as set forth in the budget.

2020 Budget Hearing      Ms. Fritsche reported that the meeting had also been published in the *Durango Herald* as the District's public hearing on its proposed 2020 budget. Chairman Suslow opened the public hearing. There being no members of the public wishing to comment, Chairman Suslow closed the public hearing. Ms. Prose reviewed the draft budget with the Board. Upon motion duly made by Chairman Suslow, seconded by Director Cameron Winters and unanimously carried, the Board adopted a resolution adopting the District's 2020 budget as amended, and appropriating funds as set forth in the budget. No mill levies were certified for collection in 2020.

Banking Authorization Resolution      Upon motion duly made by Chairman Suslow, seconded by Director Cameron Winters and unanimously carried, the Board adopted a resolution authorizing Frederick Zink & Associates to open a bank account in the District's name at Alpine Bank, directing District account statements to be electronically accessed by Ms. Prose and sent to Frederick Zink & Associates, authorizing Frederick Zink & Associates

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to prepare payment of District claims/invoices, and requiring the signature of one Director, Chairman Suslow or Director Cameron Winters, as authorized signatories, on all District checks.

Resolution  
Determining not to  
Provide Workers'  
Compensation  
Insurance Coverage

The Colorado Department of Labor & Employment, Division of Workers' Compensation (the "Division"), has requested that the Board annually adopt a formal resolution and file Form WC44 to acknowledge the Board's decision not to provide workers compensation insurance to its uncompensated elected officials. Upon motion duly made by Chairman Suslow, seconded by Director Cameron Winters and unanimously carried, the Board adopted a resolution waiving Workers' Compensation coverage for the Directors for 2020.

Resolution Adopting  
CORA Policy

Upon motion duly made by Chairman Suslow, seconded by Director Cameron Winters and unanimously carried, the Board adopted a resolution designating the District's Official Custodian of Records and adopting an open records request policy, in conformance with state statutes concerning the review and release of public records under an Open Records Request.

Indemnification  
Resolution

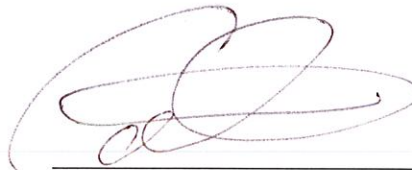
Upon motion duly made by Director Matt Winters, seconded by Chairman Suslow and unanimously carried, the Board adopted a resolution approving a policy to defend and indemnify current and future Directors and employees, if any, of the District from actions taken in their official capacities, as further outlined in the Resolution.

Resolution Adopting  
Policy of Disposal of  
Personal Identifying  
Information

Ms. Fritsche reviewed the terms of the resolution complying with the Personal Information Statute, § 24-73-101, *et seq.*, C.R.S. Upon motion duly made by Chairman Suslow, seconded by Director Cameron Winters and unanimously carried, the Board adopted a Resolution Adopting a Policy of Disposal of Personal Identifying Information.

Adjournment

There being no further business to come before the Board, the meeting was adjourned.



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Secretary for the Meeting