

## RECORD OF PROCEEDINGS

### MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE LOST CREEK FARMS METROPOLITAN DISTRICT

**HELD:** Tuesday, June 2, 2020, at 6:00 p.m.

All participation in this meeting was via telephone to preserve the health, safety and welfare of the public in light of the imminent threat caused by the COVID -19 Pandemic

MEETING ID: Dial- in number: 425 585 6231; Access Code: 660 747 885

#### **ATTENDANCE:**

A special meeting of the Board of Directors of the Lost Creek Farms Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; a conference telephone was in use at the meeting location in compliance with C.R.S. 11-57-211 and 24-6-402-(1)(b), with the following directors present and acting:

David B. Ware (by phone)  
David M. Spahr (by phone)  
Brian Greenman (by phone)  
Patrick J. Murphy (by phone)  
Rick Goldmeyer (by phone)

Also, present were: Angela Elliott, District Manager (by phone); Diane Wheeler, Simmons and Wheeler, Accountant for the District (by phone); and, Shannon Smith Johnson, Icenogle Seaver Pogue, PC, Legal Counsel for District (by phone).

#### **CALL TO ORDER:**

On behalf of the Board, District Counsel Johnson, noting the presence of a quorum, called the special meeting of the Board of Directors of the Lost Creek Farms Metropolitan District to order at 6:07 p.m.

#### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:**

Ms. Johnson advised the Board that pursuant to Colorado Law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board then reviewed the agenda for the meeting, following which each Board member confirmed the contents of any written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken

at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Director David Ware disclosed his interests and association with McStain Constructors, LLC, MC3 Holdings LLC and LCFI, LLC and LCF Erie, LLC, and an interest in real property within the boundaries of the District. This disclosure is associated with approval of items on the agenda that may affect his interest.

Directors Murphy disclosed their interests and association with McStain Constructors, LLC and an interest in real property within the boundaries of the District. This disclosure is associated with approval of items on the agenda that may affect their interests.

Director Spahr disclosed his interests and association with McStain Constructors, LLC, and LCFI, LLC including a loan to LCFI, LLC, and an interest in real property within the boundaries of the District. This disclosure is associated with approval of items on the agenda that may affect his interest.

Director Greenman disclosed his interests and association with McStain Constructors, LLC, MC3 Holdings LLC and LCFI, LLC and LCF Erie, LLC, and an interest in real property within the boundaries of the District. This disclosure is associated with approval of items on the agenda that may affect his interest.

Written disclosures of these interests had been filed with the Secretary of State and the Board prior to the meeting.

**APPROVE AGENDA:**

Upon motion duly made, seconded and unanimously carried, the Board approved the agenda.

**CONSIDER DECLARING EMERGENCY PROCEDURES AND AUTHORIZING TELECONFERENCING FOR REGULAR AND SPECIAL MEETINGS:**

District Counsel Johnson discussed no resolution is required since the next meeting is not until November and suggested the Board wait to adopt the resolution.

No action was taken.

**ELECTION OF OFFICERS:**

District Counsel Johnson discussed the election is complete and other been filed, it is now necessary to elect a President and Secretary/Treasurer.

Following discussion, upon motion duly made by Director Ware, seconded by Director Greenman, and unanimously carried, the Directors were elected to the following offices of the Boards:

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David B. Ware	President
Brian Greenman	Treasurer
David Spahr	Secretary
Patrick J. Murphy	Assistant Secretary
Frederick Goldmeyer	Assistant Secretary

Further discussion followed on the process of filing Disclosures of Conflict.

**PUBLIC COMMENT FOR MATTERS NOT ON AGENDA:** No public present.

**APPROVAL OF MINUTES:**

The Board reviewed the minutes of the regular meeting held by the Board of Directors of Lost Creek Farms Metropolitan District on November 5, 2019.

Following discussion and upon motion duly made by Director Ware, seconded by Director Greenman, upon vote and carried, the Board approved the minutes and authorized Director Spahr to execute the minutes as constituting a true and correct record of the proceedings of the meeting. Director Goldmeyer abstained from voting as he had no knowledge of the meeting business.

**FINANCIAL MATTERS:**

A. Ratify Payment of Claims. District Accountant Wheeler presented the payment of claims, check #'s 1056 through 1071 for ratification in the amount of \$16,492.63 for the period through April 20, 2020.

District Accountant Wheeler presented the current payment of claims, and discussed that check #'s 1056 through 1059 for approval in the amount of \$920.20 were ratified at the November 2019 meeting.

Following discussion, upon motion made Director Ware, seconded by Director Greenman, upon vote and unanimously carried, the Board ratified the payments of claims #1060 through #1071 in the amount of \$15,572.43.

B. Financial Statements. District Accountant Wheeler presented the financial statements ending March 31, 2020. She explained that the District receives a transfer from the debt fund of \$25,000 annually to fund the operating account. The General Fund as of March 31, 2020 was \$1,998.00; \$298,046.00 in the debt fund to make bond payments, and \$-0- in the capital projects fund.

District Accountant Wheeler noted that the developer advances are paid if and when funds are available.

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Following discussion, upon motion made by Director Greenman, seconded by Director Ware, and upon vote, the Board accepted the financial statement as presented.

C. Consider adoption of Resolution to adopt the Amended 2019 Budget, if necessary.  
Per District Counsel Johnson, the public hearing was held in November 2019 and the Resolution to Amend the 2019 Capital Fund was adopted. No action is required and amendment needs to be filed with Division of Local Government.

E. Review and Accept the 2019 Audit.  
District Accountant Wheeler walked the board through the draft audit for 2019 prepared by Stratagem. District Accountant Wheeler walked the Board the notes in the audit.

Following discussion, upon motion made by Director Ware, seconded by Director Greenman, upon vote and unanimously carried, the Board approved the 2019 audit subject to the District Counsels review of the 2019 audit and final notes from the Auditors.

**LEGAL ITEMS:** None.

**DIRECTOR ITEMS:** None.

**MANAGER ITEMS:**

A. 2020 DESIGNATED POSTING PLACE:  
District Manager Elliott noted that at the first meeting of the year special districts are required by statute to identify an official posting location for notices of meetings of the Board of Directors.

Director Goldmeyer discussed posting the meeting dates and board packets on Facebook, and getting the notices and business out to the community. Director Goldmeyer and District Manager Elliott will work out a process for notifying the homeowners in addition to the website.

Following discussion, upon motion made, seconded and carried, the Board approved the 2020 Posting location, on the website of [www.lostcreekfarmhoa.com](http://www.lostcreekfarmhoa.com) and at the mailbox.

**OTHER BUSINESS:** None.

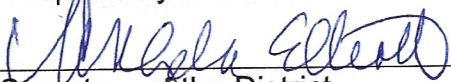
**ADJOURNMENT:**

There being no further business to come before the Board, upon motion made by Director Ware, seconded by Director Greenman, upon vote and unanimously carried, the Board adjourned at 6:48 p.m.

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The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of the Lost Creek Farms Metropolitan District.

Respectfully submitted,

  
Secretary of the District