

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIESTAR METROPOLITAN DISTRICT NO. 3 HELD JUNE 29, 2020

A Special Meeting of the Board of Directors of the PrairieStar Metropolitan District No. 3 (referred to hereafter as "Board") was convened on Wednesday, the 29<sup>th</sup> day of June, 2020, at 6:30 P.M., the meeting was held via conference call due to the State of Emergency declared by Governor Polis and Public Health Order 20-23 Implementing Social Distancing Measures, and threat posed by the COVID-19 coronavirus. The meeting was open to the public.

#### ATTENDANCE

##### Directors In Attendance Were:

Scott Sarbaugh  
Neil Almy  
Richard McCabe

Upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the absences of Jennifer Davis and Kathy Sidney were excused.

##### Also In Attendance Were:

Judy Leyshon and Peggy Ripko; Special District Management Services, Inc.

MaryAnn McGeady, Esq. and Kate Olson, Esq.; McGeady Becher P.C.

Diane Wheeler; Simmons & Wheeler, P.C.

Kristyn Degi; Community Liaison

Ryan Arnold; PrairieStar Development Representative

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

**Disclosure of Potential Conflicts of Interest:** The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Ms. Leyshon noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members in accordance with the statute. Attorney Olson noted that all Directors' Disclosure Statements had been filed.

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### ADMINISTRATIVE MATTERS

**Agenda:** Ms. Leyshon distributed for the Board's review and approval a proposed Agenda for the District's special meeting.

Following discussion, upon motion duly made by Director McCabe, seconded by Director Sarbaugh and, upon vote, unanimously carried, the Board approved the Agenda.

**Approval of Meeting Location:** The Board entered into discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made by Director McCabe, seconded by Director Sarbaugh and, upon vote, unanimously carried, the Board determined that due to concerns regarding the spread of COVID-19 and the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via teleconference, without any individuals (neither District representatives nor the general public) attending in person. The Board further noted that notice providing the conference bridge information was duly posted and that they have not received any objections or any requests that the means of hosting the meeting be changed by tax paying electors within the District's boundaries.

### **CONSENT AGENDA:**

The Board considered the following item on the consent Agenda:

- Approval of Minutes of the September 11, 2019 Special meeting.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote unanimously carried, the Board approved the above Consent Agenda item.

**May 5, 2020 Election:** Ms. Leyshon noted for the Board that the May 5, 2020 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of Directors. Directors Sidney and Davis were deemed elected to 3-year terms ending in May, 2023.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the following slate of officers was appointed:

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President	Scott Sarbaugh
Treasurer	Neil Almy
Secretary	Judy Leyshon
Assistant Secretary	Jennifer Davis
Assistant Secretary	Richard McCabe
Assistant Secretary	Kathy Sidney

**PUBLIC COMMENT** **Public Comment:** There were no public comments.

**FINANCIAL MATTERS**

**2019 Application for Exemption from Audit Preparation:** Ms. Wheeler reviewed with the Board the Application for Exemption from Audit for 2019.

Following discussion, upon motion duly made by Director Sarbaugh, seconded by Director McCabe and, upon vote, unanimously carried, the Board ratified approval of the preparation, execution and filing of the Application for Exemption from Audit for 2019.

**LEGAL MATTERS**

**McGeady Becher P.C. District Records Retention Policy:** Attorney McGeady presented to the Board the update to the McGeady Becher Records Retention Policy.

Following discussion, the Board acknowledged the update and directed a copy of the approved the McGeady Becher Records Retention Policy be attached to the Minutes for this meeting. Accordingly, a copy of the updated Document Retention Policy is attached hereto and incorporated herein by this reference.

**OTHER MATTERS**

None.

**ADJOURNMENT**

There being no further business to come before the Board at this time, upon motion duly made by Director Sarbaugh, seconded by Director Almy and, upon vote, unanimously carried, and the meeting was adjourned.

Respectfully submitted,

By   
Secretary for the Meeting

## Document Retention Policy

### **Types of Documents**

In representing you we will, or may, take possession of, create, and/or keep various types of documents. These consist of documents you provide to us, documents which constitute the District's official public record, and internal documents we create to assist us in providing services to you.

#### **Documents You Provide to Us**

It is our policy to copy and return original documents you provide to us as soon as practicable. Exceptions to this policy are original documents which should be kept as part of the District's official public record, instances where we must have an original document to represent you, and cases where we have affirmatively agreed retain a document for safekeeping.

#### **The District's Record**

As a part our engagement, we will maintain the District's official public Record (the "**Record**"). The Record is a highly useful and detailed compilation of documents reflecting the official actions of the District and serves multiple functions. First, it collects those documents which the public is entitled to inspect and copy under various state and federal public records and freedom of information statutes. Second, it organizes the records of the District - such as its contracts, land and title records, and easements - in a manner which is useful in conducting the ongoing business of the District. Third, the Record helps expedite the District's annual audit process. Fourth, in the event you should change legal counsel or employ in-house counsel, the Record will enable that counsel to understand the status and assume representation of the District with maximum efficiency.

The Record includes the District's organizational documents, fully-executed agreements which are still in effect, rules, regulations, resolutions adopted by the District, official minutes books, meeting notices, agendas, insurance policies, District maps, election records, bond documents, audit documents, and many more. A comprehensive list of documents comprising the Record is available from us at any time upon request.

Creating and maintaining the Record is an important and complex task, and you agree to pay our actual costs and hourly fees associated with doing this.

#### **Supplemental Documents**

All other documents created in course of representing you are referred to as Supplemental Documents. These include our notes, drafts, memoranda, worksheets, electronic communications, and other electronic documents stored in various media or file servers.

### **Documents We Retain**

Except as provided in this Document Retention Policy or an amendment thereto, we will keep the Record and any original documents accepted by us for safekeeping so long as we represent you.

### **Delivery of the Record**

Once a matter is concluded, or our representation terminated, we deliver to you or the District's designee the original, printed Record, together with any original documents we have accepted for safekeeping, provided our fees and costs have been paid in full.

If you do not designate someone to receive these records, we will deliver them to a then-current officer or director of the District. If we are unable to deliver these documents for any reason, we may retain, destroy, or otherwise dispose of them in manner which assures their continued confidentiality within thirty (30) days of our concluding that an authorized recipient cannot be readily located.

We will also confidentially destroy the Record of any District in our possession if a final order of dissolution of the District is entered.

All other documents, including all Supplemental Documents, are routinely, periodically, confidentially, and permanently purged by us once they are no longer useful to us in providing services to you.