

**MINUTES OF A SPECIAL MEETING OF THE
BOARDS OF DIRECTORS OF THE
SERRATOGA FALLS METROPOLITAN DISTRICT NO. 3
HELD
SEPTEMBER 2, 2022**

A Special Meeting of the Board of Directors of the Serratoga Falls Metropolitan District No. 3 was held on September 2, 2022 at 2:00 p.m. held exclusively via teleconference. The meeting was open to the public.

ATTENDANCE:

In attendance were Directors:

John Nelson, President
Reed Miller, Secretary
Dr. Carise Charles, Treasurer
Tony Vienna, Director

Absent and Excused were:

None.

Also in attendance were:

Alex Carlson and Andrea Weaver, Centennial Consulting Group
Jim Righeimer
John Henderson
Kathy Lipscomb
Jack Lipscomb
Torrey Burgess

CALL TO ORDER

Mr. Carlson noted that a quorum of each Board was present or participating and called the meeting to order at 2:02 p.m.

**DIRECTOR
QUALIFICATIONS/
DISCLOSURES**

The Directors in attendance confirmed their qualification to serve. Mr. Carlson confirmed Notice of the meeting had been posted on the District's website at least 24 hours in advance of the meeting.

CONFLICT OF INTEREST

Mr. Carlson 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 Boards reviewed the agenda for the meeting, following which each Board member confirmed the contents of 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.

AGENDA

Following review and discussion, Director Nelson moved to amend the agenda and Director Miller seconded. Following Discussion about reordering and adding agenda items Director Nelson chose to withdraw his motion.

Upon a motion by Director Charles, seconded by Director Nelson, and unanimously carried, the Board approved the agenda as presented.

PUBLIC COMMENT

John Henderson apologized for not addressing the alleged conflict at the first meeting involving Director Vienna being a part of the vote for new legal counsel. He suggested that the Board re-vote on this item.

Torrey Burgess spoke to the Board about Serratoga Falls District No. 2 and No. 3 working together moving forward.

Kathy Lipscomb thanked the Board and inquired about how to have questions answered. She also suggested providing more notice about upcoming meetings.

ADMINISTRATIVE MATTERS

Approval of Meeting Minutes: The Board reviewed the minutes from the Special Meetings held on August 23, 2022 and August 24, 2022. Upon a motion duly made by Director Charles, seconded by Director Nelson, and upon vote unanimously carried, the Board approved the August 24, 2022 minutes as amended to include phrasing that Director Charles believed Director Vienna had a conflict of when previously voting in favor of new general counsel. Upon a motion duly made by Director Charles, seconded by Director Vienna, and upon vote unanimously carried, the Board approved the August 23, 2022 minutes as presented.

LEGAL MATTERS

Ratification of Board Actions: The Board discussed actions taken at the Special Meeting held August 24, 2022. Director Charles moved to re-vote on actions taken at the Special Meeting held August 24, 2022. No Director seconded and the motion failed.

Director Nelson moved to table this item. Director Vienna seconded the motion, and upon vote, the motion passed 3-1 with a dissenting vote from Director Charles the item was tabled.

Consider Engagement of General Counsel: The Board discussed the engagement of Seter & Vander Wall, P.C. as general counsel to the District. Upon a motion duly made by Director Nelson, seconded by Director Miller, and upon vote, the motion passed 3-

1 with a dissenting vote from Director Charles the Board approved the engagement agreement with Seter & Vander Wall, P.C.

**BOARD MEMBER
MATTERS**

Discuss Conflicts of Interest: The Board discussed alleged Board member conflicts of interest.

Discuss Meeting Posting Requirements: The Board discussed their desire to have an email out to the community prior to Board meetings.

Discuss Website Content and Additions: The Board discussed posting quarterly financials on the website.

Discuss Regular Meeting Schedule: Following discussion, upon a motion duly made by Director Miller, seconded by Director Charles, and upon vote, unanimously carried, the Board determined to hold meetings as needed for 2023.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board, Director Miller moved to adjourn the meeting. Director Charles seconded, and the Board adjourned the meeting.

Respectfully submitted,

T. R. d. Mill

Secretary of the Board






9-2-2022 Meeting Minutes - Draft (SVWPC Redlines) (00630722).DOCX

Final Audit Report

2024-02-06

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