

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF PIONEER HILLS METROPOLITAN DISTRICT

HELD
February 3, 2021

The Board of Directors of Pioneer Hills Metropolitan District held a special meeting, open to the public, via Zoom at 5:00 p.m., Wednesday, February 3, 2021.

Due to the State of Emergency declared by Governor Polis and the threat to health and safety posed by the COVID-19 pandemic, this meeting was held via Zoom.

ATTENDANCE

Directors in Attendance: (Via Teleconference)

Doug Houston, Vice President
Amanda Eno, Treasurer & Assistant Secretary
Erin Kerr, Secretary

Also, in Attendance: (Via Teleconference)

Victor Villarreal, Homeowner
Barbara Vander Wall, Elizabeth Dauer, Jeffrey Erb, and Natalie Fleming;
Seter & Vander Wall, P.C. (from 5:18 p.m. - 6:10 p.m.)
Tamara Seaver and Karlie Ogden; Icenogle Seaver Pogue, P.C.
(from 6:11 p.m. - 7:03 p.m.)
Chelsey Green, Amanda Castle, and Elaina Cobb; Pinnacle Consulting
Group, Inc.
Members of the Public

CALL MEETING TO ORDER

The meeting was called to order at 5:01 p.m. by Director Houston, noting that a quorum was present.

CONFLICT OF INTEREST DISCLOSURE

Ms. Green inquired whether there were any conflicts to disclose by Board members present. There were no conflicts to disclose.

APPROVAL OF AGENDA

The Board considered the agenda. Upon a motion duly made by Director Houston, seconded by Director Kerr, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

APPROVAL OF MINUTES

The Board considered the minutes of the special meeting held on December 2, 2020. Upon a motion duly made by Director Eno, seconded by Director Kerr, and upon vote, it was unanimously

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RESOLVED to approve the minutes of the special meeting held December 2, 2020, as presented.

PUBLIC COMMENT

Mr. Harmon requested the Board define what they expect from the Pioneer Hills Owners Association in terms of the condition of the wetlands at the time of transfer to avoid last-minute delays. Director Houston thanked Mr. Harmon for his planning and diligence and stated that the Board is unable to respond to this request at this time. Director Houston noted that the Board is working to understand all components of the wetlands transition and that the first necessary steps before maintenance specifications can be determined would be to retain legal counsel services for the District.

Ms. Elliot stated she did not see the adopted 2021 Budget on the Division of Local Affairs (DOLA) e-filing system and requested a copy be emailed to her. Ms. Green noted that a copy of the budget would be provided and noted the 2021 Budget was filed with the Department of Local Affairs on January 27th, before the statutory deadline, and once DOLA accepts the filed budget then it would be available online.

ACKNOWLEDGMENT OF RESIGNATION

The Board acknowledged the resignation of Director Powell and expressed gratitude for her time serving on the Board.

APPOINTMENTS FOR VACANCIES

The Board considered the appointment of Victor Villarreal, Michelle Fisher, and Amy Trautman to fill the two board vacancies. Ms. Green noted that Mr. Villarreal, Ms. Fisher, and Ms. Trautman each submitted a letter of interest, and are qualified candidates to serve as director until the next regular election in May 2022.

Mr. Villarreal was present at the meeting and introduced himself and gave a brief explanation of his interest to serve on the Board. The Board reviewed the letters of interest for Ms. Trautman and Ms. Fisher as they were not present at the meeting. Upon motion duly made by Director Houston, seconded by Director Kerr, and upon vote, it was unanimously

RESOLVED to appoint Victor Villarreal to the Board until the next regular election in May 2022. It was,

FURTHER RESOLVED to direct District Management to contact Ms. Fisher and Ms. Trautman to confirm interest to serve on the Board and request attendance at the next Board meeting.

ELECTION OF OFFICERS

Ms. Green discussed with the Board the duties and requirements for the positions to be appointed. Following review, upon a motion duly made by Director Eno, seconded by Director Kerr, and upon vote, it was unanimously

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RESOLVED to appoint the following officers:

Doug Houston, President
Amanda Eno, Treasurer
Erin Kerr, Secretary
Victor Villarreal, Assistant Secretary

LEGAL COUNSEL
REQUEST FOR
INFORMATION

General Counsel Interview with Seter & Vander Wall, P.C.: Ms. Vander Wall, Mr. Erb, and Ms. Dauer of Seter & Vander Wall, P.C. gave introductions to the Board. The Board interviewed Ms. Vander Wall, Mr. Erb, and Ms. Dauer for potential engagement of general counsel legal services for the District.

General Counsel Interview with Icenogle Seaver Pogue, P.C.: Ms. Seaver and Ms. Ogden of Icenogle Seaver Pogue, P.C. gave introductions to the Board. The Board interviewed Ms. Seaver and Ms. Ogden for potential engagement of general counsel legal services for the District.

DISTRICT MANAGER
ITEMS

Review 2020 Auditor Recommendations: Ms. Castle discussed potential auditors for the District and recommended staying with the current auditor, Paul Goedecke, for cost-saving matters. Ms. Castle noted that an audit is a annual compliance requirement for the District's debt obligations. Following discussion, and upon motion duly made by Director Eno, seconded by Director Kerr, and upon vote, it was unanimously

RESOLVED to approve the engagement of Paul Goedecke to complete the 2020 Audit.

Payables – 1st and 2nd Approver Confirmation: Ms. Castle reminded the Board of the Bill.com payable approval process discussed during the December 2, 2020 Board meeting, noting that Ms. Powell was designated as the 1st approver. It was the consensus of the Board to have Director Eno as the 1st approver and Director Kerr as the 2nd approver.

Review Website Hosting Agreement, URL options, and discuss payment: Ms. Green reviewed with the Board the Website Hosting Agreement, URL options, and annual cost. Following review and discussion, upon motion duly made by Director Houston, seconded by Director Kerr, and upon vote, it was unanimously

RESOLVED to move forward with HOA Expert to establish and host the website for the District and provide a URL of Pioneer-Hills.com for the domain.

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2021 Annual Administrative Matters Resolution: Ms. Green presented the 2021 Annual Administrative Matters Resolution noting that it outlines the statutory annual compliance matters and provides direction to the District's legal counsel and management to execute all required compliance actions. Following review and discussion, upon a motion duly made by Director Eno, seconded by Director Houston, and upon vote, it was unanimously

RESOLVED to approve the 2021 Annual Administrative Matters Resolution, as presented.

EXECUTIVE SESSION

Ms. Green advised the Board that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meeting Law, for the Board to convene an executive session, pursuant to Section 24-6-402(4)(e), C.R.S. for the purpose of determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators regarding engagement for general legal counsel services and noted the executive session will be recorded. Participants were cautioned to confine all discussion to the stated purpose of the executive session, were reminded that no formal action may be taken during the executive session, and if at any point if any participant believes the discussion is going outside of the proper scope of the executive session, to interrupt and make an objection.

Director Houston then moved that the Board convene in Executive Session pursuant to Section 24-6-402(4)(e), C.R.S. for the purpose of determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators regarding engagement for general legal counsel services and noted the Executive Session was being recorded.

Director Eno seconded the motion, which was approved by the Board at 7:03 p.m.

The Executive Session included Director Houston, Director Eno, Director Kerr, Director Villarreal; Pinnacle Consulting Group, Inc. District Manager, Chelsey Green, Finance Manager, Amanda Castle, and District Administrator, Elaina Cobb.

The Executive Session concluded at 7:14 p.m.

The Board reconvened in open session at 7:15 p.m.

GENERAL LEGAL COUNSEL INTERVIEWS

Discuss Attorney Interviews; Consider Engagement Letter for General Counsel Legal Services: The Board discussed the proposals and interviews of general legal counsel firms. Upon a motion duly made by Director Houston, seconded by Director Eno and upon vote, it was unanimously

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RESOLVED to continue retaining Icenogle Seaver Pogue, P.C. as general legal counsel for the District.

ADJOURNMENT

There being no further business to come before the Board and upon motion and second, the meeting was adjourned at 7:22 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully Submitted,

Erin Kerr, Secretary for the Meeting