

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

### BOYD PONDS METROPOLITAN DISTRICT NO. 2

Held: Wednesday, June 22, 2022, at 6:00 p.m., via Zoom  
Video/Telephonic Conference

#### Attendance

The special meeting of the Board of Directors of the Boyd Ponds Metropolitan District No. 2 was called and held as shown above in accordance with the statutes of the State of Colorado. The following Directors, having confirmed their qualifications to serve on the Board, were in attendance:

Andrea Rogers, President  
Roger Pinson, Secretary

Also in attendance were Barbara T. Vander Wall, Esq., and Russ Newton, Esq., Seter & Vander Wall, P.C; Diane Wheeler, Simmons and Wheeler, P.C; and Bob Coyne, member of the community.

#### Call to Order

It was noted that a quorum of the Board was in attendance and the special meeting of the Board of Directors of the Boyd Ponds Metropolitan District No. 2 was called to order at approximately 6:03 p.m. Ms. Vander Wall 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, and written disclosures of the Board members' interests had been filed with the Secretary of State prior to the meeting.

#### Approval of Minutes

The Board reviewed the minutes of the October 19, 2021 regular meeting. Upon motion made, seconded and unanimously carried the minutes of the meeting were approved as presented.

#### Director Matters

- May 2022 Director Election

Ms. Vander Wall advised that the District's May 2022 election was conducted in accordance with Colorado law, including notice of a call for nominations and cancellation of the election due to there being less self-nomination forms submitted than director seats available.

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- Consider Appointment of Thomas Yacko and Bob Coyne to Vacancies on the Board  
Ms. Vander Wall advised that two members of the public expressed interest in being appointed to the Board; however, Mr. Tom Yacko has since withdrawn his letter of interest. Ms. Vander Wall advised that Mr. Bob Coyne is eligible for appointment, and Mr. Coyne confirmed his desire to be appointed to the Board. Upon motion, second and unanimous vote, the Board appointed Mr. Coyne to a vacancy with a term expiring May 2023. Ms. Vander Wall administered Mr. Coyne's oath of office, explained the appointment procedures, and advised that he will be able to act in an official capacity upon completion of the appointment process.

- Election of Officers  
The Board discussed officer positions, and upon motion, second and unanimous vote, the Board elected Director Rogers as President, Director Pinson as Secretary and Treasurer, and Director Coyne as Assistant Secretary.

Public Comment  
There were no comments from the public presented at this time.

### Annual Administrative Matters

- Director Qualification Statements  
Ms. Vander Wall asked each Director to complete their qualification affidavit, which confirms the Director's qualification to serve on the Board.

- Disclosure Matters / Update General Conflict Forms  
Ms. Vander Wall directed the Board to review the documentation provided by her firm regarding conflict of interest disclosure, describing how to identify a conflict of interest, and the requirements under Colorado law to disclose a conflict of interest. Ms. Vander Wall asked each Director to review the contents of the letter, and to identify all existing and potential conflicts of interest each Director may have in connection with serving as a member of the Board of the District, and to complete the attached disclosure forms to be returned to her office

- Approval of Annual Administrative Resolution for the Year 2022  
Ms. Vander Wall presented a draft Annual Administrative Resolution for the Year 2022, explaining that the resolution establishes the District's meeting schedule, publication for notices, director compensation and other required elections of the Board, and it directs the performance of action items required of the District through its consultants.

The Board reviewed the resolution, and confirmed the *Jeffco Transcript* as the designated publication for legal notices; designated the District's 24-hour posting place for meeting

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notices within the District at W. 64<sup>th</sup> Ave. and Pike Street; set the District's regular meeting time, date, and place as the fourth Wednesday of June and the third Tuesday of October and held via Zoom telephone/video conferencing.

Following discussion, the Board elected the officers of the Board as follows:

President – Andrea Rogers  
Secretary/Treasurer – Roger Pinson  
Assistant Secretary – Bob Coyne

The Board determined to appoint Catherine T. Bright of the law firm Seter & Vander Wall, P.C. to serve as the Designated Election Official for the District for its election activities.

The Board reviewed and determined to renew its consultants Seter & Vander Wall, P.C. serving as the District's legal counsel and Diane Wheeler, Simmons & Wheeler, P.C. serving as the District's accountant, for 2022.

Finally, the Board reviewed the proposed form of resolution presented by Ms. Vander Wall which memorializes the above determinations in addition to certain other annual administrative actions providing direction from the Board regarding actions to be taken by its consultants on the Board's behalf. Upon motion, second and unanimous vote, the Board approved the Annual Administrative Resolution.

### Financial Matters

- Financial Statement /  
Payment of Claims

Ms. Wheeler reviewed the District's financial statements dated March 31, 2022, including the combined balance sheet and statement of revenues, expenditures and changes in fund balance for the District's general fund and debt service fund. She noted the District's cash position, 2022 tax revenue, budgeted debt service payments, and reserve fund requirements. Upon motion, second and unanimous vote, the Board accepted the financial statements as presented.

Ms. Wheeler presented for approval and ratification the District's claims for payment through June 19, 2022, totaling \$23,008.01, for landscaping, legal, accounting, and administrative expenses, including prepaid expenses such as 2022 insurance. The Board noted that the Keesen Landscape claim of \$1,070.00 dated May 24, 2022, was issued in error and is likely for the HOA's contract.

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Ms. Wheeler advised that the Board should designate a new signor for the District's Bill.com account, noting that it can be anyone on the Board. The Board designated Director Pinson as the signor for Bill.com.

Upon motion, second and unanimous vote, the Board approved and ratified all claims presented, excluding the \$1,070.00 Keesen claim dated May 24, 2022.

- 2021 Audit Engagement Letter / Draft Audit

Ms. Wheeler presented a draft Audit Engagement Letter and from Wipfli LLP for the District's 2021 Audit. She advised that the audit fee increased from \$4,000 to \$4,100, noting that switching auditors can be expensive and Wipfli has performed the District audits for many years. Ms. Vander Wall advised that the engagement letter's use of the term illegal aliens should be changed to workers without authorization. Upon motion, second and unanimous vote, the Board approved the Audit Engagement Letter subject to correction discussed.

Ms. Wheeler presented a draft Independent Auditor's Report for the District's 2021 audit. She reviewed the District's financial statements, including the statement of net position and notes to the report. She reported that the District's mill levy was lowered by seven mills as a result of the District debt refinance. Upon motion, second and unanimous vote, the Board approved acceptance of the audit report subject to legal counsel's review.

Attorney Report

Ms. Vander Wall presented and discussed with the Board her attorney report.

She advised that the original developer, Boyd Ponds, LLC has proposed a quitclaim deed to convey Tracts H2 and K2 to the District for ownership, operation, and maintenance, and that upon the District's acceptance of the tracts, the District can proceed with amending its easement and operations agreements with the HOA. Upon motion, second and unanimous vote, the Board accepted the quitclaim deed for Tracts H2 and K2 as presented.

Ms. Vander Wall next presented the proposed First Amendment to Easement, which expands the easement area to include Tracts H2 and K2. Ms. Vander Wall also presented the First Amendment to Operations and Maintenance Agreement between

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the District and Boyd Ponds Master Association, Inc. The amendment expands the scope of agreement to include the Tracts H2 and K2 for operation and maintenance services. Upon motion, second and unanimous vote, the Board approved the First Amendment to Easement and the First Amendment to Operations and Maintenance Agreement as presented.

Ms. Vander Wall reviewed with the Board the District's draft annual report to the City of Arvada for fiscal year 2021. Upon motion, second and unanimous vote, the Board approved the draft annual report as presented for submittal.

Following the Board's direction provided at the prior meeting, Ms. Vander Wall presented for ratification the agreement with the Statewide Internet Portal Authority (SIPA) for preparation of a District website. Upon motion, second and unanimous vote, the Board ratified the SIPA agreement.

The Board reviewed the current agreement with Keesen Landscape Management Services, Inc., for twice annual native mowing and trash pickup. The Board discussed a neighbor's request for mowing of the native grass which has shown recent growth due to the wet weather and limited mowing. It was unclear as to whether Keesen has performed the first native mow as of this date. After further discussion, the Board agreed that if the first mowing has already taken place, an additional mow would be authorized on a time and materials basis, not to exceed \$500. Director Coyne agreed to research this issue to confirm whether or not the mow has taken place.

### Other Business

There was no other business discussed.

The Board affirmed that the next regular meeting is scheduled for October 11, 2022 at 6:00 p.m.

### Adjournment

There being no further business to come before the Board, the meeting was adjourned at approximately 7:03 p.m.

  
Roger Pinson (Nov 11, 2022 11:05 MST)

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Secretary for the Meeting