
RECORD OF PROCEEDINGS

Minutes of the Regular Meeting of the Board of Directors of Sunlight Metropolitan District March 14, 2019

A Regular Meeting of the Board of Directors of Sunlight Metropolitan District, Routt County, Colorado, was held Thursday, March 14, 2019 at 8:30 a.m., at Yampa Valley Bank, 600 South Lincoln Avenue, Basement Board Room, Steamboat Springs, Routt County, Colorado.

Attendance The following Directors were present and acting:

- Todd Pedersen
- Bert Svendsen (via telephone)
- Matt Tredway
- Tom Fox (via telephone)

The following Director was absent and excused:

- Nick Metzler

Also in attendance were:

- Eric Weaver, Marchetti & Weaver, LLC (via phone)
- Debbie Braucht, Marchetti & Weaver, LLC, Secretary for the Meeting (via phone)

Call to Order The Meeting of the Board of Directors of Sunlight Metropolitan District was called to order by Chairman Pedersen, noting a quorum was present.

Conflicts of Interest The requirements of Colorado law are to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested 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 prior to this meeting in accordance with statute. It was noted that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Director Pedersen stated updates to the disclosure of potential conflicts statements have been made with legal counsel.

Meeting Location Because there is no suitable or convenient location within the District's boundaries it was determined to conduct the meeting at the location listed at the beginning of these minutes. The meeting notice was duly posted and the location is within a 20-mile radius of the District's boundaries.

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Minutes

Upon review and by motion duly made and seconded it was unanimously

RESOLVED to approve the October 11, 2018 Meeting minutes as presented.

24-Hour Posting Location

At the first meeting of every year the Board will designate the locations of meeting notices and the 24-hour posting location. There was discussion of the new cluster mail boxes as the 24-hour posting location. Upon motion duly made and seconded it was unanimously

RESOLVED to establish posting places for notices of the District's 2019 meetings as follows:

Notices of meetings of the District's Board of Directors required pursuant to Section 24-6-401, et. seq., C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at location:

Cluster Mail Boxes

Notices of regular or special meetings required to be posted at three public places within the District and at the office of the County Clerk and Recorder at least 72 hours prior to said meeting shall continue to be made pursuant to Section 32-1-903(2), C.R.S.

2019 Meeting Calendar

At the first regular meeting of the year a regular meeting calendar must be adopted. A draft calendar was included in the Board packet which calls for three meetings in 2019. There was discussion of timing of the summer meeting because of the heavy snow this year and when construction might be finished. Upon motion duly made and seconded it was unanimously

RESOLVED to adopt the 2019 meeting calendar as Thursday, August 22nd and Thursday, October 10 at the Yampa Valley Bank, 600 South Lincoln Avenue, Basement Board Room, Steamboat Springs, CO.

Update on Infrastructure

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There have been no changes since late last summer. Completing the irrigation and landscaping has been held up the heavy snow and as soon as they can they will wrap things up. Director Pedersen stated he expects that to be late June or early July. Conveyance of the infrastructure will push the bond issuance to potentially the 4th quarter of 2019 or early 2020. Mr. Weaver stated in May they will get preliminary numbers on the assessed value which will be needed for a potential bond issuance. Director Pedersen updated the Board on the status of Phase I & Phase II construction and completed units. He added Phase III can't begin until the water tower is complete and the city of Steamboat Springs believes that will begin the summer of 2020.

Director Fox joined the meeting.

Attorney Resignation

Included in the Board packet is a letter of resignation from McGeady Becher and Mary Jo Dougherty. Ms. Dougherty stated due to her health and because of staffing limitations they will resign as legal counsel for the District. Director Pedersen spoke with Ms. Dougherty regarding the matter and asked if she had any recommendations on other attorneys. He also asked a friend and both recommended Alan Pogue of Icenogle Seaver and Pogue for general legal counsel. He contacted Mr. Pogue and had a conference call interview with him on Monday. Director Pedersen reported on the interview, fee structure and experience Mr. Pogue has. Unfortunately, the field of Metro District law is so specialized there are not a lot of law firms specializing in this and none in the Steamboat area. Director Pedersen stated he would be very comfortable and supportive of engaging Mr. Pogue as the District's legal counsel. Upon motion duly made and seconded it was unanimously

RESOLVED to authorize Director Pedersen to proceed with engaging Icenogle Seaver and Pogue and Alan Pogue as the District's legal counsel.

Financial Statements

Mr. Weaver reviewed the December 31, 2018 Financial Statements and the mill levy process with the Board.

Application for Exemption from Audit

Mr. Weaver stated the District met the requirement to be exempt from audit for 2018. Since an audit was not required an Application for

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Exemption from Audit can be filed with the Office of the State Auditor. The information from the year-end financial statements is transferred to the application. Director Pedersen stated open space had been conveyed to the District via the plat and he does not see that reflected in the application. Mr. Weaver said the application will be updated. Upon review and by motion duly made and seconded it was unanimously

RESOLVED to approve the Resolution and the 2018 Application for Exemption from Audit as amended for the Capital Asset additions.

Accounts Payable

An updated list was emailed to the Board prior to the meeting. Upon review and by motion duly made and seconded it was unanimously

RESOLVED to approve and ratify the accounts payable listing as presented.

Adjournment

There being no further business to come before the Board, upon motion duly made and seconded it was unanimously

RESOLVED to adjourn the meeting of the Sunlight Metropolitan District Board of Directors held March 14, 2019.

Respectfully Submitted,



Secretary to the Meeting