

## RECORD OF PROCEEDINGS

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### MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE NORTHERN DOUGLAS COUNTY WATER AND SANITATION DISTRICT HELD DECEMBER 20, 2022

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A Special Meeting of the Board of Directors (the “Board”) of the Northern Douglas County Water and Sanitation District (the “District”) was held on Tuesday, December 20, 2022, at 8:30 a.m., virtually via video-enabled web conference via Microsoft Teams. The meeting was open to the public.

#### ATTENDANCE

##### In Attendance:

Eric Keesen, President  
Kevin Collins, Treasurer  
Blair Zimmerman, Vice-President/Asst. Secretary  
Michael Perlman, Secretary  
Thomas Cisek, Director

##### Also in Attendance:

Nic Carlson and Allison Slife; CliftonLarsonAllen LLP (“CLA”)  
Barbara T. Vander Wall, Esq. and Marissa Peck, Esq.; Seter & Vander Wall, P.C.  
Greg Sekera; Kennedy Jenks

#### ADMINISTRATIVE MATTERS

**Call to Order and Approve Agenda:** Director Keesen called the meeting to order at 8:35 a.m. Upon a motion duly made by Director Keesen and, upon unanimous vote, the Board approved the agenda as presented.

**Conflicts of Interest and Directors’ Fees:** Ms. Vander Wall noted that disclosures of potential conflict of interest statements had been filed with the Secretary of State at least seventy-two hours in advance of the meeting in accordance with statute. No additional conflicts were disclosed.

Upon a motion duly made by Director Collins, seconded by Director Keesen and, upon vote, unanimously carried, the Board approved the Directors’ fees.

**Quorum, location of meeting and posting meeting notice:** A quorum was confirmed based on attendance of Directors via web conference. Public participation is made available via web conference. The Board further noted that notice of the meeting date, time, location and video link information was duly posted.

**Public Comment:** None.

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FINANCIAL MATTERS

**Claims:** Ms. Slife reviewed the claims with the Board. Upon a motion duly made by Director Collins, seconded by Director Keesen and, upon vote, unanimously carried, the Board approved and/or ratified approval of the claims in the amount of \$360,656.87.

**November 30, 2022 Unaudited Financial Statements:** Ms. Slife reviewed the November 30, 2022 unaudited financial statements with the Board. Following discussion, upon a motion duly made by Director Collins, seconded by Director Perlman and, upon vote, unanimously carried, the Board accepted the November 30, 2022 unaudited financial statements.

**Other:** None.

MANAGER MATTERS

**Copeland Condo Billing Discussion:** Mr. Carlson and Ms. Vander Wall reviewed the Copeland Condo (Shadow Canyon project) billing issues with the Board. Mr. Carlson noted that CLA followed up with Copeland Condos regarding the District's counter-offer with a response date of December 15, 2022, but has not received a response. Discussion ensued. Ms. Vander Wall recommended that the District Board assert a lien against the property for the unpaid charges pursuant to the District's policies and Colorado statutes. She noted that by statute, a lien exists for any unpaid charge; with the recommendation to deliver a notice of intent to lien to the property owner, and a notice of lien against the property. She is working with a title company to obtain the recorded documents to assist in identifying the platted property for purposes of recording the District's lien. Following discussion, upon a motion duly made by Director Keesen, seconded by Director Perlman and, upon vote, unanimously carried, the Board agreed to proceed with the recommendation, with direction to notify the HOA and the individual property owners of the intent to file the lien. The Board discussed including the District's costs into the lien amount as appropriate.

**Other:** None.

LEGAL MATTERS

**Rock Canyon – Update on Easement Deed for Water and Sewer Facilities:** Ms. Vander Wall updated the Board, noting that recorded liens were discovered on the easement property which impacts the District's ability to accept the easement. She noted that she has prepared subordination agreements for execution by the holders of the liens, to allow the District's proposed easement interest to have priority over the lien rights. The subordination agreements have been provided to the developer to obtain signatures.

**Other:** None.

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ENGINEER  
MATTERS

**Other:** Mr. Sekera provided a brief verbal update on status of work on several projects.

DIRECTOR  
MATTERS

**Quorum for January 24, 2023 regular Board meeting:** A quorum was confirmed.

OTHER BUSINESS

**Other:** None.

ADJOURNMENT

Upon a motion duly made by Director Keesen and seconded, the Board adjourned the meeting at 9:16 a.m.

Respectfully submitted,

DocuSigned by:

*Michael Perlman*

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Secretary for the Meeting



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