
RECORD OF PROCEEDINGS

Minutes of the Regular Meeting Of the Board of Directors of Valagua Metropolitan District May 15, 2020

The Regular Meeting of the Board of Directors of the Valagua Metropolitan District, Gypsum, Eagle County, Colorado, was held on May 15, 2020 at 1:00 p.m. The meeting was held at 28 2nd St., Suite 213, Edwards, CO and via teleconference in accordance with the applicable statutes of the State of Colorado, Public Health Order 20-23, and the state of emergency declared by the Governor of Colorado March 10, 2020.

Attendance The following Directors were present and acting via teleconference:

- Don Janklow
- Brandon Causey
- Scott Green
- Jeffrey Petersen
- Maury Keller

Also in attendance via teleconference were:

- Joan Fritsche, Fritsche Law LLC (By telephone)
- Eric Weaver, Marchetti & Weaver, LLC
- Erin McCauley, Marchetti & Weaver, LLC

**Call To
Order**

The Regular Meeting of the Board of Directors of the Valagua Metropolitan District was called to order by Director Janklow on May 15, 2020 at 1:00 p.m. noting a quorum was present.

**Disclosure
Matters**

Ms. Fritsche, District's counsel, 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 Board reviewed the agenda for the meeting, following which each Board member disclosing conflicts of interest, stating the fact and summary nature of any matters as required under Colorado law, to permit official action to be taken at the meeting. The Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Director Janklow reported he is an owner of real property within the District and is on the Brightwater Club Property Owners Association Board of Directors. This disclosure is associated with approval of items on the agenda, which may affect his interests.

Director Causey reported that he is an owner of real property within the District and his wife Inga Causey is on the Brightwater Club Property Owners Association Board of Directors. This disclosure is associated with approval of items on the agenda, which may affect his interests.

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Director Green reported that he is an owner of real property within the District and owns Shades of Green Landscaping that provides contracted landscaping services to the District and the Brightwater Club Property Owners Association. This disclosure is associated with approval of items on the agenda, which may affect his interests.

Director Petersen reported that he is an owner of real property within the District. This disclosure is associated with approval of items on the agenda, which may affect his interests.

Director Keller reported that he is an owner of real property within the District. This disclosure is associated with approval of items on the agenda, which may affect his interests.

Written disclosures of these interests were filed with the Secretary of State and the Board prior to the meeting.

Changes to the

Agenda There were no changes to the meeting agenda.

Public

Comment There was no public comment.

Director

Matters Election of Officers: After discussion and upon motion duly made and seconded it was unanimously

RESOLVED to elect officers as follows:

Donald Janklow, President
Brandon Causey, Secretary/Treasurer
Scott Green, Asst Sec/Treasurer
Jeffrey Petersen, Asst Sec/Treasurer
Maury Keller, Asst Sec/Treasurer

Affidavits of Qualification: Ms. Fritsche provided the Affidavit of Eligibility and the Conflict of Interest Disclosures forms for the Board members to execute.

Minutes The Board reviewed the meeting minutes of the September 20, 2019 Regular Meeting. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the meeting minutes of the September 20, 2019 Regular Board meeting as presented.

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**Legal
Matters**

Ms. Fritsche presented the Annual Administrative Resolution to the Board. It was noted that the State is encouraging posting of notices electronically and on the District's website and not physically. Erin McCauley will be inserted as the Designated Election Official for the District. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the Annual Administrative Resolution of Valagua Metropolitan District subject to changes stated.

Operations

The Board reviewed the Shades of Green landscaping contract. Upon motion duly made and seconded with Director Green abstaining, it was unanimously

RESOLVED to approve Shades of Green Landscaping contract as presented.

Fence

Mr. Weaver presented photographs and a map illustrating where fencing repairs are needed around the perimeter of the community, which is primarily the responsibility of the Association but could involve the District in later phases. No action was taken by the Board at this time.

Audit

Mr. Weaver presented the 2019 draft audit, noting that the District received an unqualified or "clean" opinion. It was noted the District was not able to make the full bond payment but has complied with all requirements to keep the Bonds out of a default status. Upon motion duly made and seconded it was unanimously

RESOLVED to accept the 2019 draft audit as presented.

**Financial
Matters**

Mr. Weaver presented the March 31, 2020 financial statements with an itemized review of the balance sheet and statement of revenues and expenditures. He reviewed the historical context for the current state of the bond payments. As long as the District is assessing the maximum mill levy allowed under its Service Plan for debt service, the District is not in default on the bonds for underpayment of required annual debt service required payments under the Bond Indenture. The financials include a preliminary 2021 budget.

**Payments
Of Claims**

The payment of claims from September 2019 through April 2020 was presented to the Board. Upon motion duly made and seconded it was unanimously

RESOLVED to accept the March 31, 2020 financial statements and approve payment of claims through April 2020.

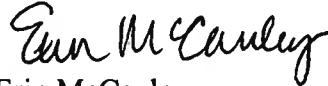
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Adjournment There being no further business to come before the Board, upon motion duly made and seconded it was unanimously

RESOLVED to adjourn the Regular Meeting of the Valagua Metropolitan District Board of Directors this 15th day of May, 2020.

Respectfully submitted,



Erin McCauley
Secretary for the Meeting