

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARD OF
DIRECTORS OF WATERS' EDGE METROPOLITAN DISTRICT
NOS. 1 & 2

Held: Wednesday, March 15, 2023, at 2:00 p.m.
Via Teleconference

Attendance

The joint special meeting of the Board of Directors of the Waters' Edge Metropolitan District Nos. 1 & 2 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

Joe Knopinski, President
Jerry Wenzel, Treasurer
Todd Johnson, Assistant Secretary

Also present were Eve M.G. Velasco, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Diane Wheeler, Simmons & Wheeler, P.C. District Accountants; Angela Elliott, District Manager and Marlene Pappas, Teleos Management Group; and Carol Bauman, Developer Representatives.

Call to Order

It was noted that a quorum of the Boards was present, and the meeting was called to order at 2:03 p.m.

Following discussion, upon motion duly made and seconded, the Boards unanimously excused John Gooch's absence from meeting.

**Conflict of Interest
Disclosures/Director
Qualifications**

Ms. Velasco advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Velasco reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Velasco inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Approval of
Agenda**

Director Knopinski presented the Boards with the agenda for the meeting for consideration.

Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

Mr. Knopinski reviewed the items on the consent agenda with the Boards. Mr. Knopinski advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda.

Upon a motion duly made and seconded, the Board unanimously took the following actions:

- a. Approval of Minutes from the November 16, 2022, Special Meeting

Financial Matters

Financials/Claims

Ms. Wheeler presented the claims to be ratified and approved in the amount of \$41,548.30.

Following discussion, upon motion duly made and seconded, the Boards ratified and approved the claims in the amount of \$41,548.30.

Ms. Wheeler presented the financial statements as of December 31, 2022.

Following discussion, upon motion duly made and seconded, the Boards accepted the financial statements of December 31, 2022, as presented.

Audit Engagement Proposal

Ms. Wheeler discussed the Audit Engagement Proposal received by Colorado CPA in the amount of \$6500 for each district to prepare the 2022 audits.

Following discussion, upon motion duly made and seconded, the Boards approved the Engagement Proposal of \$6500 for each district by Colorado CPA.

Additional Bill.com Approvals

Ms. Wheeler also discussed having another director approve the invoices in bill.com. Following discussion, upon motion duly made and seconded, the Boards approved Mr. Wenzel to approve bills with Mr. Knopinski.

Consider Adoption of Resolution to Grant a Variance to the Custom Lots in Section 6.2(a) of the Declaration of Covenants, Conditions and Restrictions

Ms. Velasco presented the Resolution granting a variance for the custom lots for the landscape installation deadlines as defined in Section 6.2.(a) of the Declaration of Covenants, Conditions and Restrictions.

Following discussion, upon motion duly made and seconded, the Board for District No. 1 adopted the Resolution to Grant a Variance to Section 6.2(a) of the Declaration of Covenants, Conditions and Restrictions for the custom lots for landscape installation. .

Manager Matters

Ms. Elliott presented the proposal from Mill Brothers Landscape Group for landscape maintenance for the 2023 season.

Following discussion, upon motion duly made and seconded the Board for District no. 1 approved the proposal from Mill Brothers for 2023, subject to revisions to the scope of

work to exclude tree and shrub care for the first year. The Board for District No. 1 instructed legal counsel to draft an agreement to implement the approved proposal. The Boards advised Ms. Elliott to get clarification on who maintains the irrigation systems and present prior to the next board meeting.

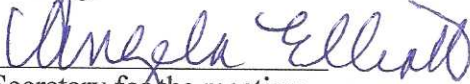
Other Business

None

Adjournment

There being no further business to come before the Boards, upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meetings at 2:50 p.m.

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


Secretary for the meeting