

**CATHEDRAL PINES METROPOLITAN DISTRICT
NOTICE OF SPECIAL MEETING
BOARD OF DIRECTORS**

March 19, 2021 10:00 AM - 12:30 PM (MDT)

Please join my meeting from your computer, tablet or smartphone.

<https://global.gotomeeting.com/join/167017405>

You can also dial in using your phone.

United States: [+1 \(571\) 317-3129](tel:+15713173129)

Access Code: 167-017-405

Public Welcome

Board of Directors

Bill Heeter, President	Term Expires May 2022
Lynn Shepherd, Vice President	Term Expires May 2023
Ecton Espenlaub, Treasurer	Term Expires May 2022
(Open)	Term Expires May 2023
Rick Stauch, At Large	Term Expires May 2022

AGENDA

1. Call to Order

- a. Meeting operating under previously adopted Emergency Resolution 2020-3-1

2. Declaration of Quorum/Director Qualifications/Reaffirmation of Disclosures

3. Approval of Agenda

4. Approval of Board Meeting Minutes – Regular meeting on February 16, 2021 (see attached)

5. Lodge Management Update – Lynn/Lina

- a. Status of current operations – Lina
- b. Proposals for capital spending- Lynn/Lina
 - Chairs/Tables
 - Sealing of Parking Lot/Expansion of parking stalls
 - Construction of wall in “Bridal Room”
 - Other?

6. Financial Matters

- a. Review of Unaudited Financial Statements as of February 28, 2021 (see attached) – Kevin/Ecton
- b. Approval of Payables for the Period Ending March 15, 2021 (see attached) – Kevin
- c. Update on Status of FEMA/COVID claim amounts – Kevin
- d. Future possibilities for recovery grants/loans, etc. – Kevin
- e. Approval of Contract modification for WSDM, LLC – (under separate cover to Ecton)

7. Management Matters

- a. Update on Management activities
 - District Manager

- Warren Management activities
- b. Update on Security System/Consolidation of Fire Alarm Monitoring etc. - Kevin
- c. Trails/Community Maintenance - Ecton
- d. Irrigation Plans
 - Median irrigation start-up – Jamie
 - Proposal to run irrigation along Lodge entrance – Bill
 - Pond start-up – Jamie
 - Proposal to map irrigation lines, wells and cisterns throughout community – Bill
- e. Bulletin Board Status – Jamie
- f. Participation with HOA Recycling Day - Bill
 - Share Cost
 - Blood Drive/Bloodmobile

8. Status of Filling Open Metro Board Seat – Kevin

9. Discussion – How to Recruit More Volunteers?

10. Proposed By-Laws Discussion – All

- a. Discussion and adoption of District By-Laws – Bill (see attached draft)

11. HOA Update – Rick

12. Legal Matters

- a. Homeowners’ Release from Liability for Maintenance of Adjacent Land – Kevin and Bill

13. New Business

14. Public Comment (Items Not on the Agenda Only. Comments limited to 3 minutes per person and taken in Order in Which They Appear on Sign-Up Sheet)

15. Other Business

- a. Schedule Board Meetings day/time/dates for balance of 2021

16. Adjournment – Next Regular Board Meeting scheduled for April 20, 2021 at 10:00 AM



**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
CATHEDRAL PINES METROPOLITAN DISTRICT
HELD MARCH 4, 2021
AT 1:00 P.M.**

Pursuant to posted notice, the special meeting of the Board of Directors of the Cathedral Pines Metropolitan District was held on Thursday, March 4th at 1:00 p.m., via telephone and video conference call.

In attendance were Directors:

Bill Heeter
Ecton Espenlaub
Lynn Shepherd
Rick Stauch (arrived late)

Also in attendance were:

Kevin Walker, Walker Schooler District Managers
Rebecca Hardekopf, Walker Schooler District Managers
Jamie Adams, Warren Management

1. Call to Order:

- a. Meeting operating under previously adopted Emergency Resolution 2020-3-1: President Heeter called the meeting to order at 1:00 p.m. and confirmed a quorum of the Board was present.

2. Approval of the Agenda: President Heeter reported that Mr. Kelley resigned from the Board via email to Mr. Walker. Director Shepherd moved to approve the Agenda as presented; seconded by Director Espenlaub. Motion passed unanimously.

3. Contract Review:

- a. Walker Schooler District Managers 2021 Contract: Mr. Walker discussed the questions submitted by Mr. Kelley regarding the Walker Schooler District Managers 2021 contract and referenced the memorandum included in the Board meeting packet. He explained the original contract was with Mr. Atkinson and the scope of work was not very well defined. Over the years the scope of work has been refined to include services such as accounting and meeting agenda prep and minutes, so the fee has been adjusted based on what he thinks is fair compensation for the work and services being provided. Mr. Walker discussed the list of services provided to the District in detail. Director Espenlaub suggested refining language surrounding Board authorization so it is clear who the District representative is. Director Stauch joined the meeting. Mr. Walker will make the changes and present to the Board next month. Director Espenlaub requested to view the exhibits.
- b. Warren Management: Mrs. Adams discussed the questions submitted by Mr. Kelley regarding the Warren Management 2021 contract. She noted the fee is \$2,000 monthly and has been the same since 2020 and confirmed there are no changes to the address. Director Shepherd noted the date

needs to be changed to 2021 in section 6. The Board discussed the frequency of inspections and agreed that it is not necessary to mandate weekly inspections. Mrs. Adams will present the revised contract at the next Board meeting.

- c. **Lodge Management:** Director Shepherd noted that Mr. Kelley's comments were not on the contract and were instead on performance. Director Shepherd explained that she had a one-on-one conversation discussing each of his concerns in November. Director Shepherd discussed Mr. Kelley's request for an additional written Lodge Manager monthly report. She explained the verbal report given at Board meetings should be sufficient since it is recorded in the minutes. President Heeter also noted the Dropbox that can be accessed anytime to see the current status. Director Shepherd requested an Exhibit B to be included in the 2021 contract that reflects the arrangement and addendum regarding Mrs. Hoekman's compensation that overrides the existing Exhibit B. The Board discussed when to review the compensation agreement for Mrs. Hoekman. Mr. Walker confirmed it was on a month-to-month basis, but the Board can decide when to review. The Board discussed invoicing and agreed that it is not necessary until the compensation is percentage based and the monthly report is sufficient. The Board discussed the approval of the Payables and agreed there is no need to have a separate meeting to review them before approval. The Board agreed they have no concerns with Mrs. Hoekman's reports on marketing. Director Espenlaub noted language in the Lodge Management contract that the contractor shall have full power and authority to select the means, manner, and method of performing its duties under this agreement without detailed control or direction from the District. Mr. Walker noted that Mrs. Hoekman is an independent contractor and without that type of language she might be considered an employee. The Board agreed that Mrs. Hoekman is a professional and should be managed and respected accordingly. Director Shepherd explained that Mrs. Hoekman created a customer feedback survey as requested by Mr. Kelley, but they have not had events to gain feedback from yet. Director Shepherd noted Mr. Kelley's concern with the website status, and explained the website is live and viewable. Director Shepherd confirmed Mrs. Hoekman's professional staff consists of 6 people who are available for events when needed. Director Shepherd moved to tighten up the contract to include the compensation agreement in Exhibit B; seconded by Director Espenlaub. President Heeter noted the final contract will be reviewed at the next Board meeting for approval.

4. Public Comment: There was no public comment.

5. Other Business: Director Shepherd reported that she met with Mrs. Adams and Mrs. Hoekman to discuss the Lodge improvements. She requested a general budget for certain projects so they can be done before events are resumed. Mrs. Adams will have exact numbers to present at the next Board meeting. President Heeter would like to also discuss potential landscaping projects.

President Heeter discussed the Board vacancy and will try to include a note in the upcoming newsletter.

6. Adjournment: Director Stauch moved to adjourn; seconded by Director Espenlaub. Motion passed unanimously at 1:48 p.m.

Respectfully Submitted,

By: Kevin Walker, District Manager

THESE MINUTES ARE APPROVED AS THE OFFICIAL MARCH 4, 2021 MINUTES OF THE CATHEDRAL PINES METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:

Bill Heeter, President

Lynn Shepherd, Vice President

Ecton Espenlaub, Treasurer

John Kelley, Director

Rick Stauch, Director

Cathedral Pines Metropolitan District Profit & Loss

January through December 2021

Jan - Dec 21

Ordinary Income/Expense

Income

1-100 · GF INCOME

1-105 · GF Prop Tax Revenue	101,389.04
1-110 · Specific Ownership Taxes	9,654.95
1-120 · Rental Income - Lodge Events	35,800.00
1-127 · Rental Income - Shed	833.33

Total 1-100 · GF INCOME 147,677.32

2-100 · DS INCOME

2-105 · DS Prop Tax Revenue	101,389.02
2-130 · DS Interest Income	27.33

Total 2-100 · DS INCOME 101,416.35

Total Income 249,093.67

Gross Profit 249,093.67

Expense

1-1000 · SERVICES

1-1010 · Management Expense	3,675.00
1-1015 · Maintenance Management	2,000.00
1-1020 · Legal Fees	1,993.11

Total 1-1000 · SERVICES 7,668.11

1-2000 · LODGE

1-2001 · Lodge Management	3,500.00
1-2020 · Event Supplies	60.95
1-2030 · Repairs and Maintenance	160.00
1-2035 · Utilities	1,394.81
1-2040 · Security	37.53
1-2045 · Snow Removal	670.00
1-2055 · Telephone	480.60

Total 1-2000 · LODGE 6,303.89

1-3000 · GF EXPENSES

License & Fees	553.73
1-3005 · Landscape Maintenance	2,475.08
1-3010 · Repair & Maintenance - O&M	392.89
1-3015 · Snow Removal - O&M	440.00
1-3020 · Utilities - O&M	981.02

Total 1-3000 · GF EXPENSES 4,842.72

1-4000 · OTHER

1-4020 · Collection Fee GF(Treasurer)	1,698.33
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Total 1-4000 · OTHER 1,698.33

2-1000 · DS EXPENSES

2-1010 · Collection Fee DS (Treasurer)	1,409.09
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Total 2-1000 · DS EXPENSES 1,409.09

66910 · Bank Service Charges -17.58

Cathedral Pines Metropolitan District Profit & Loss

January through December 2021

	Jan - Dec 21
Total Expense	<u>21,904.56</u>
Net Ordinary Income	<u>227,189.11</u>
Net Income	<u><u>227,189.11</u></u>

Cathedral Pines Metropolitan District

Balance Sheet

As of March 16, 2021

Mar 16, 21

ASSETS

Current Assets

Checking/Savings

ECB Debt Service Fund	337,458.92
ECB General Fund	132,071.98
MM - CSafe Bond Fund UMB	0.53
1072 - Bill.com Money Out Clearing	7,767.93

Total Checking/Savings 477,299.36

Accounts Receivable

Accounts Receivable	4,463.00
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Total Accounts Receivable 4,463.00

Other Current Assets

12000 - Undeposited Funds	500.00
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Total Other Current Assets 500.00

Total Current Assets 482,262.36

Fixed Assets

Community Center

Accum Depreciation	-531,599.00
Original Cost	1,328,384.00

Total Community Center 796,785.00

Equipment

Accum Depreciation	-2,683.00
Equipment - Other	13,922.00

Total Equipment 11,239.00

Parks, Trails & Monument

Accum Depreciation	-540,161.00
Original Cost	897,354.77
Parks, Trails & Monument - Other	69,594.64

Total Parks, Trails & Monument 426,788.41

Total Fixed Assets 1,234,812.41

TOTAL ASSETS 1,717,074.77

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

Accounts Payable (A/P)	13,136.05
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Total Accounts Payable 13,136.05

Other Current Liabilities

Accrued Interest - DSvc	18,737.67
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Deposits- Lodge Events	22,750.00
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Total Other Current Liabilities 41,487.67

Total Current Liabilities 54,623.72

Long Term Liabilities

Cathedral Pines Metropolitan District

Balance Sheet

As of March 16, 2021

Mar 16, 21

Bonds Payable 2016	
Bond Premium 2016	
A/A Bond Premium 2016	-65,260.36
Bond Premium 2016 - Other	414,881.70
Total Bond Premium 2016	<u>349,621.34</u>
Bonds Payable 2016 - Other	4,475,000.00
Total Bonds Payable 2016	<u>4,824,621.34</u>
Total Long Term Liabilities	<u>4,824,621.34</u>
Total Liabilities	4,879,245.06
Equity	
Debt Svc / Cap Proj Funds	155,805.00
General Fund-Restricted	8,054.00
General Fund-Unrestricted	33,873.00
Gov't Wide Fund Balance	-3,741,036.79
32000 - Retained Earnings	182,207.89
Net Income	198,926.61
Total Equity	<u>-3,162,170.29</u>
TOTAL LIABILITIES & EQUITY	<u><u>1,717,074.77</u></u>

2021 Maintenance Calendar

Cathedral Pines Metro District

<p>JANUARY</p> <p>Lodge review of maintenance for 2021</p> <p>A Cut Above renewal</p>	<p>JULY</p> <p>Reserve Study overview of capital improvements</p>
<p>FEBRUARY</p> <p>Fire extinguisher maintenance Fire place maintenance Updates on security</p> <p>Review tree removal/trimming for common areas Confirm contracts for Asphalt & parking</p>	<p>AUGUST</p> <p>Present reserve study bids to board Review snow removal with A Cut Above</p>
<p>MARCH</p> <p>Maintenance – lodge updates Interior/ exterior Staining lodge/ parking lot Carpet/floor cleaning; painting; updates if needed</p>	<p>SEPTEMBER</p> <p>Reserve study preparation for budget 2022 Review current contracts</p>
<p>APRIL</p> <p>Pond start up Pond maintenance (Solitude Lake Management) Irrigation start up Review landscape improvements items with A Cut Above for summer months Lodge: Window cleaning</p>	<p>OCTOBER</p> <p>Contracts review for 2022 budget Planning for 2022</p> <p>Fall Clean up- lodge & common areas Lodge: Window cleaning Turn off pond</p>
<p>MAY</p> <p>Landscape maintenance begins on medians and lodge through October Annual flowers planted end of May/ first of June Pond – Fish installation</p>	<p>NOVEMBER</p> <p>HOA Annual meeting/Metro District updates Hearing for the 2022 Budget Holiday Décor added to the lodge</p>
<p>JUNE</p> <p>Weekly follow up with A Cut Above Irrigation updates/ maintenance/ native grass mowing Continues through October</p>	<p>DECEMBER</p>

2021 Contracts:

WMG – Maintenance management
A Cut Above Maintenance/Snow removal
Solitude Lake Management (April through October)

Adhoc no contract as needed – refrigerator plus; fire extinguisher; fire place maintenance; HVAC maintenance; carpet/floor cleaning; handyman work; electrician work

Presented by Jamie Adams, Managing Agent for Maintenance Cathedral Pines Metro District

CATHEDRAL PINES METROPOLITAN DISTRICT

BOARD OF DIRECTORS

BY-LAWS/POLICY MANUAL

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1/20/2021

BOARD OF DIRECTORS POLICY MANUAL
OF THE
CATHEDRAL PINES METROPOLITAN
DISTRICT

PART I - GENERAL RULES

RULE I-1: Purpose

The purpose of this Policy Manual is to provide guidelines for the conduct of the Board of Directors of the Cathedral Pines Metropolitan District.

RULE I-2: Suspension of Rules

Any of the within rules not required by law may be suspended by a majority vote of the Board.

RULE I-3: Alteration, Amendment or Repeal

Any rule may be altered, amended or repealed at a duly noticed meeting by a majority vote of the Board.

PART II - BASIS OF AUTHORITY

RULE II-1: Authority of the Board

The Cathedral Pines Board of Directors is the governing authority of this District. Apart from his/her normal function as a part of this unit, or as directed by the Board, no Director may commit the District to any policy, act or expenditure. All powers, privileges and duties vested in or imposed upon the District shall be exercised and performed by and through the Board. The Board may delegate to officers, employees and agents of the District any or all administrative and ministerial powers.

RULE II-2: Representation

The Board of Directors as a whole should not represent any factional segment of the District, but rather represent and act for the District as a whole.

RULE II-3: Governing Laws

The Board of Directors shall comply with and be guided by applicable state laws and regulations including the Colorado Special District Act and applicable federal laws and regulations.

PART III – FIDUCIARY RESPONSIBILITY/EXPENDITURE CONTROLS

RULE III – 1. Balanced Budget Objective

It shall be the objective of the Metro District Board to operate each year on a break-even basis; that is, annual spending should not exceed annual income. Extenuating circumstances may occur, including unanticipated capital expenditures, etc. which may require special consideration, but the general approach of the Board should be operating on a cash-neutral basis.

RULE III – 2. Building Appropriate Contingencies and Reserves

In consideration of Rule III – 2., the Board shall also strive to maintain adequate reserves and contingencies to protect the District from unexpected capital expenditures. A Contingency fund should be allocated as part of the annual budget to protect against unexpected costs incurred during the normal cost of business; a Reserve Fund shall also be funded when possible on a longer-term basis in anticipation of one-time major capital expenditure requirements (i.e., Lodge roof replacement, installation of additional monuments, etc.).

RULE III – 3. Authority to Commit to Expenditures

Each year the Board of Directors shall approve an annual Budget which shall guide their spending throughout the course of the year. This Budget shall derive its revenue from resident Property Taxes, revenue generated from Lodge activities, and other fundraising activities which conform to state guidelines.

RULE III – 4. Board Member Spending Authorities

The Board may, by simple majority vote, set spending limits that each Board member is allowed to commit to without seeking prior approval from the full Board. This policy is established to allow individual Board members to fulfill their duties without having to seek Board approval for minor expenditures consistent with Board objectives and in the Community's best interest. These spending levels may be adjusted or revoked at any time by majority vote of the Metro Board.

RULE III – 5. Solicitation of Multiple Bids

In an effort to assure that the Board is fulfilling their fiduciary responsibility and seeking the best possible outcome for the community, all expenditures expected to exceed \$_____ shall require the Board to solicit a minimum of three (3) competitive bids when possible.

The Board should also take into consideration past experience with each vendor, quality of work, timeliness, and other factors it considers appropriate at the time before awarding this work to a particular vendor (i.e., lowest price being only one of several important considerations in each decision). However, in the case of ongoing maintenance or other needs, the Board may establish “Preferred” vendors to complete the required work without seeking competitive bids on each project. These Preferred vendors will have proven in the past to be competitively priced and have delivered or exceeded the expected level of quality. This will allow the Community or District Managers to complete necessary work on a timely basis where seeking competitive may be unnecessary or impractical.

PART IV - BOARD STRUCTURE

RULE IV-1: Officers

Annually, at the first regular Board Meeting following the biennial election of Board Members, and during the same month in the following year, the Board shall select a President, Vice President (as desired), Secretary and Treasurer for the next for the next calendar year. Other Board members will serve on an At-Large basis.

RULE IV-2: President

The President shall perform the duties of presiding officer at all meetings of the Board of Directors and shall carry out the resolution and orders of the Board of Directors and perform such other duties as the Board of Directors prescribes.

The President shall be the Board’s liaison to the District Manager and shall work with the District Manager to develop the Board agenda prior to each Board meeting. The President shall convey the Board’s actions and directions to the District Manager and shall monitor the District Manager’s progress on Board directives and policies.

The President is authorized to sign all official documents of the District.

RULE IV-3: Vice President

Although not required by State law, the Board may choose to elect a Vice President to serve in the position of Board President when the President resigns, is absent, disabled, or otherwise unable to fulfill their functions. In addition, when the President disqualifies himself/herself from participating in an agenda item, the Vice President shall perform the duties as the presiding officer.

RULE IV-4: Secretary

The Secretary does not have to be a member of the Board and shall be responsible for seeing that accurate minutes of Board meetings are kept, preserved, and made available to the community on a timely basis.

RULE IV-5: Treasurer

The Treasurer shall be a member of the Board and shall be responsible for seeing that appropriate financial procedures are in place, that accurate financial records are kept preserved and made available to the community on a timely basis, and that obligations under Section III 1. and III 2. are fulfilled. The Treasurer shall also be responsible to see that an annual budget is prepared and adopted pursuant to the provisions of the Colorado Budget Act. Any changes to the annual budget should be reported by the Treasurer and reported pursuant to the provisions of the Colorado Budget Act.

RULE IV-6: District Manager

The Board shall appoint a District Manager or contract with an Administrator to serve for such term and upon such conditions, including compensation, as the Board may establish.

The manager shall have general supervision over the administration of the affairs, employees and/or contractors, and business of the District and shall be charged with the hiring and discharging of employees and contractors of District properties. The District Manager shall have the care and custody of the general funds of the District and shall deposit or cause to be deposited the same in the name of the District in such banks or savings associations as the Board may select. The District Manager shall, working with the Treasurer, assure that timely and accurate budgets and financial statements are provided to the Board and the community.

RULE IV-7: Committees

The Board may create standing or ad hoc committees at its discretion. Committee motions and recommendations shall be advisory to the Board and not commit the District to any policy, act or expenditure nor may any committee direct staff to perform specific duties unless authorized by the Board.

PART V - CODE OF ETHICS

RULE V-1: Objectives

The Board of Directors of the Cathedral Pines Metropolitan District is committed to providing excellence in legislative leadership that results in the provision of the highest quality services and representation on behalf of the District's constituents. In order to assist in the government of the behavior between and among members of the Board of Directors, the following guidelines are recommended:

V-1A Respect: The dignity, style, values and opinions of each director shall be respected.

V-1B Listening: Responsive and attentive listening in communication is encouraged.

V-1C Representation: The needs and desires of the District's constituents should be the priority of the Board of Directors, not individual objectives or motivations.

V-1D Responsibility: The primary responsibilities of the Board of Directors are the formulation and evaluation of policy, and assuring prudent financial management on behalf of the Community. Routine matters concerning the operational aspects of the District are to be delegated to the District's Manager for implementation.

V-1E Attitude: Directors should commit themselves to emphasizing the positive, avoiding hidden agendas, backbiting and other negative forms of interaction.

V-1F Issue Orientation: Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocs based on personalities rather than issues should be avoided.

V-1G Openness: Different viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinion. Once the Board of Directors takes action by majority vote, all Directors should support the action, and not create barriers to the implementation of such action. There should be no minority

V-1H Personal Communication vs. Board Communications: In any interaction with residents of the community, it is important that the Board member does not speak on behalf of the Board unless instructed to do so by the Board. Board members are welcome to express their own opinions, but they should be stated as such and not represented as the opinion of the Board as a whole. Opinions or individual disagreement with the Board's actions shall not be publicly expressed once District action is taken by the Board.

RULE V-2: Information

Directors should abide by the following procedures:

V-2A Clarification: In seeking clarification on informational and policy items, Directors should directly approach the District Manager to obtain information needed to supplement, upgrade or enhance their knowledge to improve legislative decision making. It is preferred that such clarification is sought during board meetings, where all Directors receive the same information. In a situation where outside advice is sought and there may be an expense associated with seeking such, both the Treasurer and President should be advised in advance of any expense being incurred.

V-2B Complaints: In handling complaints from residents and property owners of the District, said complaints should be referred to the Board President or District Manager. The President should be made aware of any complaints raised and Board members should refrain from attempting to handle complaints without the involvement of the District Manager.

V-2C Safety: Items related to safety, concerns for safety or hazards should be reported to the District Manager. Emergency situations should be dealt with immediately by seeking appropriate assistance.

V-2D Policy: In seeking clarification for administrative policy-related concerns, especially those involving personnel, legal action, land acquisition, finances, and programming, said concerns should be directed to the District Manager.

RULE V-3: Interaction with Staff

When approached by District personnel concerning specific District policy, Directors should direct inquiries to the District Manager or the appropriate staff supervisor. The chain of command should be followed.

RULE V-4: Team Effort

The smooth working of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District. While Board members are encouraged to form their own opinions, when decisions are made by the Board it should be the goal of the Board to present a unified, common front to the community.

RULE V-5: Constituent Requests

When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible management personnel.

RULE V-6: Interaction with Manager

Directors should develop a working relationship with the manager wherein current issues, concerns and District projects can be discussed comfortably and openly. The District Manager shall treat all Board Members equally, and with dignity and respect.

RULE V-7: Board as a Whole

Directors should function as part of the whole Board. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.

RULE V-8: Monitoring Progress

Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

RULE V-9: Preparation

Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff through the manager, or exchanged between directors between meetings, within the limits of the Colorado Open Meetings Act.

RULE V-10: Staff Notes

Information that is exchanged before the meetings shall be distributed through the Manager, and all Directors will receive all information being distributed.

RULE V-11: Courtesy

Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.

RULE V-12: Questions

Directors shall defer to the President for conduct of meetings of the Board but shall be free to question and discuss items on the agenda. All comments should be confined to the matter being discussed by the Board.

RULE V-13: Minutes

Minutes shall include a summary of actions taken, including actual motions made and properly seconded, with the number of votes for and against, but shall not include the Directors voting for and against, unless a Director requests that the minutes reflect his or her vote on the motion.

Minutes shall list the Directors who are absent at the meeting, with a notation of whether the absence is excused or not excused, as determined by the Board.

Directors may request that brief comments pertinent to an agenda item, (including, if desired, a position on abstention or dissenting vote), be included in the minutes of a meeting. Such a request shall be made only at the meeting that item is discussed.

RULE V-14: Conflict of Interest

Directors shall abstain from participating in consideration of any item involving a legally prohibited conflict of interest; and shall be cognizant of the impact of even the perception of conflict by the District residents. Unless such a conflict exists, however, Directors should not abstain from the Board's decision-making responsibilities, including voting on all action items.

PART VI - BOARD MEETING PROCEDURES

RULE VI-1: Regular Meetings

Regular meetings of the Board of Directors shall be held as determined by the Board, but at least ___ times annually. The date, time, and place of regular meetings shall be reconsidered annually at the first meeting of the Board for that year.

RULE VI-2: Special Meetings (Non-Emergency)

Special meetings (non-emergency) of the Board of Directors may be called by any Director by informing the other Directors of the date, time and place of such special meeting, and the purpose for which it is called, and by posting notice as provided in 32-1-903, C.R.S., and 24-6-402, C.R.S.

VI-2A: Agenda: An agenda shall be prepared as specified for the regular and special Board meetings and shall be included with the notice of the meeting as posted 24 hours in advance of the meeting. The agenda shall include all items of business to be considered, as nearly as known at the time of the posting.

VI-2B: New Business: Only those items of business listed in the call for the special meeting shall be considered at the special meeting.

RULE VI-3: Special Meetings (Emergency)

In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened immediate disruption of public facilities, the Board of Directors may hold an emergency special meeting without complying with the twenty-four (24) hour notice required above. An emergency situation means a crippling disaster which severely impairs public health, safety or both, as determined by the Manager and Board President or Vice President in the President's absence.

An emergency meeting may be called by the Board President or any two Board Members. All members of the Board shall receive notice of such meeting, as far in advance of the meeting as possible. Only items relevant and necessary to dealing with the emergency shall be considered at the emergency meeting.

RULE VI-4: Adjourned Meetings

A majority vote by the Board of Directors may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment, except that if a quorum is lacking at any regular or adjourned meeting, the Manager may declare the meeting adjourned to a stated time and place, and he/she shall cause a written notice of adjournment to be given to those specified above.

RULE VI-5: Order of Agenda

The presiding officer of the meeting described herein shall determine the order in which the agenda items shall be considered for discussion and/or action by the Board.

RULE VI-6: Meeting Room Preparation

The President and the District Manager shall insure that appropriate information is available for the audience at meetings of the Board of Directors, and that physical facilities for said meetings are functional and appropriate.

RULE VI-7: Motions and Resolutions

All actions of the Board necessary for the governance and management of the affairs of the District shall be by passage of motions or resolutions.

PART VII-BOARD MEETING CONDUCT

Meetings of the Board of Directors shall be conducted by the President in a manner consistent with the policies of the District. *{The latest edition of Robert's Rules of Order, Revised shall also be used as a general guideline for meeting protocol.}* District policies shall prevail whenever they are in conflict with *{Robert's Rules of Order, Revised.}*

RULE VII-2: Conduct Objective

The conduct of meetings shall, to the fullest extent possible, enable Directors to consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems and receive, consider and take any needed action with respect to reports of accomplishments of District operations.

RULE VII-3: Public Input

Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at a regular meeting on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows:

VII-3A Time Limits: The President, unless a majority of the Board objects, may allot a maximum amount of time for each speaker and a maximum amount of time to each subject matter.

VII-3B Boisterous Conduct: No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous conduct shall be grounds for summary termination, by the President, of the speaker's privilege of address.

VII-3C Allegations: No oral presentation shall include any charges or complaints against any District employee, regardless of whether or not the employee is identified in the presentation by name or by another reference which tends to identify. All charges or complaints against an employee shall first be submitted in writing to the Board of Directors.

RULE VII-4: Willful Disruption

Willful disruption of any meeting of the Board of Directors shall not be permitted. If the President with the concurrence of the Directors finds that there is in fact willful disruption of any meeting of the Board, he/she may order the room cleared and subsequently conduct the Board's business, allowing only those persons who, in his/her opinion, were not responsible for the willful disruption to re-enter the meeting room before any further business is conducted.

VII-4A New Business: In such an event, only matters appearing on the agenda may be considered in such a session.

RULE VII-5: Quorum and Majority

Action can only be taken by the vote of the majority of the Board of Directors present at the meeting, provided a quorum is present. One more than fifty percent of number of Directors holding office at the time represent a quorum for the conduct of business. A majority shall consist of one more than fifty percent of the Directors present and entitled to vote on an issue.

RULE VII-6: Abstentions

Where a Director abstains in a vote because of a potential conflict of interest the Director shall be considered to be absent. Thus, action can only be taken by a majority of the Directors present, not counting the Director(s) abstaining because of a potential conflict of interest. Directors shall not abstain from voting for any other reason than potential conflict of interest.

RULE VII-7: Directions

The Board may give directions which are not formal action. Such directions include the Board's directives and instructions to other Board members or the District Manager. The President shall determine by consensus a Board directive and shall state it for clarification. Should any two directors challenge the statement of the President, a voice vote may be requested. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as to refer the matter to the District Manager for review and recommendation, etc.). Informal action by the Board is still Board action and shall only occur regarding matters which appear on the agenda for the Board Meeting during which said informal action is taken.

PART VIII - PARLIAMENTARY PROCEDURE

Rule VIII-1: Parliamentary Determinations

The Presiding Officer shall preserve order and decorum and shall decide questions of order subject to appeal to the Board.

RULE VIII-2: Call for Question

A "call for question" shall be deemed a non-binding request that the presiding officer close debate and bring a motion to an immediate vote. The presiding officer may choose to continue discussion of the issue.

RULE VIII-3: Motion to Close Debate

The "motion to close debate", if seconded, shall be a non-debatable motion, and shall have precedence over any other motion except for a parliamentary inquiry, or a motion to adjourn. Should the "motion to close debate" pass by a majority vote, the presiding officer shall thereafter immediately call the question on the pending motion.

RULE VIII-4: Reconsideration (Same Meeting)

Any director that voted on the prevailing side on a motion on an agenda item may move to reconsider that item at the same meeting. If seconded by any other director and passed by majority vote, the effect of the motion is to vacate the earlier motion such that a new motion may be debated. The Board should not reverse a decision where the audience that provided public input to the initial action have departed.

RULE VIII-5: Reconsideration (Subsequent Meeting)

Any two Directors may request that an item resolved at an earlier meeting be added to the agenda of a subsequent meeting. The Presiding Officer may reject this request if no new information is presented to warrant further debate.

RULE VIII-6: Motion to Continue

Any Director may move that an item be continued to a specific future Board Meeting even if a main motion is pending consideration. If such a motion is seconded and passed all consideration on that item is halted until the subsequent meeting.

RULE VII-7: Motion to Table

Any Director may move that an item be tabled for an indefinite time even if a main motion is pending consideration. If such a motion is seconded and passed all consideration on that item is halted until the director requests consideration on a subsequent agenda.

PART IX - REMUNERATION

RULE IX-1: Board Meeting Compensation

Board Members compensation shall be established by a board resolution, as governed by 32-1-902 (3), Colorado Revised Statutes. The District will not compensate Board Members for ceremonial events such as annual festivals where no business is conducted, even if notice of such meeting was posted.

RULE IX-2: Board Member Expenses

Board Members that incur expenses for activities on behalf of the District at the request of the Board shall be reimbursed on the basis established under the District's Expenditure Control Guidelines.