

MINUTES OF A SPECIAL MEETING OF THE BOARD OF  
DIRECTORS OF THE TUSCAN FOOTHILLS VILLAGE  
METROPOLITAN DISTRICT

Held: Thursday, June 9, 2022, at 10:00 A.M.

*The meeting was held via teleconference.*

**Attendance**

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following Directors were in attendance:

Raymond O'Sullivan  
Jack Wallace Mason  
Tan Khan  
Roger Lemmon  
David Hewett

Also present were: Blair M. Dickhoner, Esq., and Nelson Dunford, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Dave Talbot, Kevin Walker and Rebecca Hardekopf, Walker Schooler District Managers; and Alice Snere, Carol Reily, Sabrina Fumagalli, and Daniel Duncan, members of the public.

**Call to Order**

It was noted that a quorum of the Board was present and the meeting was called to order.

**Disclosure Matters**

Mr. Dickhoner advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Dickhoner 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Dickhoner inquired into whether members of the Board 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 Board to act.

**Approval of Agenda**

Mr. Dickhoner presented the proposed agenda to the Board for

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

**Consider Appointment of Officers**

The Board engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board elected Director Hewett as President, Director O’Sullivan as Treasurer, Director Lemmon as Secretary and Directors Khan as Assistant Secretary and Director Mason as Assistant Secretary.

**Public Comment**

The Board heard comments from the public, including discussion of removal of dead trees, concern with communication from the Board and dissemination thereof, and the status of questions submitted to Diversified.

**Consent Agenda**

The Board reviewed the items on the consent agenda. Mr. Dickhoner advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Item c. Master Service Agreement with CliftonLarsonAllen LLP for Accounting Services was requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. November 16, 2021 Special Minutes
- b. Second Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) with TFV1, LLC 2020 Audit
- c. Stormwater Maintenance Agreement with Colorado Springs

**Master Service Agreement with CliftonLarsonAllen LLP for Accounting Services**

Following discussion, upon a motion duly made and seconded, the Board voted not to approve the Master Service Agreement with CliftonLarsonAllen LLP for Accounting Services.

**Legal Matters**

**Conduct Public Hearing on Petition for Inclusion**

Director O’Sullivan opened the public hearing on the Petition for Inclusion of Property (10 Lots and 2 Tracts of Tuscan Foothills Village Filing No. 4 and 5.32 Acre Parcel). Mr. Dickhoner noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

*Consider Adoption of  
Resolution and Order for  
Inclusion of Property by the  
Board of Directors*

Mr. Dickhoner reviewed the Petition and Resolution and Order for Inclusion of Property (10 Lots and 2 Tracts of Tuscan Foothills Village Filing No. 4 and 5.32 Acre Parcel) with the Board. Following discussion, upon a motion duly made and seconded, the Board determined to grant the petition and adopt the resolution. Director Lemmon abstained from voting.

Consider Proposal from  
Walker Schooler District  
Managers for District  
Management and  
Accounting Services

The Board reviewed the proposal from Walker Schooler District Managers for District Management and Accounting Services and engaged in lengthy discussion regarding same. Following discussion, upon a motion duly made, seconded and unanimously carried, the Board approved the proposal.

Discussion Regarding  
Landscape Tracts

The Board continued discussion regarding replacement of dead trees. No action taken.

**Financial Matters**

None.

**Construction Matters**

None.

**Other Business**

None.

Adjournment

There being no further business to come before the Board, upon a motion duly made, seconded, and unanimously carried, the Board determined to adjourn the meeting.

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

Roger D Lemmon  
Roger D Lemmon (Dec 2, 2022 14:46 MST)

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Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 15<sup>th</sup> day of November 2022.







# 2022-06-09 Special

Final Audit Report

2022-12-02

Created:	2022-12-02
By:	Heather Smith (heather.s@wsdistricts.co)
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-  Document created by Heather Smith (heather.s@wsdistricts.co)  
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-  Document emailed to rogerdlemmon@gmail.com for signature  
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-  Email viewed by rogerdlemmon@gmail.com  
2022-12-02 - 9:45:29 PM GMT
-  Signer rogerdlemmon@gmail.com entered name at signing as Roger D Lemmon  
2022-12-02 - 9:46:14 PM GMT
-  Document e-signed by Roger D Lemmon (rogerdlemmon@gmail.com)  
Signature Date: 2022-12-02 - 9:46:16 PM GMT - Time Source: server
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