**RECORD OF PROCEEDINGS**

**SPECIAL MEETING OF THE BOARD OF DIRECTORS OF**

**WHISPERING PINES METROPOLITAN DISTRICT NO. 1**

**HELD:** Thursday, July 23, 2020, at 1:00 p.m., via zoom meeting in light of the COVID 19 Pandemic.

**ATTENDANCE:**

A special meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; with the following directors present and acting:

 Kent Pedersen (by videoconference)

 Vacancy

 Jeff Toussaint (by videoconference)

 Claude Selitrennikoff (by videoconference)

 David Collins (by videoconference)

Also, present: Matt Dalton, District Legal Counsel, and Lisa Mayers, Spencer Fane LLP (by videoconference); Angela Elliott, District Manager, Teleos Management Group (by videoconference); and members of the public.

**CALL TO ORDER:**

The Board noted that a quorum was present for the purpose of conducting a special meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 1:01 p.m.

**DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:**

The Board noted that disclosure statements had been filed on behalf of the members of the Board of Directors with the Office of the Colorado Secretary of State and with the Board of Directors of the District. Upon motion duly made, seconded and unanimously carried, the Board directed that said disclosures be incorporated herein.

**CONSIDER APPOINTMENT OF DIRECTOR/OATH/BOND**

Director Toussaint discussed the Board received the resignation of the Shea Home Board member on June 1. The Board developed a process for appointing a new member by calling for letters of interest and interviews. The Board appreciated the involvement of interested candidates.

Upon motion made by Director Toussaint, seconded by Director Selitrennikoff, upon vote and unanimously carried, Dale Hutchinson was appointed to the Board. District Counsel Dalton will send the Oath to Mr. Hutchinson to be administered by Director Pedersen or signed before a notary public, and he will be able to vote at future board meetings after the Oath is filed as required by statute.

**DIRECTOR MATTERS:**

Director Collins discussed Karl Kasch resigned from the Finance Committee and is requesting to add Mike Obendorf and Carlos Cruz. These 2 appointments would be in addition to Bill Bailey.

Following discussion upon motion made by Director Collins, seconded by Director Selitrennikoff, upon vote and unanimously carried, Mike Obendorf and Carlos Cruz were appointed to the Finance Committee.

Director Toussaint discussed adding Kathy Buck to the Operations Committee.

Following discussion upon motion made by Director Toussaint, seconded by Director Collins, upon vote and unanimously carried, Kathy Buck was appointed to the Operations Committee.

**MANAGERS MATTERS:**

Manager Elliott discussed two bids she received from Keesen to mow beauty bands in unaccepted areas of the District.

Director Pedersen directed Manager Elliott to send him the bids.

**LEGAL MATTERS:**

Upon motion made by Director Pedersen, seconded by Director Collins, upon vote and unanimously carried, the Board convened to Executive Session pursuant to C.R.S, Section 24-6-402(4)(b) and (f): Conferences with an attorney for the local public body for the purposes of receiving legal advice on specific legal questions, and for the purpose of developing negotiating positions and instructing negotiators for the purpose of discussing inclusion of the Guilford parcel into the District.

Upon motion made by Director Pedersen, seconded by Director Selitrennikoff, upon vote and unanimously carried, the Board closed the Executive Session with no action taken during the Executive Session.

**ADJOURNMENT:**

There being no further business to come before the Board of Directors at this time, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 2:36 p.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the special meeting held on July 23, 2020 and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted,

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 President

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary for the Meeting