

**MINUTES OF MEETING OF
THE BOARD OF DIRECTORS OF THE
STONE CREEK METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
AUGUST 4, 2023**

A Special Meeting of the Board of Directors (referred to hereafter as the “Board”) of the District was convened on Friday, August 4, 2023, at 9:00 Aam. The District Board meeting was held via Zoom video/telephone conference. The meeting was posted to the public.

Directors In Attendance Were:

Tim Riggle
Jenifer Waters
Amanda Roper
Holly Green

Also, In Attendance Were:

Mariah Watkins; Goodwin & Company

I. Administrative Matters

A. Quorum/Confirmation of Meeting Location/Posting of Notice/Approval of Agenda: The meeting was called to order at 9:04 AM by Mariah Watkins. Ms. Watkins reviewed administration matters, confirming the presence of a quorum and the proper posting of the meeting notice. Director Riggle made motion, and Director Roper seconded the motion to approve the agenda as amended. Director Green abstained while all other directors voted in favor.

B. Meeting minutes: The board approved the meeting minutes for May 17, June 27, July 10, and July 21. Director Roper made a motion and Director Riggle seconded; all approved the minutes.

C. Board Decision’s:

1) Director's Address: Director Riggle emphasized the need to rebuild trust within the board and proposed adopting a Code of Conduct. After additional discussion Director Riggle subsequently withdrew his initial motion.

2) Recording of Meeting Minutes: The board approved the recording of meeting minutes with a motion by Director Green and a second by Director Riggle. Director Waters voiced concerns were raised about the accuracy of recording without visual aids. The motion to record was ultimately passed.

II. Financial Review:

A. The RFP was removed from the financial review portion of the agenda.

B. Detailed discussion on the budget comparison for June followed. June revenue is behind by \$6,000. The forecast is \$108K behind, because of \$87K in the red with Legal and \$22K in the red because of CPA expenses. Expenses were analyzed and discussed in detail.

C. Pool Expenses: Expenses related to the pool were discussed, including costs associated with refilling after an incident. Director Riggle went on to remind everyone that all Clubhouse expenses are shared with Cielo paying 51%. Also, that Cielo will pay 51% of the pool to be refilled. Director Riggle committed to reviewing the pool contract and chemicals and presenting his findings to the board.

D. Debt Service Fund: The variance in the debt service fund amounting to \$6169 was discussed. The reclassification of certain expenses was addressed.

E. Debt Collection: The approach of contacting the top five debtors for collection was presented. The board requested examples of warning and demand letters.

F. Audit and Legal Proposals: A motion was made by Director Riggle to present the annual audit statement and it was proposed that the treasurer collaborate with CLA for the audit. Director Roper seconded the motion. Director Green questioned use of current accountant, but Director Riggle stressed that they needed to work within the time frame of when the budget is due. All were in favor. Director Riggle confirmed to report any irregularities to the board.

III. **Operations and Maintenance**

A. Project Tracking: Discussion centered around assigning board members responsibility for project tracking. Accountability for tasks and vendors was emphasized. Director Roper suggested a live document so that tasks could be tracked in real time. Director Waters requested that only the person responsible for the task should dictate or respond to that task.

1) District Files Backup: Various backup options for district files were explored. The possibility of storing files outside of the Goodwin system was discussed and the Board requested Management to find alternative storage methods.

2) Landscaping Caretaker: The request for documentation related to the landscaping Caretaker was addressed. Request for actual start date of clubhouse landscaping. Details about the agreement documentation were sought for details of agreement, exhibit C is missing. The agreement needs to be reviewed by legal to ensure a global document. Legal to review at cost.

3) Stormwater Contract: Discussion took place about the potential cancellation of the stormwater contract. Director Green made motion to cancel the contract and Director Roper requested that the discussion be tabled until Legal can review if the district is required to maintain the contract. Director Roper stated for the record that Elisabeth was never Mike's attorney, she was the attorney for the District.

4) Discuss cost/credits with Goodwin re: McGeady bills: The Board discussed only allowing Legal to work with in the contract. Director Waters reviewed all Legal invoices and reported that for March-June \$33K dollars was charged by McGeady for work and services that Goodwin should have provided. Director Green believed Goodwin took the easy way out and utilized legal fees for their own benefit. Additionally, that McGeady acted in gross negligence to work outside of their contract and work beyond the \$75K budget that McGeady was aware the district had. Director Roper motioned that the Board accept the offer from McGeady to waive June invoices. Director Green requested to see the offer in writing. Director Riggle suggested they move forward, however after further discussion Director Roper proposed providing the agreement for review by the Board by 8/8. In reference to the Goodwin credit for service lost, Director Roper suggested asking for half of the cost. Director Waters stated \$33K was the cost of service lost. Director Green suggested asking for \$20K. Director Riggle agreed that \$20K is a good place to start the negotiations. Director Roper requested the discussion be tabled to review by 8/8.

B. Pool/social committee board member appointee: Director Green offered to chair the pool, clubhouse/ social committee. Director Roper requested no one be appointed until the Board has 5 members. Director Green then motioned to take on the committee in the interim and Director Roper seconded. All voted in favor.

IV. **Executive Session:** Director Roper requested that the Board move to executive session at 10:59 am. Director Riggle to second, all in favor. The board went to discuss board interested applicants. The Board came out of executive session at 11:34. Director then moved to vote on the vacant seat of the Board. Director Riggle, Director Green and Director Roper motioned for John Adams to join and Director Green nominated Scott Ferguson. John Adams accepted the nomination. Director Green is to draft a thank you to all Homeowners and to communicate John Adams to be new Board member.

The Board then discussed many items from the scheduling of the upcoming meetings, Director Green investigating the WM contract, Director Roper to investigate SDMI agreement, active tracking of projects, and to research the option to refinance the bond.

V. Adjournment: The meeting adjourned at 12:07 PM. Director Roper made the motion to adjourn, and Director Green seconded it. All attendees were in favor, and there were no objections.