

MINUTES OF AN ORGANIZATIONAL MEETING OF THE
BOARD OF DIRECTORS
OF
BIJOU METROPOLITAN DISTRICT (“District”)

Held: Monday, February 7, 2022 at 3:00 P.M. via teleconference

Attendance

The Organizational Meeting of the Board of Directors of the Bijou Metropolitan District, County of Morgan, Colorado (“**Board**”), 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:

Robert Graves
Kurt Spears
Alan Overton
Lori Graves
Rebecca Spears

Also present were:

George M. Rowley, Esq. and Audrey G. Johnson, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel.

Call to Order

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

Disclosure of Potential Conflicts of Interest

Ms. Johnson advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Rowley 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. Ms. Johnson 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

The agenda for the District’s Organizational Meeting was distributed for the Board’s review. Following discussion and upon 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 Appointment of Officers. Following discussion, upon a motion duly made and seconded, the Board appointed Director Robert Graves as President, Director Kurt Spears as Treasurer, Director Alan Overton as Secretary, and Directors Lori Graves and Rebecca Spears as Assistant Secretaries.

Public Comment None.

Consent Agenda Mr. Rowley provided the items on the consent agenda to the Board. Mr. Rowley advised that any item can be moved from the consent agenda to the regular agenda upon a request from any Director. No items were requested to be moved from the consent agenda. Upon a motion duly made, seconded and unanimously carried, the Board approved and adopted the following items:

- Resolution Designating the District’s 24-Hour Posting Location
- Public Records Request Policy
- Resolution Adopting the Colorado Special District Records Retention Schedule
- Disclosure Notices Required by Service Plan
- Electronic Signature Policy

Legal Matters

Discuss and Consider Adoption of Resolution Providing for the Defense and Indemnification of Directors and Employees of the District Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution Indemnifying the Directors and Employees of the District.

Discuss Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds and Designated Agent Endorsements The Board engaged in discussion. No action taken.

Insurance and Liability

Discuss Insurance Requirements and Consider Adoption of Resolution Approving and IGA with the Colorado Special District Property and Liability Pool and Authorize Membership in the SDA

Following discussion, upon a motion duly made and seconded, the Board unanimously approved an IGA with the Colorado Special District Property and Liability Pool and Authorize Membership in the Special District Association.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Agency Services Agreement with T. Charles Wilson Insurance Services.

Discuss BMO Worker's Compensation Coverage and Consider Authorizing Filing of Exclusion of Uncompensated Public Officials form for 2022 Policy Period

Following discussion, upon a motion duly made and seconded, the Board unanimously approved BMO Worker's Compensation Coverage and authorized the Filing of Exclusion of Uncompensated Public Officials form for the 2022 Policy Period.

Consider Approval of Property and Liability Insurance Limits and Deductibles

Following discussion, upon a motion duly made and seconded, the Board unanimously approved General Liability coverage in the amount of \$2,000,000.

Engagement of Consultants

Consider approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of White Bear Ankele Tanaka & Waldron to provide general counsel legal services to the District.

Discuss and Consider Approval of Proposal for Accounting Services

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of Marchetti & Weaver to provide accounting services to the District.

Legal Matters

Consider Approval of Resolution Calling May 2022 Election

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Calling the May 3, 2022 Election.

Discuss and Consider Adoption of 2022 Annual Administrative Resolution

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2022 Annual Administrative Resolution and designated October 17, 2022 at 3:00 pm as the date of the District's regular meeting.

Funding and Reimbursement Agreement

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Funding and Reimbursement Agreement, subject to final review by legal counsel.

Financial Matters

Consider Approval of Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Numbers

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the execution of the forms.

Discuss and Consider Establishment of Bank Accounts and Authorize Signers on the Accounts

No Action Taken.

Conduct 2022 Budget Hearing and Consider Approval of Resolution Adopting the 2022 Budget

Director Graves opened the public hearing on the 2022 Budget. Mr. Rowley noted that the notice of public hearing was published in accordance with Colorado law in the *Fort Morgan Times*. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Adopting the 2022 Budget.

Other Financial Matters None.

Other Business None.

Adjournment

There being no further business to come before the Board and following discussion and upon 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.

Alan Overton

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 11th of May 2022.