

MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS

OF

WHEATLANDS METROPOLITAN DISTRICT

Held: December 8, 2022 at 6:00 p.m., via teleconference

Attendance

A meeting of the Board of Directors of Wheatlands Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve, were in attendance:

Paulette Martin
Kathy Barela
Rodney DeWalt
Sameer Bhatnagar
Brooke Holliman

Also present were: Clint C. Waldron, Esq. and Erin K. Stutz, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel and Steven Louis Prescott , Esq. and Emily Ostrander, Esq., Hamre, Rodriguez, Ostrander & Dingess, P.C.

Call to Order

It was noted that a quorum of the Board was present and the meeting was called to order at 6:00 p.m.

Disclosure Matters

Mr. Waldron 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. Waldron 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.

Agenda

The Board reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda, as amended.

Public Comment

None.

Discuss Oil and Gas Leasing

General Background Discussion Regarding Oil, Gas, and Mineral Rights

Mr. Prescott reviewed general background information regarding Oil, Gas, and Mineral Rights as it relates to the proposed lease for District Property.

Executive Session

On a motion duly made, seconded and unanimously carried, the Board entered into an executive session pursuant to § 24-6-402(4)(b), C.R.S., conference with an attorney for the District for the purpose of receiving legal advice as it relates to a proposed oil and gas lease and related documents with Axis Exploration LLC (collectively, the “Oil and Gas Leas”) for real property owned by the District, and pursuant to § 24-6-402(4)(e), C.R.S., for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators related to the proposed Oil and Gas Lease.

Pursuant to Section 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

On a motion duly made, seconded and unanimously carried, the Board returned to Regular Session for further discussion of the Oil and Gas Lease.

Consider Approval of Oil and Gas Lease Documents

The Board engaged in discussion regarding the proposed lease documents. The Board requested that Mr. Louis-Prescott prepare a map showing the boundaries of the unit being drilled and request addition information from Civitas regarding the number of leases and acreage under lease. Following discussion, upon a motion duly made and seconded, the Board unanimously determined to postpone a decision until Civitas has achieved the 45% lease threshold for pooling.

Oil and Gas Lease

Deferred.

Addendum to Oil and Gas Lease

Deferred.

Memorandum of Oil and Gas Lease

Deferred.

Order of Payment

Deferred.

Management Items

Ratify Work Order No. 2 to Independent Contractor Agreement for General Engineering Services dated December 5, 2018 (Site Plans and Utility Plans for Fields/Courts)

Mr. Waldron reviewed Work Order No. 2 to Independent Contractor Agreement for General Engineering Services dated December 5, 2018 (Site Plans and Utility Plans for Fields/Courts) with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the work order.

Consider Approval of Independent Contractor Agreement with LEO Renovations LLC for the Clubhouse Kitchen and Restroom Remodel

Mr. Waldron reviewed the Independent Contractor Agreement with LEO Renovations LLC for the Clubhouse Kitchen and Restroom Remodel with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Consider Approval of Independent Contractor Agreement with Santa For Hire LLC

Mr. Waldron reviewed the Independent Contractor Agreement with Santa For Hire LLC with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Approve Pay Application No. 8 from Richdell Construction, Inc. and Authorize Publication of Notice of Final Payment

Mr. Waldron reviewed Pay Application No. 8 from Richdell Construction, Inc. and Notice of Final Payment. Following discussion, upon a motion duly made and seconded the Board unanimously approved the pay application and authorized publication of the Notice of Final Payment.

Discuss Change Order No. 3 from Richdell Construction, Inc.

Mr. Waldron reviewed Change Order No. 3 from Richdell Construction with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the change order.

Discuss Damage to Tree on Park Site and Replacement

The Board reviewed correspondence from Architerra regarding damage to the tree in relation to the theft of Richdell's work trailer. The Board determined to have Cox replace the tree.

Other Management Items

None.

Other Business

None.

Adjourn

There being no further business to come before the Board, upon motion, second and unanimous vote, the meeting was adjourned.

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



Brooke Holliman (Jan 15, 2023 11:23 MST)

Secretary for the Meeting

The foregoing minutes were approved the 12th day of January, 2023.