

RECORD OF PROCEEDINGS

**MINUTES OF THE SPECIAL MEETING OF
ALPINE MOUNTAIN RANCH METROPOLITAN DISTRICT
HELD**

DECEMBER 8, 2020

A Special Meeting of the Board of Directors (“Board”) of the Alpine Mountain Ranch Metropolitan District was held on December 8, 2020 at 9:00 a.m. at 33105 Meadow Creek Drive, Steamboat Springs, Colorado. Due to public health concerns with COVID-19, the meeting was also held via Zoom.

ATTENDANCE

Directors in Attendance Were:

Andrew P. Daly
Suzanne L. Schlicht
Robert H. Dapper, Jr.

Also in Attendance:

Nick Heekin of Corporex
Leslie Monroe of Gore Peaks Investments, LLC
David A. Greher of Collins Cockrel & Cole
Micki L. Mills of Collins Cockrel & Cole

NOTICE

It was noted that Notice of the meeting had been properly posted as required by law.

DISCLOSURES OF
POTENTIAL CONFLICT
OF INTEREST

It was noted that conflict of interest statements had been received from Directors Daly, Schlicht and Dapper, and filed with the Secretary of State and Board of Directors at least seventy-two hours in advance of the meeting stating, their respective employment, officership or partnership interest in Alpine Mountain Ranch at Steamboat Springs, LLLP (“AMR”), which has significant land ownership and/or business interests within the District

All Directors stated that participation in the meeting of at least two of them was necessary to obtain a quorum of the Board or otherwise enable the Board to act. After each Director had summarily stated

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for the record the fact and nature of his private interest and had further stated that the determination to participate in voting or take any other action on any contract or other matter in which he may have a private interest would be made in compliance with Section 24-18-201(1)(b)(V), C.R.S., on an ad hoc basis, the Board turned its attention to the agenda items.

The Disclosure of Potential Conflict of Interest Statements previously filed are deemed continuing for all purposes and were incorporated into the record of the meeting.

MINUTES

The Board reviewed the Minutes of the September 28, 2020 and November 12, 2020 special meetings. Upon motion duly made, seconded and unanimously carried, the Minutes of such Board meetings were approved.

MEETING LOCATION

Ms. Mills reviewed the statutory requirements in conducting regular and special meetings within the boundaries of the District or within the boundaries of Routt County or within any county so long as the meeting location does not exceed 20 miles from the District's boundaries. Since the Board may conduct its next Board meeting at a location more than 20 miles from the District's boundaries, the Board considered adoption of the Resolution approving such meeting location.

Upon discussion and motion duly made, seconded and unanimously carried, the Board adopted the Resolution approving the possible location of the next Board meeting at 390 Union Boulevard, Suite 400, Denver, Colorado. A copy of such Resolution is attached hereto and incorporated herein by this reference.

WORKERS COMPENSATION

Ms. Mills presented the Resolution Determining Not to Provide Workers' Compensation Insurance Coverage for Uncompensated Members of the Board of Directors. Upon motion duly made, seconded and unanimously carried, the Board adopted such Resolution, a copy of which is attached hereto and incorporated

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herein by this reference.

RENEWED ENGAGEMENT OF LEGAL COUNSEL

The Board reviewed the renewed engagement letter received from Collins Cockrel & Cole to continue serving as general legal counsel for the District. Upon discussion and motion duly made, seconded and unanimously carried, the Board approved the continued engagement of Collins Cockrel & Cole as the District's general legal counsel and authorized Chair Daly to execute the engagement letter on behalf of the District.

BOND ISSUE

Chair Daly reviewed the purpose of the District's original bond issue and reiterated that the time is right to refinance. The Board discussed the creation of the Special Improvement District No. 2 ("SID2") to include additional lots to raise more special assessment revenue for debt payments. Discussion ensued regarding the specific lots to be included. Director Schlicht, Chair Daly and Ms. Monroe will confirm exactly which lots will be included within SID2.

ENGAGEMENT OF INVESTMENT BANKER

Upon motion duly made, seconded and unanimously carried, the Board ratified approval of the engagement of D.A. Davidson & Co. to provide investment banking services to the District.

ENGAGEMENT OF BOND COUNSEL

The Board reviewed the engagement letter received from Sherman & Howard to serve as Bond Counsel for the District. Upon discussion and motion duly made, seconded and unanimously carried, the Board approved the engagement of Sherman & Howard as District's Bond Counsel.

REIMBURSEMENT AGREEMENT

The Board reviewed the Reimbursement Agreement for Bond Issuance Costs between the District and Alpine Mountain Ranch at Steamboat Springs, LLLP. Director Schlicht questioned the funding

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of certain District projects. Upon discussion and motion duly made, seconded and unanimously carried, the Board approved the Reimbursement Agreement and authorized the officers to execute on behalf of the District.

THIRD AMENDMENT TO DECLARATIONS

Chair Daly reported on the Third Amendment of Declaration of Covenants, Conditions, Restrictions and Easements for Alpine Mountain Ranch. No action is required by the District.

2020 BUDGET AMENDMENT

Chair Daly then opened the public hearing to consider the 2020 Amended Budget, after noting that the notice concerning the proposed budget amendment had been published pursuant to statute. There were no members of the public present, and the public hearing was closed. Ms. Monroe reported that as a result of the additional allocations from the Water Fund, the amount exceeded the appropriation and required the budget amendment.

Following review and discussion, upon motion duly made, seconded and unanimously carried, the Board adopted the Resolution to Amend 2020 Budget. A copy of such Resolution is attached hereto and incorporated herein by this reference.

2021 BUDGET

Chairman Daly then opened the public hearing to consider the proposed 2021 Budget, after noting that the notice concerning the proposed budget had been published pursuant to statute. There were no members of the public present, and the public hearing was closed. Ms. Monroe presented and reviewed the proposed 2021 budget.

Following review and discussion, the Board approved the mill levy of 5.000 mills for general operating expenses. Upon motion duly made, seconded and unanimously carried, the Board approved the certification of such mill levy to the Board of County Commissioners for Routt County.

Upon motion duly made, seconded, and unanimously carried, the Board approved and certified the 2021 Budget, and thereby adopted the Resolution to Adopt Budget, Set Mill Levy, and Appropriate

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Sums of Money. A copy of such Resolution is attached hereto and incorporated herein by this reference. Ms. Mills was directed to coordinate the filing of the Budget and Certification of Tax Levy with the applicable governmental entities.

2020 AUDIT

The Board requested Ms. Monroe to obtain a proposal from Simmons & Wheeler to prepare the audit of the District's 2020 financial statements. Upon motion duly made, seconded and unanimously carried, the Board authorized the engagement of Simmons and Wheeler to conduct such audit in an amount not to exceed \$5,000 and authorized Chair Daly to execute the engagement letter on behalf of the District.

DEVELOPMENT UPDATE

Director Schlicht provided an update on various development issues, including lot sales.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned.



Micki L. Mills
Secretary for the Meeting

ONE PERSON WILL BE ON LOCATION FOR THE MEETING; HOWEVER, DUE TO CONCERNS REGARDING THE SPREAD OF THE CORONAVIRUS (COVID-19) AND THE BENEFITS TO THE CONTROL OF THE SPREAD OF THE VIRUS BY LIMITING IN-PERSON CONTACT, THIS DISTRICT BOARD MEETING WILL ALSO BE HELD BY ZOOM CONFERENCE AND THE DISTRICT BOARD STRONGLY ENCOURAGES THAT INDIVIDUALS ATTEND THIS MEETING BY VISITING THE LINK OR CALLING THE TELEPHONE NUMBER BELOW.

Please email Micki Mills if there are any questions or issues (mmills@cccfirm.com).

ALPINE MOUNTAIN RANCH METROPOLITAN DISTRICT NOTICE OF SPECIAL MEETING

PUBLIC NOTICE is hereby given that a special meeting of the Board of Directors of the Alpine Mountain Ranch Metropolitan District, Routt County, Colorado, will be held on December 8, 2020 at 9:00 a.m. at 33105 Meadow Creek Drive, Steamboat Springs, Colorado and by Zoom. At this meeting, the Board will take up regular business of the District and any other matters as may come before the Board. Due to public health concerns, the meeting will also be held virtually via Zoom and the public is strongly encouraged to visit the following link or call one of the following phone numbers:

Please click this URL to join. <https://us02web.zoom.us/j/86706048243>

Or Telephone Dial (for higher quality, dial a number based on your current location):

US: +1 253 215 8782 or +1 346 248 7799 or +1 669 900 9128 or +1 301 715 8592

or +1 312 626 6799 or +1 646 558 8656

Webinar ID: 867 0604 8243

International numbers available: <https://us02web.zoom.us/j/86706048243>

AGENDA

1. Director disclosures of any potential conflicts of interest.
2. Approval of Minutes of September 28, 2020 and November 12, 2020 special meetings.
3. Adoption of Resolution to Conduct Meeting Outside of District Boundaries and Routt County.
4. Adoption of Resolution Determining Not to Provide Workers' Compensation Insurance Coverage for Uncompensated Members of the Board for fiscal year 2021.
5. Approve Renewed Letter of Engagement with Collins Cockrel & Cole
6. Discuss proposed Bond transaction.
7. Ratify Agreement with D.A. Davidson as Underwriter.
8. Approve Engagement of Sherman & Howard as Bond Counsel.
9. Consider Reimbursement Agreement with Alpine Mountain Ranch at Steamboat Springs, LLLP.

10. Acknowledge and Accept 3rd Amendment of Declaration of Covenants, Conditions, Restrictions and Easements for Alpine Mountain Ranch.
11. Accountant Report. Approve and ratify expenditures.
12. Conduct public hearing on 2020 Amended Budget; consider adoption of Resolution to Amend 2020 Budget.
13. Conduct public hearing on 2021 Budget; consider adoption of Resolution to Adopt Budget, Set Mill Levy and Appropriate Sums of Money and Set Mill Levy.
14. Discussion of engagement of auditor to conduct audit of 2020 financial statements.
15. Development update.
16. Any other matter that may come before the Board.

This meeting is open to the public.

ALPINE MOUNTAIN RANCH
METROPOLITAN DISTRICT

By: /s/ Andrew P. Daly
Chair

**RESOLUTION TO CONDUCT MEETING OUTSIDE
OF DISTRICT BOUNDARIES AND ROUTT COUNTY**

WHEREAS, the Alpine Mountain Ranch Metropolitan District is a special district of the State of Colorado, governed by Title 32, Article 1, C.R.S., also known as the Special District Act; and

WHEREAS, pursuant to Section 32-1-903(1), C.R.S., all special and regular meetings of the Board of Directors of a special district are to be held at locations which are within the boundaries of the District or which are within the boundaries of any county in which the District is located, in whole or in part, or in any county so long as the meeting location does not exceed twenty (20) miles from the District boundaries; and

WHEREAS, the Board of Directors of the District has determined that, for reasons of convenience and fiscal efficiencies, a Board meeting must be held at a location more than twenty (20) miles from the District boundaries.

NOW, THEREFORE, BE IT RESOLVED, that

1. The next meeting of the Board of Directors of the Alpine Mountain Ranch Metropolitan District will be held at the offices of the District's legal counsel, located at 390 Union Boulevard, Suite 400, Lakewood, Colorado.
2. The reasons for holding such meeting more than twenty (20) miles outside of the District boundaries are that:
 - (a) All the Directors and consultants of the District reside outside of the District boundaries; and
 - (b) It is more convenient and economical under the circumstances to conduct the business of the Board and the District at the offices of the District's legal counsel, which is outside of the District boundaries and Routt, Colorado.
3. The Board may consider holding other meetings more than twenty (20) miles outside of the District boundaries at subsequent meetings.

Adopted this 8th day of December, 2020.

ALPINE MOUNTAIN RANCH
METROPOLITAN DISTRICT

By _____


Andrew P. Dalv, Chairman

ALPINE MOUNTAIN RANCH METROPOLITAN DISTRICT

**A RESOLUTION DETERMINING NOT TO PROVIDE WORKERS'
COMPENSATION INSURANCE COVERAGE FOR UNCOMPENSATED
MEMBERS OF THE BOARD OF DIRECTORS**

WHEREAS, the Alpine Mountain Ranch Metropolitan District (“District”) is a quasi-municipal corporation and political subdivision of the State of Colorado duly organized and existing pursuant to Article 1 of Title 32, Colorado Revised Statutes; and

WHEREAS, the members of the Board of Directors (“Board”) of the District are not compensated for their service on the Board, except for reimbursement of actual out-of-pocket expenses related to Board service; and

WHEREAS, pursuant to Section 8-40-202(1)(a)(I)(B), C.R.S., the Board may annually determine that it is in the best interest of the District not to provide workers’ compensation insurance coverage to its uncompensated elected officials; and

WHEREAS, the Board has determined that its policy period for purposes of this election shall commence on March 1 and end on the last day of February of every year; and

WHEREAS, pursuant to Section 8-40-202(1)(a)(I)(B), C.R.S., the District must notify the Colorado Department of Labor & Employment, Division of Workers’ Compensation (the “Division”), in writing of the decision not to provide workers’ compensation coverage and such notification must be filed with the Division not less than forty-five (45) days before the start of the policy period; and

WHEREAS, the Division has requested that the Board annually adopt a formal Resolution and complete Division Form WC44 to acknowledge its decision not to provide workers’ compensation insurance; and

WHEREAS, the Board hereby finds and determines that it is in the public interest and is an appropriate fiscal policy to exercise the option not to provide workers’ compensation insurance coverage for its uncompensated elected officials.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Alpine Mountain Ranch Metropolitan District as follows:

1. **No Workers’ Compensation Insurance Coverage.** Because members of the Board are not compensated for their service, except for reimbursement of actual expenses incurred on behalf of the District, the Board finds and determines that its members shall not be regarded as “employees” of the District for purposes of the Workers’ Compensation Act of Colorado (Section 8-40-101, C.R.S. et seq.), and that the

District shall not purchase workers' compensation insurance coverage for members of the Board for the policy year commencing on March 1, 2021.

2. Direction to File with the Division. In addition to a copy of this Resolution, legal counsel to the District is directed and authorized to file Form WC 44, "Exclusion of Uncompensated Public Officials," with the Division no later than forty-five (45) days prior to March 1.

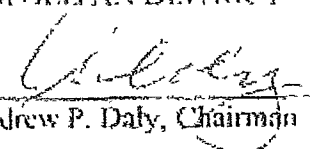
3. Severability. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.

4. Effective Date. Notwithstanding the application of this Resolution to a certain specified plan year, this Resolution shall take effect and be enforced immediately upon its approval by the District Board

ADOPTED this 8th day of December, 2020.

ALPINE MOUNTAIN RANCH
METROPOLITAN DISTRICT

By


Andrew P. Dady, Chairman

**ALPINE MOUNTAIN RANCH METROPOLITAN DISTRICT
RESOLUTION TO AMEND 2020 BUDGET**

WHEREAS, the Board of Directors of Alpine Mountain Ranch Metropolitan District adopted the budget and appropriated funds for the 2020 fiscal year as follows:

General Fund:	\$ 79,027
Capital Reserve Fund	\$ 0
Water Enterprise Fund	\$ 45,100
Debt Service Fund:	<u>\$732,588</u>
Total	\$857,015

WHEREAS, additional expenditures in each fund are necessary resulting in expenditures in excess of appropriations for the 2020 fiscal year, and

WHEREAS, such additional expenditures are contingencies which could not have been reasonably foreseen at the time of adoption of the budget; and

WHEREAS, funds are available for such expenditures from unanticipated revenue (other than property taxes) or other surplus funds in each fund;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Alpine Mountain Ranch Metropolitan District hereby adopts a supplemental budget and appropriation for the 2020 fiscal year as follows:

General Fund:	\$ 99,005
Capital Reserve Fund	\$ 55,000
Water Enterprise Fund	\$ 66,355
Debt Service Fund	<u>\$1,034,619</u>
Total	\$3,164,435

BE IT FURTHER RESOLVED, that such sums are hereby appropriated for expenditure from any available funds in each fund in accordance with the provisions of §29-1-109, C.R.S.

Dated this 8th day of December, 2020

ALPINE MOUNTAIN RANCH
METROPOLITAN DISTRICT

By: _____

Andrew Daly, Chairman

ALPINE MOUNTAIN RANCH METROPOLITAN DISTRICT

RESOLUTION TO ADOPT BUDGET

WHEREAS, the Board of Directors (“Board”) of the Alpine Mountain Ranch Metropolitan District (“District”) has appointed a budget committee to prepare and submit a proposed 2021 budget to the Board at the proper time; and

WHEREAS, such budget committee has submitted the proposed budget to the Board for its consideration; and

WHEREAS, upon due and proper notice, published in accordance with law, the budget was open for inspection by the public at a designated place, and a public hearing was held on December 8, 2020, and interested electors were given the opportunity to file or register any objections to the budget; and

WHEREAS, the budget has been prepared to comply with all terms, limitations and exemptions, including, but not limited to, enterprise, reserve transfer and expenditure exemptions, under Article X, Section 20 of the Colorado Constitution (“TABOR”) and other laws or obligations which are applicable to or binding upon the District; and

WHEREAS, whatever decreases may have been made in the revenues, like decreases were made to the expenditures so that the budget remains in balance, as required by law.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Alpine Mountain Ranch Metropolitan District:

1. That estimated expenditures for each fund are as follows:

General Fund:	\$ 101,966
Capital Reserve Fund:	\$ 362,620
Water Enterprise Fund:	\$ 117,070
Debt Service Fund:	<u>\$ 9,603,027</u>
Total	\$10,184,683

2. That estimated revenues are as follows:

<u>General Fund:</u>	
From unappropriated surpluses	\$ 5,786
From fund transfers	\$ 0
From sources other than general property tax	\$ 90,300
From general property tax	<u>\$ 7,880</u>
Total	\$ 103,966

<u>Capital Reserve Fund:</u>	
From unappropriated surpluses	\$ 26,620
From fund transfers	\$ 300,000
From sources other than general property tax	\$ 36,000
Total	\$ 362,620

<u>Water Enterprise Fund:</u>	
From unappropriated surpluses	\$ 4,541
From fund transfers	\$ 0
From sources other than general property tax	\$ 112,529
Total	\$ 117,070

<u>Debt Service Fund:</u>	
From unappropriated surpluses	\$ 737,997
From fund transfers	\$ 2,000
From sources other than general property tax	\$ 9,545,530
From general property tax	\$ 0
Total	\$10,285,527

3. That the budget, as submitted, amended and herein summarized by fund be, and the same hereby is, approved and adopted as the budget of Alpine Mountain Ranch Metropolitan District for the 2021 fiscal year.

4. That the budget, as hereby approved and adopted, shall be certified by the Treasurer and/or President of the District to all appropriate agencies and is made a part of the public records of the District.

TO SET MILL LEVIES

WHEREAS, the amount of money from property taxes necessary to balance the budget for general operating expenses is \$7,880; and

WHEREAS, the 2020 valuation for assessment of the District, as certified by the Routt County Assessor, is \$1,576,080.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Alpine Mountain Ranch Metropolitan District:

1. That for the purpose of meeting all general operating expenses of the District during the 2021 budget year, there is hereby levied a property tax of 5.000 mills upon each dollar of the total valuation for assessment of all taxable property within the District to raise \$7,880.

2. That the Treasurer and/or President of the District is hereby authorized and directed to immediately certify to the County Commissioners of Routt County, Colorado, the mill levy for the District as hereinabove determined and set.

TO APPROPRIATE SUMS OF MONEY

WHEREAS the Board of Directors of the District has made provision in the budget for revenues in an amount equal to the total proposed expenditures as set forth therein; and

WHEREAS, it is not only required by law, but also necessary to appropriate the revenues provided in the budget to and for the purposes described below, as more fully set forth in the budget, including any interfund transfers listed therein, so as not to impair the operations of District

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Alpine Mountain Ranch Metropolitan District that the following sums are hereby appropriated from the revenues of each fund, to each fund, for the purposes stated in the budget

General Fund:	\$ 161,966
Capital Reserve Fund:	\$ 362,620
Water Enterprise Fund:	\$ 117,070
Debt Service Fund	<u>\$ 2,693,027</u>
Total	\$10,184,683

Adopted this 8th day of December, 2020.

ALPINE MOUNTAIN RANCH
METROPOLITAN DISTRICT

By: _____

Andrew Daly, Chairman