

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
INDEPENDENCE OVERLAY METROPOLITAN DISTRICT,
HELD
February 5, 2025**

A Special Meeting of the Board of Directors of the Independence Overlay Metropolitan District was held virtually on February 5, 2025, at 6:00 p.m. The meeting was open to the public.

ATTENDANCE:

In attendance were Directors:

Timothy Craft, President
Jim Yates, Secretary/Treasurer
Kevin Haughn, Assistant Secretary
Jim Bridgham, Assistant Secretary

Director Roberts was unable to participate – Excused Absence

Also, in attendance were:

Taylor Graham
Dianne Miller, Miller Law pllc
Kurt Schlegel, Special District Solutions, Inc.

CALL TO ORDER:

Mr. Schlegel called the role, stated that a quorum of the Board was present, and Director Craft then called the meeting to order at 6:01 p.m.

**CONFLICTS &
DISCLOSURE
STATEMENTS:**

Mr. Schlegel stated that disclosures of potential conflicts of interest were filed if applicable with the Secretary of State for all directors prior to this meeting and no new conflicts of interest were disclosed at the meeting.

APPROVAL OF AGENDA:

Director Bridgham moved that the Board approve the Agenda as presented. Upon a second by Director Yates a vote was taken, and the motion carried unanimously.

RECORD OF PROCEEDINGS

CONSENT AGENDA:

Director Yates moved that the Board approve the Consent Agenda consisting of the following items, as presented:

1. Approval of Minutes from the Regular Meeting of November 21, 2024
2. Ratification of Payments Made through January 31, 2025 represented by Checks #1324 - #1348 totaling \$47,531.26

Upon a second by Director Bridgham a vote was taken, and the motion carried unanimously.

CORRESPONDENCE:

Mr. Schlegel presented an email that was received from Director Haughn regarding Director emails, meeting protocols, etc. The Board discussed policy and procedures for email communications, secret balloting, etc. between the District's Directors. (attached)

PUBLIC COMMENT:

None

UNFINISHED BUSINESS:

2024 Audit: Mr. Schlegel presented a proposed 2024 Audit Engagement Letter with The Adams Group to perform a Full Financial Audit for 2024. Director Haughn moved that the Board approve the 2024 Audit Engagement Letter with The Adams Groups, as presented. Upon a second by Director Bridgham a vote was taken, and the motion carried unanimously.

NEW BUSINESS:

Posting Location for Regular and Special Meeting Notices: Mr. Schlegel presented a proposed Resolution designating the posting location for all regular and special meetings of the District's Board of Directors. Director Craft moved that the Board approve and adopt the Resolution Designating the Posting Location for all Regular and Special meetings of the District's Board of Directors, as presented. Upon a second by Director Bridgham a vote was taken, and the motion carried unanimously.

Policies, Procedures and Penalties for the Enforcement of the District's Governing Documents: Mr. Schlegel presented a proposed Resolution Establishing Policies, Procedures and Penalties for the Enforcement of the District's Governing Documents. Pursuant to legislation passed by the Colorado State Legislature, all Districts must adopt and publish such policies. Following discussion Director Haughn moved that the Board adopt a Resolution Establishing Policies, Procedures and

RECORD OF PROCEEDINGS

Penalties for the Enforcement of the District's Governing Documents, as presented. Upon a second by Director Bridgham a vote was taken, and the motion carried unanimously.

Guidelines for the Processing and Collection of Delinquent Fees and Charges: Mr. Schlegel presented a proposed Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges. Pursuant to legislation passed by the Colorado State Legislature in conjunction with the previous item, all Districts must adopt and publish such guidelines. Director Haughn moved that the Board adopt a Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges. Upon a second by Director Bridgham a vote was taken, and the motion carried unanimously

Establishment of Director Districts: Ms. Miller presented a proposal to designate Board Member positions into Director Districts, one per District, and create two (2) new Director positions in order to provide representation from residents and property owners in each of the Independence Metropolitan District Nos. 1 through 6 and the Independence Commercial Metropolitan District. Ms. Miller also stated that no action could be taken on this issue at this meeting since required publication must be made prior to consideration by the Overlay Metropolitan District's Board of Directors. The Directors discussed pros and cons of the issue.

Director Haughn moved that the Board table this issue until after the May 6, 2025 election. This motion failed due to the lack of a second.

Mr. Schlegel stated that he would place this matter on the agenda for the Board's next meeting for their review and consideration.

Social Committee: Director Haughn requested information as to how this Committee was formed, what its purpose was, and how membership was designated or assigned. Mr. Schlegel stated that a group of residents have gathered and proposed the establishment of a Social Committee, however there is no officially sanctioned Social Committee at this time.

Director Haughn moved that the Board direct management to publish a notice stating that this group is not, at this time, a sanctioned entity of the Independence Overlay Metropolitan District. This motion failed due to the lack of a second.

Director Bridgham stated that he has participated with this group and would bring a proposal to the Board to review and consider

RECORD OF PROCEEDINGS

the sanctioning and establishment of a Social Committee of the Independence Overlay Metropolitan District.

**MANAGEMENT &
FINANCIAL ITEMS:**

Review of Cash Position and Financial Statements: Mr. Schlegel presented the unaudited Financial Statements dated December 31, 2024, for the Board's review.

NEXT MEETING:

The Board members determined that the next scheduled regular meeting is scheduled for July 22, 2025 and Special Meetings will be called as necessary.

ADJOURNMENT:

There being no further business to come before the Board, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 7:24 p.m.

Respectfully Submitted:

Kurt Schlegel

Secretary for the Meeting

From: Kevin R. Haughn kevin.r.haughn@gmail.com
Subject: Re: Independence Overlay Metropolitan District
Date: December 9, 2024 at 8:26 PM
To: Jim Yates Jim@craftcompaniesllc.com
Cc: Kurt Schlegel kurt@specialdistrictsolutions.com, Tim Craft tim@independencedistricts.com, Randy Roberts-randy.roberts@triplepeakventures.com, theninjapadre@gmail.com, Dianne Miller dmiller@ddmalaw.com

KH

Attention: Kurt Schlegel, for distribution to the Independence Overlay Metropolitan District board of directors (and its counsel, if advised)

- 1) If this board is going to make a decision on granting or denying a variance to our CC&R for a homeowner, then as a member of this board, I would like to know what that decision is and how each of us voted on it.
- 2) I also want to put this decision (variance for beekeeping) as an agenda item for the next board meeting, if only to reveal the decision publicly. We should also again publicly declare other variances that we are allowing ("jelly lights" and commercialized trailers on lots). I think we will protect ourselves by making these variance decisions public. I want to publish the names and votes of the directors on these matters so that an interested homeowner can review decisions like these and hold their elected officials accountable.
- 3) I am also requesting advice on how a future board may revoke such variances and uphold the CC&R as written. My questions will be: (A) will these variances make it more difficult to enforce our CC&R in general (eg. against claims of discrimination, unfairness, or not fiducially upholding our established rules); and (B) if re-writes of the CC&R require public knowledge and/or voting, then how are variances capable of side-stepping that process?
- 4) I want the votes made by our directors for the recent board seat appointment to also be on the agenda for the next board meeting - names and votes published.
- 5) Our current direction concerns me, as it seems like we are moving toward (or creating a pattern for) violating the Colorado Open Meetings Law. Board decisions outside of meetings - especially in relation to variances against the CC&R; secret and separate voting by board members; and acting as if e-mail chain conversations (where no actions are scheduled to be taken or are taken) are violatory meetings... I don't comprehend how community members as a whole are benefited by these, let alone how blatantly un-open those tactics appear to be. My advice is for us to call meetings (more frequently if need be), discuss these topics, make decisions public (with publicly declared board member votes), and then call it a day - again, I am available once a month at 6:00 PM on weeknights for such public meetings. I think this latest attempt at "secret direction" to our manager violates Section 24-6-402(2)(b) & (c). Let's just call a meeting - the developer owns the board at the moment, so I'm sure they could have this decision done without my participation at any time if they wanted to, and it would be lickety-split and legal. Just publish the results afterward.
- 6) I am requesting a public board meeting be called either during this week (12/10-13/2024) at 6:00 PM or during the week of 1/6-10/2025 at 6:00 PM to discuss the matters above - whenever and however at least three of our directors will commit to a quorum. Please inquire upon the other board members as to their availability for those time periods and see if we can accomplish a meeting then. I am requesting a meeting sooner rather than later.
- 7) I want this e-mail right here to be in our public record, published alongside the public elements of the Board Packet for our next meeting. I do not want anyone to falsely associate me with favoring secret/separate director voting and out-of-meeting (or in violatory meeting) decision-making.

Thank you.

Kevin Haughn
Assistant Secretary
Independence Metro District Overlay

On Sat, Dec 7, 2024 at 9:10 AM Kevin R. Haughn <kevin.r.haughn@gmail.com> wrote:
Hi, Kurt.

If we are still afraid of violating the Open Meeting Act via e-mail communication (when none are convened at any given time), then perhaps e-mails to the full board all at once should be on your mind. Similarly, if all five of us stand and look at the same piece of paper at the same time, and then walk away to think about it, what then.

Disclaimer: if anyone on the board is afraid of violating the OMA, then please do not read my message below addressed to Kurt.

Kurt, my opinion is that there should be no variance on the beekeeping CC&R (ever). If you were looking for an ad hoc board decision by a tally of secret votes, then I think we would have violated the OMA. If we want to take action on beekeeping at people's homes in our community, then let's convene an actual board meeting. I am available at