

**RECORD OF PROCEEDINGS
MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
FALLBROOK VILLAS METROPOLITAN DISTRICT**

HELD:

Wednesday, the 4th day of January, 2023 at 3:00 p.m. via telephone and videoconference.

ATTENDANCE:

The special meeting of the Board of Directors (the “Board”) of the Fallbrook Villas Metropolitan District (the “District”), Adams County, State of Colorado, 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:

KimNichelle Rivera, President, (2022-2025)
Shawn Williams, Director (2022-2025)
Jolene Simon, Treasurer (2022-2023)
Richard Vogt (2022-2023)
Vacancy

Also in attendance were Lisa K. Mayers, of Spencer Fane LLP, Melissa Kupferer of Advance HOA, Nicki Simonson of Simonson & Associates, Inc., and members of the public.

CALL TO ORDER:

It was noted for the record that a quorum was present of the Board for the purpose of conducting a special meeting, and the meeting was called to order at 3:03 p.m.

APPROVAL OF AGENDA AND MEETING LOCATION:

Upon motion made, seconded, and upon vote unanimously carried, the meeting location and agenda were approved by the Board, as amended.

APPOINTMENT OF JACQUELINE PHILLIPS:

A discussion ensued regarding the vacant position on the Board. Upon motion duly made, seconded and unanimously carried, the Board appointed Ms. Phillips to serve on the Board of Directors for the 2022-2025 term. Director K. Rivera administered Ms. Phillips her Oath of Office.

PUBLIC COMMENT:

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There were comments made by the public in regard to inadequate snow removal in connection with recent snowstorms.

APPROVAL OF MINUTES:

The Board reviewed the minutes of the December 1, 2022 Special Meeting and upon motion by Director J. Simon, seconded by Director K. Rivera, and upon vote unanimously carried the Board approved the minutes, as presented.

DIRECTOR ITEMS:

The Board discussed the status of the Code of Conduct Agreement. Ms. Mayers confirmed that the Agreement had been approved and final version would be supplied to AdvanceHOA for posting on the District website.

ADVANCE HOA:

a. Management Report. Ms. Kupferer discussed new website requirements with the Board and confirmed with the Board posting Board members District email address on the District website. Ms. Kupferer also noted the outstanding invoices for services provided by AdvanceHOA dating back to August 2022.

An update on the transition of District accountant changes to Simonson & Associates was discussed by Ms. Simonson. Ms. Simonson noted the difficulties of obtaining information and file access, including information from bill.com.

A few Board members will plan to meet with Ms. Simonson to discuss the outstanding accounting matters and the 2023 budget.

OTHER BUSINESS:

None

EXECUTIVE SESSION:

Upon motion by Director K. Rivera, seconded by Director J. Simon and upon vote unanimously carried the Board requested an executive session per CRS Section 24-6-402(4)(b) to obtain legal advice in regard to a pending dispute. Ms. Mayers determined that the executive session consisted of attorney-client privileged discussions, no recording kept. No action taken and the executive session ended at 3:39 p.m.

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ADJOURNMENT:

There being no further business to come before the Board and upon motion duly made, seconded and upon vote unanimously carried, the meeting was adjourned at 3:40 p.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of the Fallbrook Villas Metropolitan District.



President to the Board