

RESOLUTION
OF THE BOARD OF DIRECTORS OF THE
LEWIS POINTE METROPOLITAN DISTRICT

Establishing Policies Regarding Meeting Conduct (“Policy”)

WHEREAS, Lewis Pointe Metropolitan District (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado; and

WHEREAS, Section 24-6-402, C.R.S., provides rules and regulations regarding the conduct of public meetings and executive sessions; and

WHEREAS, Section 32-1-905(1)(g), C.R.S., provides rules regarding the removal of absentee directors; and

WHEREAS, the District Board of Directors (“Board”) wishes to set forth its policy regarding the conduct and operation of board meetings for the purposes of complying with the Colorado Law and promoting efficient meetings, transparency with the public and respect of meeting attendees;

WHEREAS, the Board desires to adopt this Policy.

NOW, THEREFORE, the Board hereby RESOLVES:

1. **Rules of Conduct – Public Comment Session.**

The public comment session of board meetings shall be governed by the following rules of conduct and order:

- A. All persons who attend a meeting of the Board shall be required to sign in, listing their name and unit address.
- B. All persons will be given an opportunity to speak as to any matter or ask questions of the Board during the Owner forum at the beginning of the meeting. Any person wishing to speak during the public comment session shall so indicate at the time of sign in.
- C. Anyone desiring to speak shall first be recognized by the Chair.
- D. Only one person may speak at a time.
- E. Each person speaking shall first state his or her name and property address.
- F. Any person who is represented by another person as indicated by a written instrument at the meeting shall be permitted to have such person speak for them.
- G. Those addressing the Board shall be permitted to speak without interruption from anyone (including the Board) as long as these rules are followed.
- H. Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting or issue at hand.
- I. Each person shall be given up to a maximum of five minutes to speak or to ask questions, although questions may not be answered by the Board until a later date. Each person may only speak (1) once during the public comment session and (2) once on any other issue prior to a vote by the Board on such issue. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may

be increased (but not decreased) by the Chair but shall be uniform for all persons addressing the meeting.

2. **Process for Review and Consideration of Each Meeting Agenda Item.**

The Chair shall manage the comment process for each agenda item as follows:

- A. **Director Comment Period:** The Chair shall ask if any Directors have comments on the current agenda item. Each Director who indicates he/she wants to speak during the comment session may do so uninterrupted by any other Directors. The Chair is responsible for setting the time limit for each Director's comment period.
- B. **Public Comment:** For each agenda item requiring a Board vote, the Chair shall open the floor to the public for comment. Persons who wish to comment will be limited to 3 minutes (uninterrupted by the Board or other meeting attendees) unless more time is allotted by the Chair.
- C. **Open Board Discussion:** The Chair shall close the floor to the public and open the floor to the Board for open discussion of the agenda item. The Chair is responsible for setting the time limit for the open discussion period.
- D. **Voting:** The Chair shall manage the voting process for all Board actions. The Chair shall recognize all Director requests to call for a vote on the current agenda item by asking for a motion and a second. If a motion and second are offered by two Directors, the Chair shall call on the Board to vote on the motion. The Chair can also make motions and can vote.

3. **Rules of Conduct - Directors.**

At all meetings, Directors shall be governed by the following rules of conduct and order:

- A. The President of the District shall chair all Board meetings. If the President is not present at a board meeting, the Treasurer shall chair the meeting. If neither the President nor the Treasurer are present at a board meeting, the Board shall appoint a chairperson at the beginning of the meeting.
- B. Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting or issue at hand.
- C. Any Director disrupting the meeting, as determined by the Chair, shall be asked to "come to order." The Chair shall request any Director who does not come to order to immediately leave the meeting. For any situation where a disruptive director refuses to leave a meeting, the Chair may either (1) permanently adjourn the meeting, or (2) temporarily adjourn the meeting until police arrive and escort the disruptive director away.

4. **Director Meeting Attendance.**

- A. At each meeting, the Board must vote whether to classify a Director's absence as "excused" or "unexcused." Absences due to temporary mental or physical disability or illness is considered an "excused" absence. The Board may request absent directors to produce documentation supporting mental or physical disability or illness.
- B. Directors who fail to attend three or more regular meetings and such absences are unexcused will be automatically removed from the Board.
- C. Directors may not vote by proxy at any meeting and may not send a representative in his/her place.

5. **Audio and Video Recordings of Meetings.**

- A. The Board may agree to audio, video or otherwise record the meeting to aid in the preparation of minutes. The Board must notify any persons from the public who are attending the meeting that the meeting is being recorded by the Board.
- B. Members of the public who attend the meeting are not allowed to audit or video record any portion of the meeting unless they notify the Board at the beginning of the meeting. The Board shall designate the position and location of the person's recording device. The Chair may dismiss any person at the meeting who fails to comply with this rule or otherwise adjourn the meeting.

6. **Executive Session.**

- A. An executive or "closed" session may only be called by an affirmative vote of two-thirds of the quorum present.
- B. Executive sessions should be noted on the agenda for all meetings whenever possible.
- C. The Chairman of the Board must announce, and the minutes reflect, one of the following topics of discussion for a valid executive session:
 - i. Purchase, acquisition, lease, transfer, or sale of any property interest. (Note: Not available where a member of the Board has a personal interest in the transaction.)
 - ii. Conferences with the District's attorney regarding legal advice on specific legal questions.
 - iii. Confidential matters pursuant to state or federal law. (Note: Must announce specific citation to the applicable law.)
 - iv. Security arrangements or investigations.
 - v. Negotiations.
 - vi. Items concerning mandatory nondisclosure under the Open Records Act;
 - vii. Discussion of individual homeowners where public disclosure would adversely affect the person.
- D. Discussions that occur in an executive session shall be electronically recorded, including the specific citation to the Colorado Revised Statutes that authorizes the Board to meet in an executive session and the actual contents of the discussion during the session.
- E. The Board shall not take any formal action (vote) on any matter while in executive session

7. **Deviations.**

The District may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.

8. **Definitions.**

Unless otherwise defined in this Policy, initially capitalized or terms defined in the Declaration shall have the same meaning herein.

9. **Supplement to Law.**

The provisions of this Policy shall be in addition to and in supplement of the terms and provisions of the Declaration and the law of the State of Colorado governing the District and the Property.

10. **Severability.**

If any term, condition or provision of this Policy shall, for any reason, be held to be invalid or unenforceable, the invalidity or unenforceability of such term, condition or provision shall not affect any other provision contained in this Policy, the intention being that such provisions are severable. In addition, in lieu of such void or unenforceable provision, there shall automatically be added as part of this Policy a provision similar in terms to such illegal, invalid or unenforceable provision so that the resulting reformed provision is legal, valid and enforceable.

ADOPTED this 3rd day of May 2021.

LEWIS POINTE METROPOLITAN DISTRICT

DocuSigned by:

Peter Adler

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Peter Adler, Board President

ATTEST:

DocuSigned by:

Anthony Garcia

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Board Secretary