

RESOLUTION NO. 20220726-01

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
TOLLGATE CROSSING METROPOLITAN DISTRICT NO. 2**

**ESTABLISHING GUIDELINES REGARDING CONDUCT DURING REGULAR AND
SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

WHEREAS, Tollgate Crossing Metropolitan District No. 2 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado, duly organized pursuant to Article 1, Title 32, Colorado Revised Statutes; and

WHEREAS, the District was organized for the purpose of providing certain improvements, facilities and services to and for the use and benefit of the District, its residents, users, property owners and the public; and

WHEREAS, pursuant to § 32-1-1001(1)(h), C.R.S., the Board of Directors of the District (the “**Board**”) shall have the management, control and supervision of all the business affairs of the District; and

WHEREAS, pursuant to § 32-1-1001(1)(m), C.R.S., the Board is further empowered to adopt, amend, and enforce bylaws and rules and regulations for the purpose of carrying on the business, objects and affairs of the Board and the District; and

WHEREAS, the Board desires to establish a policy regarding public comment during regular and special meetings of the Board; and

WHEREAS, the Board uses written summary minutes as the manner and media for recording its regular and special public meetings (individually, a “**Meeting**,” and, collectively, “**Meetings**”) and electronically records executive sessions to the extent required by § 24-6-402(2)(d.5)(II)(A), C.R.S.; and

WHEREAS, the Board wishes to provide notice to the public that members of the public may record and/or live stream, either by audio or video or both (the “**Record/Recorded/Recording**”), Meetings of the Board; and

WHEREAS, the Board wishes to establish guidelines and rules regarding conduct during Meetings.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

1. CONDUCT OF MEETINGS. The President will conduct meetings unless absent from the meeting, in such case, the Vice President will conduct the Meeting (the “Presiding Officer”). If both the President and Vice President are absent from the meeting, the Secretary will conduct the meeting.

2. PUBLIC COMMENT DURING MEETINGS. Except for public hearings on agenda items, all comments from members of the public will be taken during the public comment portion of the Meeting identified on the Meeting agenda (“Public Comment”) and will be addressed to the Presiding Officer. Members of the public must hold their comments until the Public Comment portion of the Meeting and refrain from interrupting the course of the Meeting. To speak during Public Comment or on a public hearing on an agenda item, please indicate your desire to provide comment on the sign-in sheet. Public Comment will be taken in the order showing on the sign in sheet. Public Comment will be limited to three (3) minutes per person and Public Comment extending longer than three (3) minutes may be cut off by the Presiding Officer.

3. CONDUCT DURING MEETINGS. Members of the public are expected to be respectful to Directors, any consultants in attendance at the Meeting, and other members of the public. Failure to do so can result in a request by the Presiding Officer for the disruptive individual or individuals to leave the Meeting.

4. RECORDINGS OF MEETINGS. The District, its Board members, contractors, consultants, agents and employees may arrange for Meetings to be broadcast to those not in attendance through videoconference, web broadcast, or otherwise, but will not Record Meetings except as required by law such as during executive sessions. Meetings of the Board may be Recorded by members of the public subject to the provisions of this Resolution, which may be amended from time to time, and supplemented by any rules and regulations hereafter adopted by the Board.

5. EXECUTIVE SESSIONS/RECORDINGS OF EXECUTIVE SESSIONS PROHIBITED.

- a. The Board may enter into executive session pursuant to Section 24-6-402, C.R.S. for only those specific purposes allowed by statute as described in **Exhibit A**. A two-thirds vote of the Board is required to enter into executive session, and the specific purpose for the session must be stated for the record. No official action can be taken during the session. Items requiring official action will be considered in an open meeting following the session. If the Colorado legislature determines to add or remove purposes for entering into executive session, such changes shall be automatically deemed to be adopted by the Board as part of this Resolution without further action by the Board.

- b. The public may not attend or Record the executive sessions of the Board.
- c. Executive sessions may be recorded by the Board in accordance with applicable state law.

6. At the beginning of each Meeting, the Presiding Officer shall announce that members of the public may be recording the Meeting. The Presiding Officer shall also request that anyone recording the Meeting direct any visual recording equipment to face the Board at all times and not capture the faces or bodies of any members of the public in attendance so as to protect their privacy and avoid discouraging their participation. Audio recording equipment may be located in the best suitable location to best capture the discussions of the Board. Recording equipment shall not be placed in a location that prevents the ingress and egress of members of the public attending the Meeting and shall not be placed in a location or in a manner which creates a risk of injury to people attending the Meeting. Any member of the public who brings Recording equipment to a Meeting does so at their own risk of loss or damage, and any such damage shall not be the responsibility or liability of the District, its Board members, contractors, consultants, agents or employees.

7. SUBMISSION OF COMMENTS. Members of the public wishing to address the Board but who are not present at the Meeting or do not wish to be Recorded may submit written questions or comments to the Board either prior to or during the Meeting, including submission via electronic means such as email.

8. DISCLAIMER. This Resolution intends to regulate the conduct and Recording of Meetings of the Board by the public. The District does not make any representations as to the authenticity of the Recordings or how the Recordings may or may not be utilized and/or distributed. Further, the District does not and cannot guarantee the privacy of the individuals attending the Meetings of the Board.

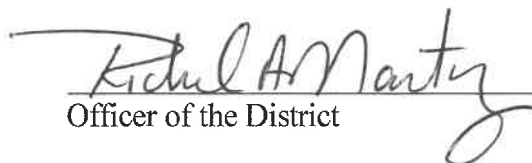
9. SEVERABILITY. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.

10. EFFECTIVE DATE. The provisions of this Resolution shall take effect on July 26, 2022.

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ADOPTED THIS 26th DAY OF JULY, 2022.

**TOLLGATE CROSSING METROPOLITAN
DISTRICT NO. 2**, a quasi-municipal corporation and
political subdivision of the State of Colorado




Officer of the District

ATTEST:



APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law



General Counsel to the District

EXHIBIT A

EXECUTIVE SESSION PURPOSES

Section 24-6-402(4), C.R.S.

(4) The members of a local public body subject to this part 4, upon the announcement by the local public body to the public of the topic for discussion in the executive session, including specific citation to the provision of this subsection (4) authorizing the body to meet in an executive session and identification of the particular matter to be discussed in as much detail as possible without compromising the purpose for which the executive session is authorized, and the affirmative vote of two-thirds of the quorum present, after such announcement, may hold an executive session only at a regular or special meeting and for the sole purpose of considering any of the following matters; except that no adoption of any proposed policy, position, resolution, rule, regulation, or formal action, except the review, approval, and amendment of the minutes of an executive session recorded pursuant to subparagraph (II) of paragraph (d.5) of subsection (2) of this section, shall occur at any executive session that is not open to the public:

(a) The purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest; except that no executive session shall be held for the purpose of concealing the fact that a member of the local public body has a personal interest in such purchase, acquisition, lease, transfer, or sale;

(b) Conferences with an attorney for the local public body for the purposes of receiving legal advice on specific legal questions. Mere presence or participation of an attorney at an executive session of the local public body is not sufficient to satisfy the requirements of this subsection (4).

(c) Matters required to be kept confidential by federal or state law or rules and regulations. The local public body shall announce the specific citation of the statutes or rules that are the basis for such confidentiality before holding the executive session.

(d) Specialized details of security arrangements or investigations, including defenses against terrorism, both domestic and foreign, and including where disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law;

(e) (I) Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators.

(f) (I) Personnel matters except if the employee who is the subject of the session has requested an open meeting, or if the personnel matter involves more than one employee, all of the employees have requested an open meeting. With respect to hearings held pursuant to the "Teacher Employment, Compensation, and Dismissal Act of 1990", article 63 of title 22, C.R.S., the provisions of [section 22-63-302 \(7\) \(a\), C.R.S.](#), shall govern in lieu of the provisions of this subsection (4).

(II) The provisions of subparagraph (I) of this paragraph (f) shall not apply to discussions concerning any member of the local public body, any elected official, or the appointment of a person to fill the office of a

member of the local public body or an elected official or to discussions of personnel policies that do not require the discussion of matters personal to particular employees.

(g) Consideration of any documents protected by the mandatory nondisclosure provisions of the "Colorado Open Records Act", part 2 of article 72 of this title; except that all consideration of documents or records that are work product as defined in [section 24-72-202 \(6.5\)](#) or that are subject to the governmental or deliberative process privilege shall occur in a public meeting unless an executive session is otherwise allowed pursuant to this subsection (4);

(h) Discussion of individual students where public disclosure would adversely affect the person or persons involved