

MINUTES OF A SPECIAL MEETING OF THE
BOARDS OF DIRECTORS OF PROMONTORY
METROPOLITAN DISTRICT NOS. 1-3

Held: Wednesday, September 2, 2020, at 11:00 a.m.

The meeting was held via teleconference due to the State of Emergency declared by Governor Polis and Public Health Order 20-23 Implementing Social Distancing Measures, and threat posed by the COVID-19 coronavirus.

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors were in attendance:

George R. Hanlon
Gene "JR" Osborne
Donald Summers
Jimmy Ogé

Director Gene A. Osborne was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present: Blair M. Dickhoner, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Eric Weaver and Rick Gonzales, Marchetti & Weaver LLP, District Accountant

**Call to Order/Declaration
of Quorum**

It was noted that a quorum of the Boards was present and the meeting was called to order.

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts in such meetings. Unless otherwise noted herein, all official actions reflected in these minutes are the actions of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

**Conflict of Interest
Disclosures**

Mr. Dickhoner advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Dickhoner reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Dickhoner inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of

interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Agenda

Mr. Dickhoner presented the Boards with the agenda for the meeting for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as amended to include the addition of item 11.b. Discussion Regarding Developer Costs for Improvements Benefiting the Districts.

Appointment of Officers

The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards elected Director JR Osborne as President, Director Ogé, as Treasurer, Director Hanlon as Secretary, Director Summers as Assistant Secretary and Director Gene Osborne as Assistant Secretary.

Approval of Joint Resolution Authorizing Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings

Mr. Dickhoner presented the Boards with the Joint Resolution Authorizing Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Public Comment

None.

Consent Agenda

Director JR Osborne reviewed the items on the consent agenda with the Boards. Mr. Dickhoner advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. December 3, 2019 Organizational Meeting Minutes
- b. 2019 Annual Report
- c. Application for Exemption from Audit

Legal Matters

Consider Adoption of Joint Resolution Establishing Electronic Signature Policy

Mr. Dickhoner presented the Boards with the Joint Resolution Establishing Electronic Signature Policy for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Consider Adoption of Resolution Concerning Imposition of Capital Facilities Fee (District No. 3)

Mr. Dickhoner presented the Board of District No. 3 with the Resolution Concerning Imposition of Capital Facilities Fee for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution subject to finalization by legal counsel.

Consider Adoption of Resolution Regarding Acceptance of District Eligible Costs (District No. 3)

Mr. Dickhoner presented the Board of District No. 3 with Resolution Regarding Acceptance of District Eligible Costs for consideration. The Board engaged in discussion regarding the repayment of this amount from District tax revenue; it is expected that only a portion of these certified costs will be repaid immediately due to delayed payments of oil and gas revenue. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution subject to receipt of an updated Accountant's Certification.

Consider Approval of Funding and Reimbursement Agreement (Operations and Maintenance) between District No. 3 and Equinox Development, LLC

Mr. Dickhoner presented the Board of District No. 3 with the Funding and Reimbursement Agreement (Operations and Maintenance) between District No. 3 and Equinox Development, LLC for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement subject to confirmation of the developer entity.

Consider Approval of Public Improvements Acquisition and Reimbursement Agreement between District No. 3 and Equinox Development, LLC

Mr. Dickhoner presented the Board of District No. 3 with the Public Improvements Acquisition and Reimbursement Agreement between District No. 3 and Equinox Development, LLC for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement subject to confirmation of the developer entity.

Bond Issuance

Consider Approval of General Counsel Fee Disclosure Letter (District No. 3)

Mr. Dickhoner presented the Board of District No. 3 with the General Counsel Fee Disclosure Letter for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Letter.

Ratify Engagement of Kline Alvarado Veio PC as Bond and Disclosure Counsel to District No. 3

The Board of District No. 3 reviewed the engagement letter from Kline Alvarado Veio PC. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the engagement of Kline Alvarado Veio PC as Bond and Disclosure Counsel.

Ratify Engagement of D.A. Davidson & Co for

The Board of District No. 3 reviewed the engagement letter from D.A. Davidson & Co. Following discussion, upon a motion duly

Investment Banking
Services by District No. 3

made and seconded, the Board unanimously ratified the engagement of D.A. Davidson & Co. for Investment Banking Services.

Construction Matters

Director JR Osborne provided an update on the status of construction.

Ratify Notice of Award and
Approval of Contract for
Shook Subdivision Filings 3
& 4 Infrastructure Project to
Bison Ridge Construction,
LLC

The Board of District No. 1 engaged in discussion regarding the Notice of Award and Approval of Contract for Shook Subdivision Filings 3 & 4 Infrastructure Project to Bison Ridge Construction, LLC (“Bison Ridge”). Director JR Osborne informed the Board that Bison Ridge was the low bidder and based on their performance on past projects they were awarded the contract per the authorization given to Director JR Osborne at the December 3, 2019 Organizational Board Meeting. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the award and approval of the contract.

Financial Matters

Approval of Claims Payable

Messrs. Weaver and Gonzales presented the Boards with claims payable through August 27, 2020 in the amount of \$31,403.17 for review and approval. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the claims as presented.

The Boards discussed approval of invoices through Bill.com. Following discussion, the Boards determined that Director Hanlon and Director JR Osborne shall be responsible for approving such invoices.

Discussion Regarding
Developer Costs for
Improvements Benefiting
the District

Director Summers updated the Boards on a 3,000 foot potable water line that will be constructed by the developer within the Promontory projected and accepted by Todd Creek Village Metropolitan District.

Other Business

Next Regular Meeting is scheduled for December 2, 2020

Adjournment

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded, and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

George Hanlon

[George Hanlon \(Mar 1, 2021 14:33 MST\)](#)

Secretary for the Meeting