

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

Held: Wednesday, October 13, 2021, at 10:00 a.m.

The meeting was held via teleconference.

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:

Gene "JR" Osborne
George R. Hanlon
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. and Carey S. Smith, 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 presented.

Public Comment

None.

Consent Agenda

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. July 22, 2021 Special Meeting Minutes
- b. Special District Association of Colorado Membership
- c. Exclusion from Workers’ Compensation Coverage

Insurance Matters

Discuss Renewal of General Liability Schedule and Limits and Consider Approval and Authorization of Renewal for 2022 (District No. 3)

The Board of District No. 3 discussed renewal of the General Liability Schedule and Limits for 2022. Following discussion, upon a motion duly made and seconded, the Board unanimously approved and authorized legal counsel to renew coverage.

Legal Matters

Consider Adoption of Joint Resolution Designating the Location of Regular Meetings of the Board of Directors

Mr. Dickhoner presented the Resolution Designating the Location of Regular Meetings of the Board of Directors to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution and determined to hold all regular meetings via teleconference.

Consider Adoption of 2022 Joint Annual Administrative Resolution

Mr. Dickhoner presented the 2022 Annual Administrative Resolution to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Consider Adoption of Joint Resolution Calling May 3, 2022 Election

Mr. Dickhoner presented the Resolution Calling Election to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Discuss Method for Distributing Call for

The Board discussed the various methods for distributing the Call for Nominations. Following discussion, the Board determined to

Nominations

provide notice by publication in addition to emailing each registered elector.

Consider Adoption of Resolution Declaring Inactive Status (District No. 2)

Mr. Dickhoner presented the Resolution Declaring Inactive Status to the Board of District No. 2 for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Construction Matters

The Boards engaged in general discussion regarding the status of construction and Mr. Hanlon provided an update regarding final items being wrapped up, including landscaping and monuments.

Financial Matters

Approval of Financials/ Claims Payable

Messrs. Gonzales and Weaver presented the Boards with the August 31, 2021 Financial Statements. Following discussion, upon a motion duly made and seconded, the Boards unanimously accepted the financial statements. Messrs. Gonzales and Weaver presented the Board of District No. 1 with a list of claims payable as of October 11, 2021, totaling \$5,934.60. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved the claims as presented.

Ratify Acceptance of 2020 Audit (District No. 1 and District No. 3)

Mr. Weaver informed the Boards that the Audits for District No. 1 and District No. 3 are considered late which precludes the Districts from filing their Audits late next year.

Conduct Public Hearing on 2021 Amended Budget

Director Osborne opened the public hearings on the 2021 Budget Amendment. Mr. Dickhoner noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution to Amend 2021 Budget (District No. 1)

Mr. Weaver reviewed the 2021 Budget Amendment with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution amending the Capital Projects Fund to \$1,132,736.

Consider Adoption of Resolution to Amend 2021 Budget (District No. 2)

Mr. Weaver reviewed the 2021 Budget Amendment with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously adopted the resolution amending the General Fund to \$30.

Conduct Public Hearing on Proposed 2022 Budget

Director Osborne opened the public hearing on the proposed 2022 Budget. Mr. Dickhoner noted that the notice of public hearing was provided in accordance with Colorado law. No written

objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of
Resolution Adopting 2022
Budget

Mr. Weaver reviewed the 2022 proposed Budget with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor and certifying 50.000 mills in the General Fund.

Mr. Weaver reviewed the 2022 proposed Budget with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2022 Budget. The District did not certify a mill levy for collection in 2022.

Mr. Weaver reviewed the 2022 proposed Budget with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor and certifying 60.000 mills for contractual obligations.

Mr. Weaver and the Boards discussed additional costs associated with the organization of the Districts and the options for reimbursement to the developer. The Boards directed Mr. Weaver to coordinate with the developer.

Other Business

Discuss Website
Requirements and Options

Mr. Dickhoner discussed recent statutory requirements for District websites and the Boards engaged in general discussion regarding same. No Board action taken.

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 R. Hanlon, Jr.
George R Hanlon, Jr. (Dec 9, 2021 17:00 MST)
Secretary for the Meeting