

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

Held: Friday, December 3, 2021, at 8:00 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., 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.

<b>Agenda</b>	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 “Approve Engagement of Auditor for 2021 Audits (Nos. 1 and 3)” as item 7.f.
<b>Public Comment</b>	None.
<b>Approval of October 13, 2021 Special Meeting Minutes</b>	Mr. Dickhoner presented the Boards with the October 13, 2021 Special Meeting Minutes for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes.
<b>Construction Matters</b>	None.
<b>Financial Matters</b>	
Approval of Financials/ Claims Payable	None.
Update on 2020 Audit	Mr. Weaver and the Boards of District Nos. 1 and 3 discussed the 2020 Audits. Following discussion, upon a motion duly made and seconded, the Boards accepted the 2020 Audits.
Conduct Public Hearing on 2021 Amended Budget (District No. 2)	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 Amended Budget	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 \$3,000.
Conduct Public Hearing on 2020 Amended Budget (District No. 3)	Director Osborne opened the public hearings on the 2020 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 2020 Amended Budget	Mr. Weaver reviewed the Amendment to the 2020 Amended Budget with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously adopted the resolution amending the Capital Projects Fund to \$1,252,498.

Conduct Public Hearing on  
2021 Amended Budget  
(District No. 3)

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

Mr. Weaver reviewed the 2021 Budget Amendment with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously adopted the resolution amending the Capital Projects Fund to \$741,000.

Approve Engagement of  
Auditor for 2021 Audits  
(Nos. 1 and 3)

Mr. Weaver presented the Boards of District Nos. 1 and 3 with an Engagement Letter from Fiscal Focus Partners to perform the 2021 Audits. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 and 3 unanimously approved the engagement of Fiscal Focus Partners.

**Other Business**

The Boards determined to move forward with the creation of a District Website and instructed legal counsel to follow up with Heather Sosa regarding same.

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. (Mar 4, 2022 15:14 MST)

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Secretary for the Meeting