

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF

144th AVENUE METROPOLITAN DISTRICT NOS. 1 & 2

HELD
September 16, 2022

The Boards of Directors of the 144th Ave Metropolitan District Nos. 1 & 2, held a special meeting, open to the public, via MS Teams and teleconference at 2:00 p.m. on Friday, September 16, 2022.

ATTENDANCE: Directors in Attendance: (Via Teleconference)
Ginger Dodge, President/Chairperson
Andi Thompson, Secretary

Also, in Attendance Were: (Via Teleconference)
Deborah Early; Icenogle Seaver Pogue, P.C.
Andrew Kunkel, Kenny Parrish, Teresa Adler, Wendy McFarland, Daryl Fields, Jason Woolard, Doug Campbell and Kieyesia Conaway; Pinnacle Consulting Group, Inc.
Jeremy Mollison, Nancy Roeller, Beth Johnson, Marc Raskulinecz, Eben Clark, Jeff Montgomery, Gus Quinonez, and John Arlotti.

CALL TO ORDER The meeting was called to order at 2:02 p.m. by Mr. Kunkel, noting that a quorum was present. The directors in attendance confirmed their qualifications to serve.

MEETING NOTICE Mr. Kunkel reported that Notice and Agenda of the Coordinated Special Board Meeting had been duly posted within the boundaries of the District. The notice also included the agenda items.

CONFLICT OF INTEREST DISCLOSURE Ms. Early, legal counsel, noted written disclosures of potential conflicts of interests for the directors was filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing potential conflicts of interest that may exist as all Board Members are employees of McWhinney Real Estate Services, Inc. (“MRES”), which is associated with the primary landowner and developer of the land within the Districts. Ms. Early advised the Boards that pursuant to Colorado law, certain disclosures may be required

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prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each director confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required by Colorado law, to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL
OF AGENDA

The Boards reviewed the agenda. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Thompson and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

APPROVAL
OF MINUTES

The Boards reviewed the minutes of the October 29, 2021 meeting. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Thompson and, upon vote, unanimously carried, it was

RESOLVED to approve the minutes of the October 29, 2021 meeting.

APPOINTMENTS
TO FILL
BOARD
VACANCIES

Ms. Early addressed the Boards and provided an overview of the process for appointing interested candidates to the Board noting there are three interested candidates to fill the vacancies on the Boards of District No. 1 and District No. 2. Following review and discussion, upon motion duly made by Director Dodge, seconded by Director Thompson and, upon vote, unanimously carried, it was

RESOLVED to appoint Gus Quinonez, Nancy Roeller, and John Arlotti to the Board of Directors for District No. 1 and District No. 2 to fill the terms expiring 2025, 2023 and 2025 respectively.

ELECTION
OF OFFICERS

The Board discussed the election of Officers. Following review and discussion, upon motion duly made by Director Dodge, seconded by Director Thompson and, upon vote, unanimously carried, it was

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RESOLVED to appoint Gus Quinonez as Vice President, Nancy Roeller as Assistant Secretary/Assistant Treasurer and John Arlotti as Assistant Secretary/Assistant Treasurer.

PUBLIC COMMENT There were no members of the public present.

FINANCIAL ITEMS Payment of Claims: Ms. Adler reviewed with the Boards the payment of claims for period October 21, 2021 through September 12, 2022 in the amount of \$36,819.56. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Thompson and, upon vote, unanimously carried, it was

RESOLVED to ratify the payment of claims for period October 21, 2021, through September 12, 2022, in the amount of \$36,819.56, as presented.

Exemption from Audit: Ms. Adler reviewed with the Boards the Exemption from 2021 Audit and answered questions. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Thompson and, upon vote, unanimously carried, it was

RESOLVED to ratify the Exemption from 2021 Audit, as presented.

DISTRICT
MANAGER ITEMS Master Service Agreement with Environmental Designs, Inc.: Mr. Fields presented the Master Service Agreement with Environmental Designs, Inc. and answered questions. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Thompson and, upon vote, unanimously carried, it was

RESOLVED to approve the Master Services Agreement with Environmental Designs, Inc.

Ratification of Contract Modifications: There were no contract modifications to present at this meeting.

LEGAL ITEMS Termination of Master Service Agreement with OTC Two, LLC: Ms. Early discussed the Termination of Master Service Agreement with OTC Two, LLC with the Boards. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Thompson and, upon vote, unanimously carried, it was

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RESOLVED to terminate the Master Service Agreement with OTC Two, LLC.

First Amendment to Fourth Amended and Restated Meeting Resolution: Ms. Early presented the First Amendment to Fourth Amended and Restated Meeting Resolution to the Boards. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Thompson and, upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to Fourth Amended and Restated Meeting Resolution.

OTHER MATTERS There were no Other Matters to come before the Boards.

ADJOURNMENT There being no further business to come before the Boards, the meeting was adjourned at 2:24 p.m.

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Secretary for the Meeting