

**144TH AVENUE METROPOLITAN DISTRICT NOS. 1 & 2
2023 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, the Boards of Directors (the “Boards”) for 144th Avenue Metropolitan District Nos. 1 and 2 (the “Districts”) are required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the Districts; and

WHEREAS, the Boards desire to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the Districts; and

WHEREAS, the Boards further desire to acknowledge and ratify herein certain actions and outstanding obligations of the Districts.

NOW THEREFORE, THE BOARDS OF DIRECTORS OF 144TH AVENUE METROPOLITAN DISTRICT NOS. 1 & 2 HEREBY RESOLVE AS FOLLOWS:

1. The Boards direct the District Manager to prepare and file either an accurate map, as specified by the Colorado Division of Local Government (the “Division”), or a notice that the Districts’ boundaries have not changed since the filing of the last District map, with the Division, the Adams County (“County”) Clerk and Recorder and Adams County Assessor on or before January 1, 2023, as required by Section 32-1-306, C.R.S.

2. Pursuant to Section 24-32-116(3)(b), C.R.S, the Boards direct legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the Districts; (ii) the principal address and mailing address of the Districts; (iii) the name of the Districts’ agent; and (iv) the mailing address of the Districts’ agent.

3. The Boards direct legal counsel to prepare no more than sixty (60) days prior to and not later than January 15, 2023, the Districts’ annual transparency notice containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notice to the eligible electors of the Districts in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notice with the Adams County Board of County Commissioners, the Adams County Assessor, the Adams County Treasurer, the Adams County Clerk and Recorder’s Office, the City of Westminster City Council (“City Council”), and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notice shall be made available for public inspection at the principal business office of the Districts.

4. The Boards direct the Districts’ accountant to submit the proposed 2024 budgets for the Districts to the Boards on or before October 15, 2023, to schedule public hearings on the proposed budgets, prepare final budgets, and budget resolutions, including certification of mill levies and amendments to the budgets if necessary; to certify the mill levies to Adams County Assessor on or before December 15, 2023; and to file the approved budgets and amendments

thereto with the proper governmental entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. In the event additional real property is included into the boundaries of the Districts in the future, the Districts authorize legal counsel to record the special district public disclosure document and a map of the new boundaries of the Districts concurrently with the recording of the order for inclusion in the Adams County Clerk and Recorder's office in accordance with Section 32-1-104.8(2), C.R.S.

6. The Boards direct legal counsel to notify the City Council of any alteration or revision of the proposed schedule of debt issuance as may be set forth in the financial plan attached to the Districts' Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. For any nonrated public securities issued by the Districts, the Boards direct the Districts' accountant to prepare and file with the Division on or before March 1, 2023, an annual information report with respect to any of the Districts' nonrated public securities which are outstanding as of the end of the Districts' fiscal year in accordance with Section 11-58-105, C.R.S.

8. The Boards hereby authorize the Districts' accountant to prepare and file an Audit Exemption and Resolution for approval of Audit Exemption with the Colorado State Auditor by March 31, 2023, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., the Boards authorize that an audit of the financial statements be prepared and submitted to the Boards before June 30, 2023 and filed with the State Auditor by July 31, 2023. In addition, if a District has authorized but unissued general obligation debt as of the end of the fiscal year, the Districts' accountant shall cause to be submitted to the Town Council, the District's audit report or a copy of its application for exemption from audit in accordance with Section 29-1-606(7), C.R.S.

9. The Boards direct its consultants to prepare the Unclaimed Property Act report and forward the report to the Colorado State Treasurer by November 1, 2023, if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with Section 38-13-401 *et seq.*, C.R.S.

10. The Boards direct the Districts' accountant to oversee the preparation of any continuing annual disclosure report required to be filed pursuant to a continuing disclosure agreement, in accordance with the Securities and Exchange Commission Rule 15c2-12 or other bond documents.

11. The Boards designate the Secretary of the Districts as the official custodian of "public records," as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C. and Pinnacle Consulting Group, Inc.

12. The Boards direct legal counsel to advise it on the requirements of the Fair Campaign Practices Act, Section 1-45-101 *et seq.*, C.R.S., when applicable.

13. The Boards direct that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the Districts, or in the vicinity of the Districts if none is circulated within the Districts including, but not limited to, the *Westminster Window*.

14. The Boards have determined that each director shall not receive compensation for services as directors in accordance with Section 32-1-902(3)(a), C.R.S.

15. The Boards hereby determine that each member of the Boards shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Boards. Such forms shall be retained in the Districts' files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901, C.R.S. and Section 24-12-101, C.R.S., the Boards direct legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure a surety bond for each Director, and to file copies of each with the Clerk of the Court, the Adams County Clerk and Recorder and with the Division.

16. The Boards extend the current indemnification resolutions, adopted by the Boards on October 4, 2013, to allow the resolutions to continue in effect as written.

17. Pursuant to Section 32-1-1101.5, C.R.S., the Boards direct legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the City Council and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Furthermore, whenever the Districts authorize or incur a general obligation debt, the Boards authorize legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the Adams County Clerk and Recorder's office within thirty (30) days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the Districts incur general obligation debt, the Boards direct legal counsel to submit a copy of the recorded notice to the City Council within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

18. The Boards direct legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the City Council, if requested, in accordance with Section 32-1-1101.5(1.5) and (2), C.R.S.

19. The Boards direct legal counsel to prepare and file the special district annual report, in accordance with Section 32-1-207(3)(c), C.R.S.

20. The Boards have determined that legal counsel will file conflict of interest disclosures provided by board members with the Colorado Secretary of State seventy-two (72) hours prior to each meeting of the Boards, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each board member submit information regarding actual or potential conflicts of interest.

21. The Districts are members of the Special District Association (“SDA”) and insured through the Colorado Special Districts Property and Liability Pool. The Boards direct the District Manager to pay the annual SDA membership dues and insurance premiums in a timely manner. The Boards and District Staff will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

22. Pursuant to Section 32-1-104.5(3)(a), C.R.S., the Boards hereby designates the Districts’ official website as <https://www.144md.live/>. The Boards direct the Districts management to maintain and update the official website of the District in compliance with Section 32-1-104.5(3)(a), C.R.S.

23. The Boards have reviewed the minutes from the October 29, 2021, September 16, 2022 and November 11, 2022 meetings of the Boards, which minutes are attached hereto to Exhibit A. The Boards, being fully advised of the premises, hereby ratify and affirm each and every action of the Boards taken at said meetings.

24. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Boards hereby declare that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Boards further direct the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90th) day after the date of the executive session.

25. The Districts hereby acknowledge, agree and declare that the Districts’ policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (Section 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the Districts’ official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, “official custodian” means a designee with plenary authority including control over public funds of a public unit which the official custodian is appointed to serve. The Districts hereby designate the Districts’ accountant as its official custodian over public deposits.

26. The Boards hereby authorize the Districts’ Manager to execute, on behalf of the Districts, any and all easement agreements pursuant to which the Districts are accepting or acquiring easements in favor of the Districts.

27. Unless otherwise authorized by the Boards and except for contracts that are publicly bid, the applicable Board President or District Project Manager are authorized, but not obligated, to take any contract actions within the District’s approved budget including, but not limited to, approving task orders, work orders, and change orders. All actions taken by the Board’s President or the Project Manager shall be ratified by the Board at the next meeting of the Board.

28. To the extent the Districts adopted a Declaration of Local Emergency Resolution, such resolution is hereby terminated.

ADOPTED AND APPROVED THIS 5TH DAY OF DECEMBER, 2022.

144TH AVENUE METROPOLITAN
DISTRICT NOS. 1 & 2

DocuSigned by:

Ginger Dodge

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By: Ginger Dodge

Its: President

EXHIBIT A
Minutes From
October 29, 2021, September 16, 2022 and November 11, 2022
Meetings of the Boards

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARDS OF DIRECTORS OF

144th AVENUE METROPOLITAN DISTRICT NOS. 1 & 2

HELD
October 29, 2021

The Boards of Directors of the 144th Ave Metropolitan District Nos. 1 & 2, held a regular meeting, open to the public, via MS Teams and teleconference at 9:00 a.m. on Friday, October 29, 2021.

Due to the State of Emergency declared by Governor Polis and the threat to health and safety posed by the COVID-19 pandemic, this meeting was held via MS Teams and teleconference.

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.
Shannon McEvoy, Amanda Castle, Jennifer Ondracek and Andrew Kunkel;
Pinnacle Consulting Group, Inc.

CALL TO ORDER The meeting was called to order at 9:02 a.m. by Mr. McEvoy, noting that a quorum was present. The directors in attendance confirmed their qualifications to serve.

MEETING NOTICE Mr. McEvoy reported that Notice and Agenda of the Coordinated Regular 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

RECORD OF PROCEEDINGS

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 November 16, 2020 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 November 16, 2020 meeting.

BOARD
RESIGNATION

The Boards acknowledged the resignation of Director Stephanie Brock.

PUBLIC COMMENT

There were no members of the public present.

FINANCIAL ITEMS

Payment of Claims: Ms. Castle reviewed with the Boards the payment of claims for period November 9, 2020 through October 20, 2021 in the amount of \$50,025.46. 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 November 9, 2020 through October 20, 2021 in the amount of \$50,025.46, as presented.

Exemption from Audit: Ms. Castle reviewed with the Boards the Exemption from 2020 Audit and answered questions. Following review and discussion,

RECORD OF PROCEEDINGS

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 2020 Audit, as presented.

Financial Reports: Ms. Castle reviewed with the Boards the unaudited Financial Statements for the period ending June 30, 2021 with the Boards 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 Financial Statements for the period ending June 30, 2021, as presented.

2022
BUDGET
HEARING

Director Dodge opened the 2022 Budget Hearing for 144th Ave Metropolitan District Nos. 1 & 2. Mr. McEvoy reported that notice of the budget hearing was published on October 14, 2021, in accordance with state budget law. There being no public input the public portion of the budget hearing was closed. Ms. Castle reviewed the budgets in detail and responded to questions. The budgets for the District by fund are as follows:

District No. 1
Mill levy is 0.000 mills.
General Fund Expenditures: \$55,800; funded by the Park Facility Fee

District No. 2
Mill levy is 0.000 mills.
General Fund Expenditures: \$0

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 Resolutions to Adopt the 2022 budgets for 144th Ave Metropolitan District Nos. 1 & 2, set the mill levies, appropriate budgeted funds upon final certification of value being received by the County of Larimer on or before December 15, 2021 and approve all other documents related to the 2022 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

RECORD OF PROCEEDINGS

LEGAL ITEMS

Master Service Agreement with OTC II: Ms. Early presented the Amended Master Services Agreement with OTC II 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 Amended Master Services Agreement with OTC II.

2022 Administrative Matters Resolution: Ms. Early presented the 2022 Annual Administrative Matters Resolutions to the Boards. The Administrative Matters Resolution directs District's legal counsel and consultants in their management of the District to perform all statutory obligations required of the Districts during 2022. 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 2022 Administrative Matters Resolution.

Election Resolution: Ms. Early presented the Election 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 Election Resolution.

Fourth Amended and Restated Meeting Resolution: Ms. Early presented the 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 Fourth Amended and Restated Meeting Resolution.

DISTRICT MANAGER ITEMS

Contract Modifications Report: Mr. McEvoy reviewed the Contract Modifications Report 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

RESOLVED to ratify the Contract Modifications Report.

RECORD OF PROCEEDINGS

District Manager's Report: Mr. McEvoy presented the District Manager's report to the Boards and answered questions.

OTHER MATTERS

Director Thompson commented on the park looking great and asked what options there are in the future for gifting the parcel to the city.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 9:36 a.m.

Respectfully submitted,



Andrew Kunkel, Secretary for the Meeting

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

RECORD OF PROCEEDINGS

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

RECORD OF PROCEEDINGS

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

RECORD OF PROCEEDINGS

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

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF

144th AVENUE METROPOLITAN DISTRICT NOS. 1 & 2

HELD
November 11, 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 3:00 p.m. on Friday, November 11, 2022.

ATTENDANCE: Directors in Attendance: (Via Teleconference)
Ginger Dodge, President/Chairperson
John Arlotti, Asst. Secretary/ Asst. Treasurer

Also, in Attendance Were: (Via Teleconference)
Deborah Early; Icenogle Seaver Pogue, P.C.
Andrew Kunkel; Pinnacle Consulting Group, Inc.
Gus Quinonez and Marc Raskulinecz; Arbour Commons

CALL TO ORDER The meeting was called to order at 3:01 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 certain Board Members are employees of or affiliated with CORE Realty Holdings Management, Inc., which is an affiliate of CPA Arbour Commons DST, the landowner of the land within the Districts. Ms. Early advised the Boards that pursuant to Colorado law, certain disclosures may be required 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,

RECORD OF PROCEEDINGS

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 Arlotti, seconded by Director Dodge and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

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 Arlotti, seconded by Director Dodge and, upon vote, unanimously carried, it was

RESOLVED to appoint Gus Quinonez, Jacque Lorance, and Angela Troxel 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, Ms. Early suggested Election of Offices be moved to the next scheduled meeting.

PUBLIC COMMENT

There were no members of the public present.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 3:06 p.m.

Respectfully submitted,



Kieyesia Conaway, Secretary for the Meeting