

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
PALISADE METROPOLITAN DISTRICT NO. 2
(THE “DISTRICT”)
HELD
APRIL 9, 2021**

A special meeting of the Board of Directors of the Palisade Metropolitan District No. 2 (referred to hereafter as the “Board”) was convened on Friday the 9th day of April, 2021, at 9:00 A.M. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held by video / telephonic means via Zoom. The meeting was open to the public via video / telephonic means.

ATTENDANCE

Directors In Attendance Were:

Garrett Baum
William Branyan
Bonner Gilmore
Kevin Schneider

Following discussion, upon motion duly made by Director Baum, seconded by Director Gilmore and, upon vote unanimously carried, the absence of Director Tamra Schneider was excused.

Also In Attendance Were:

Megan Becher; McGeady Becher P.C.

Jason Carroll; CliftonLarsonAllen LLP

DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The Board noted that disclosures of potential conflicts of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Becher requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Becher noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes.

ADMINISTRATIVE
MATTERS

Quorum, Meeting Location and Posting of Meeting Notices: A quorum for the special meeting was confirmed. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. It was noted that due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via video / telephonic conference (Zoom), without any individuals (neither District representatives nor the general public) attending in person. The Board further noted that notice providing the Zoom access information was duly posted and that they have not received any objections or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director Baum, seconded by Director Gilmore, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at the following location: the intersection of County Road 7 and Baseline Road (State Highway 7).

Agenda: Attorney Becher distributed for the Board's review and approval an Agenda for the District's special meeting. Following discussion, upon motion duly made by Director Baum, seconded by Director Gilmore and, upon vote, unanimously carried, the Agenda was approved, as amended.

Public Comment: There was no public comment.

Minutes of the October 29, 2020 Special Meeting: The Board reviewed the Minutes of the October 29, 2020 Special Meeting. Following review and discussion, upon motion duly made by Director Baum, seconded by Director Gilmore and, upon vote, unanimously carried, the Board approved the Minutes of the October 29, 2020 Special Meeting.

FINANCIAL
MATTERS

Financial Statements: Mr. Carroll reviewed the District's unaudited financial statements for the period ending December 31, 2020.

Following discussion, upon motion duly made by Director Gilmore, seconded by Director Branyan and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending December 31, 2020.

Claims: Mr. Carroll presented claims in the amount of \$3,413,783.86 to be

ratified by the Board and claims in the amount of \$510,896.37 to be approved by the Board. Following review, upon motion duly made by Director Gilmore, seconded by Director Branyan and, upon vote, unanimously carried, the Board ratified approval of the payment of claims in the amount of \$3,413,783.86 and approved the payment of claims in the amount of \$510,896.37.

2020 Audit: Mr. Carroll advised the Board that preparation of the 2020 audit is underway, noting that an amendment to the 2020 Budget would be necessary in conjunction with approval of the Audit.

LEGAL
MATTERS

Agreement to Plug and Abandon Wells and Reclaim Lands by and among Crestone Peak Resources Operating LLC, Kevamra, LLC and the District: Following discussion, upon a motion duly made by Director Baum, seconded by Director Branyan and, upon vote, unanimously carried, the Board ratified approval of the Agreement to Plug and Abandon Wells and Reclaim Lands by and among Crestone Peak Resources Operating LLC, Kevamra, LLC and the District.

Intergovernmental Agreement for Operations Cost Sharing by and between the District and Palisade Metropolitan District No. 1: Following discussion, the Board determined to defer this matter.

Eligible Costs for Public Improvements Distribution Request Nos. 78-82 from EVO Consulting Services, Inc. and reimbursement to Kevamra, LLC pursuant to the Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC, as amended: Following discussion, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote, unanimously carried, the Board accepted Eligible Costs for Public Improvements Distribution Request Nos. 78-82 from EVO Consulting Services, Inc. and authorized reimbursement to Kevamra, LLC pursuant to the Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC, as amended.

Eligible Costs for Public Improvements Distribution Request Nos. 83-85 from EVO Consulting Services, Inc. and reimbursement to Kevamra, LLC pursuant to the Facilities Reimbursement Agreement by and among the District, Children's Hospital Colorado and Kevamra, LLC and/or pursuant to the Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC, as amended: Following discussion, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote, unanimously carried, the Board accepted Eligible Costs for Public Improvements Distribution Request Nos. 83-85 from EVO Consulting Services, Inc. and authorized reimbursement to

Kevamra, LLC pursuant to the Facilities Reimbursement Agreement by and among the District, Children's Hospital Colorado and Kevamra, LLC and/or pursuant to the Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC, as amended.

Eligible Costs for Public Improvements Distribution Requests, if any, from EVO Consulting Services, Inc. and reimbursement pursuant to the Facilities Reimbursement Agreement by and among the District, Taylor Morrison of Colorado, Inc. and Kevamra, LLC: It was noted that there were no requests for reimbursement for eligible costs for public improvements pursuant to the Facilities Reimbursement Agreement by and among the District, Taylor Morrison of Colorado, Inc., and Kevamra, LLC for the Board's consideration. As such, no action was taken by the Board.

Tract Ownership and Status of Conveyance of Tract(s) to the District: The Board discussed the status of certain tracts intended for District ownership. No action was taken by the Board.

Potential Exclusion of Property: The Board deferred discussion of this matter.

Service Agreement with EVO Consulting Services, Inc.: The Board discussed the upcoming retirement of Ken Brown and transition of EVO Consulting Services, Inc. to new ownership. Following discussion, upon a motion duly made by Director Branyan, seconded by Director Baum and, upon vote, unanimously carried, the Board authorized the negotiation and approval of a new Service Agreement with EVO Consulting Services, Inc.'s predecessor entity, subject to approval of Director Branyan.


CONSTRUCTION MATTERS

District Construction Process: Director Baum advised the Board as to the status of construction within the District.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By  _____
Secretary for the Meeting