

**MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
PALISADE METROPOLITAN DISTRICT NO. 2 (THE “DISTRICT”)  
HELD  
NOVEMBER 10, 2022**

A regular meeting of the Board of Directors of the District (referred to hereafter as the “Board”) was convened on Thursday, the 10<sup>th</sup> day of November, 2022, at 9:30 a.m. 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.

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ATTENDANCE

Directors In Attendance Were:

Garrett Baum  
William Branyan  
Bonner Gilmore

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

Also In Attendance Were:

Megan Becher; McGeady Becher P.C.  
Jason Carroll; CliftonLarsonAllen LLP  
Allison Rochester; Palisade Metropolitan District No. 1 Board Member

ADMINISTRATIVE  
MATTERS

Disclosures of Potential Conflicts of Interest: The Board noted that disclosures of potential conflict 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.

Quorum, Meeting Location and Posting of Meeting Notices: A quorum for the regular 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 the District Board meeting was held and properly noticed to be held by video / telephonic means via Zoom. 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.

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

Public Comment: There was no public comment.

Minutes of the September 8, 2022 Regular Meeting: The Board reviewed the Minutes of the September 8, 2022 Regular Meeting. Following review and discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore, and upon vote unanimously carried, the Board approved the Minutes of the September 8, 2022 Regular Meeting.

2023 Regular Meeting Schedule/Resolution Establishing Regular Meeting Dates, Time, and Location and Designating Location for Posting of 24-Hour Notices ("Regular Meeting and Posting Resolution"): The Board determined to hold its regular meetings in 2023 on March 2, June 8, September 7 and November 2, 2023 at 9:00 a.m., with all meetings to be held virtually. Following discussion, upon a motion duly made by Director Branyan, seconded by Director Gilmore, and upon vote unanimously carried, the Board adopted the Regular Meeting and Posting Resolution.

Renewal of District Insurance Coverage and Special District Association ("SDA") Membership for 2023: Attorney Becher reviewed the statutory requirements for insurance coverage with the Board.

Following discussion, upon a motion duly made by Director Branyan, seconded by Director Gilmore, and upon vote unanimously carried, the Board approved renewing the District's general liability insurance coverage, public officials' coverage, and workers' compensation coverage and instructed consultants to proceed accordingly. The Board further directed renewal of the District's SDA membership.

Increase in Excess Liability Coverage Limits: Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore, and upon vote unanimously carried, the Board approved the proposed increase to the District's liability coverage limits and directed District Counsel to facilitate said change to the District's policy.

## FINANCIAL MATTERS

Financial Statements: The Board reviewed the District's unaudited financial statements for the period ending September 30, 2022.

Following discussion, upon motion duly made by Director Branyan, seconded by

Director Gilmore and, upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2022.

Claims: Mr. Carroll presented interim claims in the amount of \$830,485.85 for ratification and current claims in the amount of \$642,103.93 for approval by the Board. Following review, upon motion duly made by Director Baum, seconded by Director Branyan and, upon vote unanimously carried, the Board ratified and/or approved, as appropriate, the payment of interim claims in the amount of \$830,485.85 and current claims in the amount of \$642,103.93.

Proposed Bond Issuance: The Board discussed matters related to its proposed Bond issuance.

Amendment to District's First Amended and Restated Service Plan: The Board discussed the need for a further Amendment to the District's First Amended and Restated Service Plan. No action was taken by the Board.

Engagement of External Financial Advisor: The Board deferred discussion of this matter.

Public Hearing on Amendment to 2022 Budget: The Board opened the public hearing to consider an amendment to the 2022 Budget.

It was noted that publication of the place, date and time of the hearing was made in accordance with the applicable statutory requirements. There was no public comment. The public hearing was closed.

Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board adopted the Resolution to Amend the 2022 Budget.

Second Amendment to Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC: The Board deferred consideration of a Second Amendment to Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC, pending finalization of the District's 2023 Budget.

Public Hearing on 2023 Budget: The Board then opened the public hearing to consider the District's proposed 2023 Budget and discuss related issues. It was noted that Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was published in accordance with the applicable statutory requirements. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Mr. Carroll reviewed the estimated 2022 expenditures and the proposed 2023 expenditures with the Board.

Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore, and upon vote unanimously carried, the Board approved the 2023 Budget, subject to revision and final approval by Director Branyan, adopted a Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and a Resolution to Set Mill Levies (12.994 mills in the General Fund and 37.536 mills in the Debt Service Fund, for a total mill levy of 50.530 mills) and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the City and County of Broomfield Assessor not later than December 15, 2022. District Counsel was directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2023.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board authorized the District Accountant to prepare, Director Branyan to sign, and the District Accountant to file the DLG-70 Mill Levy Certification Form with the City and County of Broomfield Assessor no later than December 15, 2022.

Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan: Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board adopted the Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan, subject to finalization of 2023 Budget numbers.

CliftonLarsonAllen LLP Statement(s) of Work: Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board approved the CliftonLarsonAllen LLP Statements of Work for 2023.

Appointment of District Accountant to Prepare the 2024 Budget: Following discussion, the Board appointed the District Accountant to prepare the 2024 Budget.

Engagement of Simmons & Wheeler, P.C. to Prepare 2022 Audit: Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board approved the engagement of Simmons & Wheeler, P.C. to prepare the District's 2022 Audit for an amount not to exceed \$6,000.

LEGAL  
MATTERS

Eligible Costs for Public Infrastructure Improvements Distribution Request Nos. 103-106, from RG and Associates, LLC and authorize reimbursement 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 review, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote unanimously carried, the Board accepted Eligible Costs for Public Infrastructure Improvements Distribution Request Nos. 103-106, from RG and Associates, LLC and authorized reimbursement, as appropriate, 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.

Resolution Calling May 2, 2023 Election for Directors, appointing Designated Election Official (“DEO”) and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election (“Election Resolution”): Following discussion, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote unanimously carried, the Board adopted the Election Resolution, subject to incorporation of debt questions, as needed.

§32-1-809, C.R.S. Reporting Requirements (Transparency Notice) and Direct Mode of Eligible Elector Notification: Attorney Becher discussed the special district transparency notice requirements of §32-1-809, C.R.S. with the Board. Following discussion, the Board directed District Counsel to post the Transparency Notice on the SDA website.

Tract Ownership and Status of Conveyance of Tract(s) to the District: The Board deferred discussion of this matter.

CONSTRUCTION  
MATTERS

District Construction Process: The Board deferred discussion of this matter.

OTHER BUSINESS

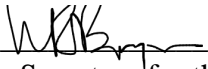
Service Agreement for Property Management Services by and between the District and MSI, LLC: The Board deferred consideration of this matter.

Service Agreement for Landscape Maintenance Services by and between the District and Vargas Property Services, Inc.: The Board deferred discussion of this matter.

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