

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PALISADE METROPOLITAN DISTRICT NO. 2 (THE “DISTRICT”)
HELD
MARCH 2, 2023**

A regular meeting of the Board of Directors of the District (referred to hereafter as the “Board”) was convened on Thursday, the 2nd day of March, 2023, at 9:00 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.

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 and Enid Ruiz-Mattei; CliftonLarsonAllen LLP
Allison Rochester; Palisade Metropolitan District No. 1 Board Member
Zach Knight; Urban Frontier, LLC

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.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director Branyan, seconded by Director Baum, 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 on the District website at least 24 hours prior to each meeting, or if the website is unavailable at the following location: the intersection of County Road 7 and Baseline Road (State HWY 7).

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 Branyan, seconded by Director Baum and, upon vote, unanimously carried, the Agenda was approved.

Public Comment: There was no public comment.

Minutes of the November 10, 2022 Regular Meeting: The Board reviewed the Minutes of the November 10, 2022 Regular Meeting. Following review and discussion, upon motion duly made by Director Baum, seconded by Director Branyan, and upon vote unanimously carried, the Board approved the Minutes of the November 10, 2022 Regular Meeting.

FINANCIAL MATTERS

Financial Statements: The Board reviewed the District's unaudited financial statements for the period ending December 31, 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 December 31, 2022.

Claims: Mr. Carroll presented interim claims in the amount of \$1,485,725.00 for ratification and current claims in the amount of \$128,245.13 for approval by the Board. Following review, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board ratified and/or approved, as appropriate, the payment of interim claims in the amount of \$1,485,725.00 and current claims in the amount of \$128,245.13.

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

Bond Issuance Plan: Attorney Becher reported that the Bond Issuance Plan was submitted to the City and County of Broomfield ("City") on February 21, 2023 and that consultants were in the process of preparing draft bond documents.

Amendment to District’s First Amended and Restated Service Plan: Attorney Becher reported that the draft Second Amendment to the District’s First Amended and Restated Service Plan was submitted to the City on February 21, 2023 and that the related public hearing for approval is anticipated to take place on April 25, 2023.

Engagement of External Financial Advisor: The Board directed District Counsel to obtain proposals for External Financial Advisor services for the Board’s review and consideration.

Second Amendment to Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC: The Board deferred consideration of this matter.

LEGAL
MATTERS

Eligible Costs for Public Infrastructure Improvements Distribution Request Nos. 107-109, 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 Gilmore and, upon vote unanimously carried, the Board accepted Eligible Costs for Public Infrastructure Improvements Distribution Request Nos. 107-109, 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.

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

Tract Ownership and Status of Conveyance of Tract(s) to the District: The Board discussed status of tract ownership and conveyance. No action was taken.

CONSTRUCTION
MATTERS

District Construction Process: Director Branyan updated the Board regarding the status of construction matters.

OTHER BUSINESS

Service Agreement for Property Management Services by and between the District and MSI, LLC: Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board ratified approval of the Service Agreement for Property Management Services by and between the District and MSI, LLC.


Master Service Agreement for Landscape Maintenance Services and Snow Removal Services by and between the District and Vargas Property Services, Inc. and Task Order Nos. 1 and 2 thereunder: Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board ratified approval of the Master Service Agreement for Landscape Maintenance Services and Snow Removal Services by and between the District and Vargas Property Services, Inc. and Task Order Nos. 1 and 2 thereunder.

Status of Operations and Maintenance Matters: 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