

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
PALISADE METROPOLITAN DISTRICT NO. 2 (THE “DISTRICT”)
HELD
NOVEMBER 8, 2023**

A special meeting of the Board of Directors of the District (referred to hereafter as the “Board”) was convened on Wednesday, the 8th day of November, 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
Zachary Knight

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

Also In Attendance Were:

Megan Becher, Esq.; McGeady Becher P.C.
Jason Carroll, Enid Ruiz-Mattei and Aly Roland; CliftonLarsonAllen LLP
Allison Rochester; Palisade Metropolitan District No. 1 Resident / 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 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 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 special meeting. Following discussion, upon motion duly made by Director Branyan, seconded by Director Knight and, upon vote unanimously carried, the Agenda was approved.

Public Comment: There was no public comment.

Minutes of the September 13, 2023 Special Meeting: The Board reviewed the Minutes of the September 13, 2023 Special Meeting. Following review and discussion, upon motion duly made by Director Branyan, seconded by Director Baum, and upon vote unanimously carried, the Board approved the Minutes of the September 13, 2023 Special Meeting.

2024 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 2024 on February 28, June 12, September 4 and November 6, 2024 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 Knight, 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 2024: 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 Knight, 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 Cyber Security and Crime Coverage Limits: Following discussion, the Board directed District Counsel to obtain quotes from third party providers for increased cyber security and crime coverage in the amount of \$500,000 and authorized Director Branyan to make a final determination regarding the coverage amount / premium.

FINANCIAL MATTERS

Financial Statements: The Board reviewed the District's unaudited financial statements for the period ending September 30, 2023. Ms. Rochester noted the need for a process related to allocation of operations expenses pursuant to the Intergovernmental Agreement for Operations Cost Sharing by and between the

District and Palisade Metropolitan District No. 1. Mr. Carroll informed the Board that he will work with Ms. Rochester to determine a process for allocation of invoice amounts between the districts.

Following discussion, upon motion duly made by Director Branyan, seconded by Director Knight and, upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2023.

Claims: Mr. Carroll presented interim claims in the amount of \$296,941.58 and current claims in the amount of \$302,170.87 for ratification and approval by the Board. Following review, upon motion duly made by Director Branyan, seconded by Director Knight and, upon vote unanimously carried, the Board ratified approval of the payment of interim claims in the amount of \$296,941.58 and approved current claims in the amount of \$302,170.87.

Public Hearing on Amendment to 2023 Budget: The Board opened the public hearing to consider an amendment to the 2023 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, it was determined that amendment to the 2023 Budget was not necessary.

Public Hearing on 2024 Budget: The Board then opened the public hearing to consider the District's proposed 2024 Budget and discuss related issues. It was noted that Notice stating that the Board would consider adoption of the 2024 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 2023 expenditures and the proposed 2024 expenditures with the Board.

Following discussion, upon motion duly made by Director Knight, seconded by Director Branyan, and upon vote unanimously carried, the Board approved the 2024 Budget, adopted a Resolution to Adopt the 2024 Budget and Appropriate Sums of Money and a Resolution to Set Mill Levies (11.756 mills in the General Fund and 38.796 mills in the Debt Service Fund, for a total mill levy of 50.552 mills), subject to adjustment as necessary per final legislative action, 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 January 10, 2024. District Council was directed to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2024.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification Form for certification by the District Accountant to the City and County of Broomfield Assessor in compliance with the deadline established pursuant to pending legislation.

Resolution Authorizing Adjustment of District Mill Levy in Accordance with the Service Plan: Following discussion, upon motion duly made by Director Baum, seconded by Director Branyan and, upon vote unanimously carried, the Board adopted the Resolution Authorizing Adjustment of District Mill Levy in Accordance with the Service Plan, if necessary. It was subsequently determined this Resolution was not necessary.

Appointment of District Accountant to Prepare the 2025 Budget: Following discussion, upon motion duly made by Director Baum, seconded by Director Branyan and, upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

Engagement of Simmons & Wheeler, P.C. to Perform 2023 Audit: Following discussion, upon motion duly made by Director Branyan, seconded by Director Knight and, upon vote unanimously carried, the Board approved the engagement of Simmons & Wheeler, P.C. to perform the District's 2023 Audit for an amount not to exceed \$5,700.

Special Districts Master Services Agreement and Special Districts Preparation Statement of Work by and between the District and CliftonLarsonAllen LLP for 2024 Accounting Services: Following discussion, upon motion duly made by Director Baum, seconded by Director Branyan and, upon vote unanimously carried, the Board approved the Special Districts Master Services Agreement and Special Districts Preparation Statement of Work by and between the District and CliftonLarsonAllen LLP for 2024 Accounting Services, subject to final legal review.

Proposed Bond Issuance: The Board discussed the status of the District's proposed Bond issuance. No action was taken.

Engagement of MuniCap, Inc. as External Financial Advisor: Following discussion, upon motion duly made by Director Baum, seconded by Director Branyan and, upon vote unanimously carried, the Board ratified approval of the Agreement for Consulting Services by and between the District and

MuniCap, Inc.

LEGAL
MATTERS

Eligible Costs for Public Infrastructure Improvements Distribution Request Nos. 117 and 118, 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 Knight, seconded by Director Branyan and, upon vote unanimously carried, the Board accepted Eligible Costs for Public Infrastructure Improvements Distribution Request Nos. 117 and 118, from RG and Associates, LLC and authorized reimbursement pursuant to the Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC, as amended.

§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.

Resolution Amending Policy on Colorado Open Records Act Requests: Following review and discussion, upon motion duly made by Director Baum, seconded by Director Branyan and, upon vote unanimously carried, the Board adopted the Resolution Amending Policy on Colorado Open Records Act Requests.

Tract Ownership and Status of Conveyance of Tract(s): The Board discussed the timeline for conveyance of the barn and other tracts.

A Narrative Appraisal Report – Weldford Farm Dancehall/Barn: Following discussion, upon motion duly made by Director Baum, seconded by Director Branyan and, upon vote unanimously carried, the Board accepted A Narrative Appraisal Report – Weldford Farm Dancehall/Barn.

Third Amendment to Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC: Following discussion, upon motion duly made by Director Baum, seconded by Director Branyan and, upon vote unanimously carried, the Board approved the Third Amendment to Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC, related to the purchase and conveyance of the Weldford Farm Dancehall/Barn to Palisade Metropolitan District No. 1.

Status of Conveyance of Public Improvements to the District: The Board noted there are no conveyances currently in process.

OPERATIONAL
MATTERS

District Services for 2024: No action was necessary.

Task Orders under the Master Service Agreement for Landscape Maintenance and Snow Removal Services by and between the District and Vargas Property Services, Inc.: No action was necessary.


OTHER BUSINESS

None.

ADJOURNMENT

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

Respectfully submitted,

By  _____
Secretary for the Meeting