

## RECORD OF PROCEEDINGS

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### MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE BERKLEY SHORES METROPOLITAN DISTRICT (THE “DISTRICT”) HELD JANUARY 11, 2021

A special meeting of the Board of Directors of the Berkley Shores Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, January 11, 2021, at 10:00 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, this District Board meeting was held via conference call. The meeting was open to the public via conference call.

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Directors In Attendance Were:

Paul Malone  
Philip Clow  
Natalie Satt  
Victoria Almagno

Following discussion, upon motion duly made by Director Malone seconded by Director Almagno and, upon vote, unanimously carried, the absence of Director Martines was excused.

Also In Attendance Were:

David Solin; Special District Services, Inc. (“SDMS”)

Megan M. Becher; McGeady Becher P.C.

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#### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST**

Mr. Solin requested that the Directors consider whether they had any additional conflicts of interest to disclose. Mr. Solin 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. Attorney Becher 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.

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#### **ADMINISTRATIVE MATTERS**

**Agenda:** The Board reviewed the distributed Agenda for the District's special meeting.

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Following discussion, upon motion duly made by Director Malone, seconded by Director Almagno and, upon vote unanimously carried, the Agenda for the special meeting was approved, as presented.

**Approval of Meeting Location:** 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. Following discussion, upon motion duly made by Director Malone, seconded by Director Almagno and, upon vote unanimously carried, the Board determined that due to concerns regarding the spread of COVID-19 and the benefit to the control of the spread of the virus by limiting in-person contact, the Board determined to conduct this meeting via conference call and encouraged public participation via conference call. The Board further noted that notice of the teleconference was duly posted and that it had not received any objections to the format of the meeting or any requests that the meeting format be changed by taxpaying electors within the District's boundaries.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director Malone, seconded by Director Almagno, 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 as least 24 hours prior to each meeting at the following location: on a post within the boundaries of the District.

### **PUBLIC COMMENTS**

There were no public comments at this time.

### **LEGAL MATTERS**

**Cost Verification Report from Ranger Engineering, LLC dated January 4, 2021:** The Board reviewed a Cost Verification Report from Ranger Engineering, LLC dated January 4, 2021 in the amount of \$1,276,219.34.

Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the Board approved the Cost Verification Report from Ranger Engineering, LLC dated January 4, 2021 in the amount of \$1,276,219.34.

**Reimbursement to HDC 6300 Lowell Boulevard, LLLP under Facilities Funding and Acquisition Agreement in Amount of Costs Verified by Ranger Engineering, LLC:** The Board discussed a reimbursement to HDC 6300 Lowell Boulevard, LLLP under Facilities Funding and Acquisition Agreement in amount of costs verified by Ranger Engineering, LLC.

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Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the Board approved the reimbursement to HDC 6300 Lowell Boulevard, LLLP under Facilities Funding and Acquisition Agreement in amount of costs verified by Ranger Engineering, LLC.

**Requisition of Funds Pursuant to the 2020 Bonds:** The Board discussed the requisition of funds pursuant to the 2020 Bonds.

Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the Board approved the requisition of funds pursuant to the 2020 Bonds.

**Necessary Actions in Conjunction Therewith the requisition of funds pursuant to the 2020 Bonds:** Attorney Becher further discussed with the Board the necessary actions in conjunction therewith the requisition of funds pursuant to the 2020 Bonds.

Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the Board authorized the necessary actions in conjunction therewith the requisition of funds pursuant to the 2020 Bonds.

**First Amendment to Operation Funding Agreement with HDC 6300 Lowell Boulevard, LLLP:** The Board reviewed a First Amendment to the Operation Funding Agreement with HDC 6300 Lowell Boulevard, LLLP.

Following discussion, upon motion duly made by Director Clow, seconded by Director Satt and, upon vote, unanimously carried, the Board ratified approval of the First Amendment to the Operation Funding Agreement with HDC 6300 Lowell Boulevard, LLLP.

**Rules and Regulations, Policies and Procedures of the District:** Attorney Becher reviewed with the Board the Rules and Regulations, Policies and Procedures of the District. No action was necessary by the Board.

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### **OTHER BUSINESS**

**Proposals for General Counsel Services and Engagement for Service and Process for Transition of General Counsel:** The Board reviewed proposals for general counsel services.

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Following discussion, upon motion duly made by Director Malone, seconded by Director Clow and, upon vote, unanimously carried, the Board approved the proposal from Jennifer L. Ivey with Icenogle Seaver Pogue, P.C.

**Engagement for Service and Transition of General Counsel:** The Board further discussed the engagement of Icenogle Seaver Pogue, P.C. for general counsel services and to initiate the process for the transition of general counsel.

Following discussion, upon motion duly made by Director Malone, seconded by Director Clow and, upon vote, unanimously carried, the Board approved the engagement of Icenogle Seaver Pogue, P.C. for general counsel services and to initiate the process for the transition of general counsel.

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### **ADJOURNMENT**

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

Respectfully submitted,

By *Natalie Satt*  
Secretary for the Meeting