

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE BERKLEY SHORES METROPOLITAN DISTRICT (THE “DISTRICT”) HELD JUNE 7, 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, June 7, 2021, at 8:00 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 at 1-877-25-3814, Passcode: 5592663. The meeting was open to the public via conference call.

Directors In Attendance Were:

Philip Clow
Natalie Satt
Michael Martines

Following discussion, upon motion duly made by Director Satt seconded by Director Clow and, upon vote, unanimously carried, the absence of Directors Malone and Almagno were excused.

Also In Attendance Were:

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

Jennifer L. Ivey; Icenogle Seaver Pogue, P.C.

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 Ivey 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.

PUBLIC COMMENTS

There were no public comments at this time.

RECORD OF PROCEEDINGS

ADMINISTRATIVE MATTERS

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

Following discussion, upon motion duly made by Director Satt, seconded by Director Clow 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 Satt, seconded by Director Clow 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 Satt, seconded by Director Clow, and upon vote unanimously carried, the Board determined that notice 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.

Minutes: The Board reviewed the Minutes of the November 2, 2020 and January 11, 2021 Special Meetings.

Following discussion, upon motion duly made by Director Satt, seconded by Director Clow and, upon vote, unanimously carried, the Minutes of the November 2, 2020 and January 11, 2021 Special Meetings were approved, as presented.

2021 SDA Conference: Mr. Solin discussed the SDA Conference with the Board and noted the information concerning the details of the conference will be emailed to them once the information is available.

FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of the payment of claims as follows:

RECORD OF PROCEEDINGS

| Fund | Period Ending Nov. 20, 2020 | Period Ending Dec. 20, 2020 | Period Ending Jan. 21, 2021 | Period Ending Feb. 10, 2021 |
|--------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| General | \$ 3,630.54 | \$ 4,419.19 | \$ 1,202.60 | \$ 1,717.50 |
| Debt | \$ -0- | \$ -0- | \$ -0- | \$ -0- |
| Capital | \$ 3,904.80 | \$ 5,367.60 | \$ 1,710.19 | \$ 7,196.10 |
| Total | \$ 7,535.34 | \$ 9,786.79 | \$ 2,912.79 | \$ 8,913.60 |

| Fund | Period Ending March 31, 2021 | Period Ending April 30, 2021 |
|--------------|---------------------------------|---------------------------------|
| General | \$ 1,672.89 | \$ 766.70 |
| Debt | \$ -0- | \$ -0- |
| Capital | \$ 1,876.45 | \$ 905.10 |
| Total | \$ 3,549.34 | \$ 1,671.80 |

Following discussion, upon motion duly made by Director Satt, seconded by Director Clow and, upon vote, unanimously carried, the Board ratified approval of the payment of the claims, as presented.

Unaudited Financials and Cash Position Schedule: Mr. Solin reviewed for the Board the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending March 31, 2021 and the schedule of cash position statement updated as of March 31, 2021.

Following review and discussion, upon motion duly made by Director Satt, seconded by Director Clow and, upon vote, unanimously carried, the unaudited financial statements and the schedule of cash position statement were accepted, as presented.

2020 Audit: Mr. Solin discussed with the Board the status of the 2020 Audit.

Following discussion, upon motion duly made by Director Satt, seconded by Director Clow and, upon vote, unanimously carried, the Board authorized Simmons & Wheeler PC to file a request for an extension of time to file the 2020 Audit with the State Auditor's office.

2022 Budget Preparation: The Board discussed the preparation of the 2022 Budget.

Following discussion, upon motion duly made by Director Satt, seconded by Director Clow and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2022 Budget. The Board determined to hold

RECORD OF PROCEEDINGS

the public hearing to consider adoption of the 2022 Budget on November 1, 2021, at 10:00 a.m., at Highland Development Company, LLC, 2100 Downing St. Denver, CO 80205.

Cost Verification Report from Ranger Engineering, LLC: There was no Cost Verification Report from Ranger Engineering, LLC at this time.

Reimbursement to HDC 6300 Lowell Boulevard, LLLP under Facilities Funding and Acquisition Agreement: There was no reimbursement to HDC 6300 Lowell Boulevard, LLLP under Facilities Funding and Acquisition Agreement at this time.

LEGAL MATTERS

Resolution Designating an Official Custodian for the Colorado Open Records Act: The Board reviewed a Resolution Designating an Official Custodian for the Colorado Open Records Act.

Following discussion, upon motion duly made by Director Satt, seconded by Director Clow and, upon vote, unanimously carried, the Board adopted the Resolution Designating an Official Custodian for the Colorado Open Records Act.

Rules Related to Requests for Inspection of Public Records Pursuant to Colorado Open Records Act: The Board reviewed the Rules Related to Requests for Inspection of Public Records Pursuant to Colorado Open Records Act.

The Official Custodian adopted the Rules Related to Requests for Inspection of Public Records Pursuant to the Colorado Open Records Act, Sections 24-72-200.1 *et seq.*, C.R.S.

COVENANT ENFORCEMENT MATTERS

Updates on Covenants: Attorney Ivey reported to the Board that she is reviewing the Covenants for possible revisions that may be necessary related to recent court actions relative to other Colorado Districts.

CONSTRUCTION MATTERS

Development: The Board entered into discussion regarding the status of the development. No action was necessary by the Board.

OTHER BUSINESS

Transition of General Counsel: Attorney Ivey provided an update to the Board on the transition of counsel. No action was taken by the Board.

RECORD OF PROCEEDINGS

ADJOURNMENT

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

Respectfully submitted,

By *Natalie Satt*
Secretary for the Meeting
