

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

THE CANYONS METROPOLITAN DISTRICT NOS. 1-4 & 8-
11

Held: Wednesday, May 18, 2022 at 9:00 a.m. via teleconference.

Attendance

The joint special meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance.

Jonathan Alpert
Darren Everett

Director Scott Alpert was absent and excused.

Also present were Clint C. Waldron, Esq., Megan J. Murphy, Esq., Nelson G. Dunford, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Allison L. Hanson, White Bear Ankele Tanaka & Waldron, District Paralegal; Shelby Clymer, CliftonLarsonAllen, District Accountant; and Kaitlin Crandell and Brian Alpert, Alpert Corporation.

Director Jonathan Alpert called the meeting to order.

Call to Order/ Declaration
of Quorum/Director
Qualifications/Reaffirmatio
n of Disclosures

Mr. Waldron reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Waldron inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Combined Meetings

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise

noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Approval of Agenda

The Boards reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Boards approved the agenda as amended.

Consider Approval of Resolution Declaring Return to Active Status (District Nos. 8-11)

Ms. Murphy reviewed the Resolutions Declaring Return to Active Status with the Boards of District Nos. 8-11. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 8-11 unanimously adopted the Resolution Declaring Return to Active Status.

Consider Appointment to Fill Vacancy; Administer Oaths of Office; Consider Election of Officers

The Boards of District Nos. 2-4 engaged in discussion regarding board vacancies. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 2-4 unanimously appointed Mr. Brian Alpert to the Boards of District Nos. 2-4. Director Jonathan Alpert administered the Oaths of Office.

The Boards of District Nos. 2-4 engaged in discussion regarding the election of officers. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 2-4 unanimously elected Director Jonathan Alpert as President, Director Brian Alpert as Secretary, Director Darren Everett as Treasurer and Director Scott Alpert as Assistant Secretary.

Public Comment

None.

Consent Agenda

The Boards reviewed the items on the consent agenda. Ms. Murphy advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- December 17, 2015 Special Meeting Minutes (District Nos. 8-11);
- December 10, 2021 Special Meeting Minutes (District No. 1);
- November 22, 2021 Special Meeting Minutes (District Nos. 1-4);
- March 24, 2022 Special Meeting Minutes (District No. 3)
- Joint Amended and Restated Public Records Policy (District Nos. 8-11);
- Joint Resolution Providing for the Defense and

- Indemnification of Directors and Employees of the District (District Nos. 8-11);
- Claims Listing in the amount of \$46,418.07 (District No. 1);
- Claims Listing in the amount of \$59,517.72 (District No. 3); and
- Agreement Between Owner and Contractor for Construction Contract with Fiore & Sons Inc. (District No. 3).

Legal Matters

Discuss Service Plan Amendments Mr. Waldron discussed the proposed service plan amendments to modify the total debt limit with the Boards. Following discussion, upon a motion duly made and seconded, the Boards directed legal counsel to proceed with the service plan amendments.

Review Insurance Property and Liability Schedule and Limits and Discuss BMO Worker's Compensation (District Nos. 8-11) The Boards of District Nos. 8-11 reviewed the current general liability schedule and limits. Following discussion, upon a motion duly made and seconded, the Boards of District No. 8-11 unanimously approved the general liability schedule and authorized legal counsel to bind coverage. The Boards of District Nos. 8-11 determined to exclude from worker's compensation coverage.

Consider Adoption of 2022 Joint Annual Administrative Resolution (District Nos. 8-11) Ms. Murphy reviewed the 2022 Joint Annual Administrative Resolution with the Boards of District Nos. 8-11. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 8-11 adopted the 2022 Joint Annual Administrative Resolution.

Public Hearing on Petition for Inclusion of Property (District No. 1) Director Jonathan Alpert opened the public hearing on the Petition for Inclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution for Inclusion of Property (District No. 1) Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New District Boundaries) with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 determined to grant the petition and adopt the resolution.

Public Hearing on Petition for Inclusion of Property Director Jonathan Alpert opened the public hearing on the Petition for Inclusion of Property. Ms. Murphy noted that notice

(District No. 8)	of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.
Consider Adoption of Resolution for Inclusion of Property (District No. 8)	Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New District Boundaries) with the Board of District No. 8. Following discussion, upon a motion duly made and seconded, the Board of District No. 8 determined to grant the petition and adopt the resolution.
Public Hearing on Petition for Inclusion of Property (District No. 9)	Director Jonathan Alpert opened the public hearing on the Petition for Inclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.
Consider Adoption of Resolution for Inclusion of Property (District No. 9)	Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New District Boundaries) with the Board of District No. 9. Following discussion, upon a motion duly made and seconded, the Board of District No. 9 determined to grant the petition and adopt the resolution.
Public Hearing on Petition for Inclusion of Property (District No. 10)	Director Jonathan Alpert opened the public hearing on the Petition for Inclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.
Consider Adoption of Resolution for Inclusion of Property (District No. 10)	Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New District Boundaries) with the Board of District No. 10. Following discussion, upon a motion duly made and seconded, the Board of District No. 10 determined to grant the petition and adopt the resolution.
Public Hearing on Petition for Inclusion of Property (District No. 11)	Director Jonathan Alpert opened the public hearing on the Petition for Inclusion of Property. Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.
Consider Adoption of Resolution for Inclusion of Property (District No. 11)	Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New District Boundaries) with the Board of District No. 11. Following discussion, upon a motion duly made and seconded, the Board of District No. 11 determined to grant the petition and adopt the resolution.

Public Hearing on Petition for Exclusion of Property (District No. 1) Director Jonathan Alpert opened the public hearing on the Petition for Exclusion of Property (Current District Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution for Exclusion of Property (District No. 1) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 1. The Board of District No. 1 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 determined to grant the petition and adopt the resolution for exclusion.

Public Hearing on Petition for Exclusion of Property (District No. 8) Director Jonathan Alpert opened the public hearing on the Petition for Exclusion of Property (Current District Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution for Exclusion of Property (District No. 8) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 8. The Board of District No. 8 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 8 determined to grant the petition and adopt the resolution for exclusion.

Public Hearing on Petition for Exclusion of Property (District No. 9) Director Jonathan Alpert opened the public hearing on the Petition for Exclusion of Property (Current District Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution for Exclusion of Property (District No. 9) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 9. The Board of District No. 9 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 9 determined to grant the petition and adopt the resolution for exclusion.

Public Hearing on Petition for Exclusion of Property (District No. 10) Director Jonathan Alpert opened the public hearing on the Petition for Exclusion of Property (Current District Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution for Exclusion of Property (District No. 10) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 10. The Board of District No. 10 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 10 determined to grant the petition and adopt the resolution for exclusion.

Public Hearing on Petition for Exclusion of Property (District No. 11) Director Jonathan Alpert opened the public hearing on the Petition for Exclusion of Property (Current District Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution for Exclusion of Property (District No. 11) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 11. The Board of District No. 11 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 11 determined to grant the petition and adopt the resolution for exclusion.

Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services (District Nos. 8-11) Ms. Murphy reviewed the Engagement Letters with White Bear Ankele Tanaka & Waldron with the Boards of District Nos. 8-11. Ms. Murphy stated that as she is not independent as to the engagement, the Boards are advised to have separate legal counsel review the engagement letters. The Boards of District Nos. 8-11 declined to engage separate legal counsel to review the letter. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 8-11 unanimously approved the engagement letters with White Bear Ankele Tanaka & Waldron for legal services.

Other Legal Matters None.

Financial Matters

Review Unaudited Financial Deferred.

Statements

Review 2021 Applications for Exemption from Audit (District Nos. 1, 2 & 4)

Ms. Clymer reviewed the 2021 Applications for Exemption from Audit with the Boards of District Nos. 1, 2 & 4. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1, 2 & 4 approved the applications.

Public Hearing on 2022 Budget (District No. 8)

Director Jonathan Alpert opened the public hearing on the proposed 2022 Budget. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolutions Adopting 2022 Budget (District No. 8)

Ms. Clymer reviewed the 2022 Budget and Budget Resolution with the Board of District No. 8. Following discussion, upon a motion duly made and seconded, the Board of District No. 8 unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor.

Public Hearing on 2022 Budget (District No. 9)

Director Jonathan Alpert opened the public hearing on the proposed 2022 Budget. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolutions Adopting 2022 Budget (District No. 9)

Ms. Clymer reviewed the 2022 Budget and Budget Resolution with the Board of District No. 9. Following discussion, upon a motion duly made and seconded, the Board of District No. 9 unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor.

Public Hearing on 2022 Budget (District No. 10)

Director Jonathan Alpert opened the public hearing on the proposed 2022 Budget. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolutions Adopting 2022 Budget (District No. 10)

Ms. Clymer reviewed the 2022 Budget and Budget Resolution with the Board of District No. 10. Following discussion, upon a motion duly made and seconded, the Board of District No. 10 unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor.

Public Hearing on 2022 Budget (District No. 11)

Director Jonathan Alpert opened the public hearing on the proposed 2022 Budget. Ms. Murphy noted that the notice of

public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolutions Adopting 2022 Budget (District No. 11)

Ms. Clymer reviewed the 2022 Budget and Budget Resolution with the Board of District No. 11. Following discussion, upon a motion duly made and seconded, the Board of District No. 11 unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor.

Consider Approval of Master Services Agreement with CliftonLarsonAllen LLP for accounting services (District Nos. 1-4)

Ms. Clymer reviewed the Master Services Agreement with CliftonLarsonAllen LLP for accounting services with the Boards of District Nos. 1-4. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1-4 unanimously approved the Master Services Agreement with CliftonLarsonAllen LLP for accounting services.

Other Financial Matters

None.

Other Business

Ms. Crandell provided an update on the status of construction within the boundaries District No. 3.

Adjourn

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Darren Everett

District No. 1 Secretary for the Meeting

The foregoing minutes were approved by District No. 1 on this 17th day of August, 2022.

Darren Everett

District No. 2 Secretary for the Meeting

The foregoing minutes were approved by District No. 2 on this 17th day of August, 2022.

Darren Everett

District No. 3 Secretary for the Meeting

The foregoing minutes were approved by District No. 3 on this 17th day of August, 2022.

Darren Everett

District No. 4 Secretary for the Meeting

The foregoing minutes were approved by District No. 4 on this 17th day of August, 2022.

Darren Everett

District No. 8 Secretary for the Meeting

The foregoing minutes were approved by District No. 8 on this 17th day of August, 2022.

Darren Everett

District No. 9 Secretary for the Meeting

The foregoing minutes were approved by District No. 9 on this 17th day of August, 2022.

Darren Everett

District No. 10 Secretary for the Meeting

The foregoing minutes were approved by District No. 10 on this 17th day of August, 2022.

Darren Everett

District No. 11 Secretary for the Meeting

The foregoing minutes were approved by District No. 11 on this 17th day of August, 2022.