

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2 HELD JANUARY 28, 2022

A Special Meeting of the Board of Directors of the Great Western Park Metropolitan District No. 2 (referred to hereafter as "Board") was convened on Friday, the 28th day of January, 2022, at 1:00 p.m. The District Board meeting was held by via Zoom video/teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

James R. Einolf
Phillip A. Johnson

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Jeffrey Erb, Esq., Seter & Vander Wall, P.C.

CALL TO ORDER AND DECLARATION OF QUORUM

The meeting was called to order at 1:07 pm. A quorum of the Board was in attendance.

PUBLIC COMMENT

There was no public comment.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Mr. Solin requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Erb noted that Director Einolf is on the Board of Skyestone HOA. Attorney Erb discussed with the Board the conflicts disclosure and will follow up with the Board. No additional conflicts were disclosed at the meeting.

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ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Einolf, seconded by Director Johnson and, upon vote, unanimously carried, the Agenda was approved, as presented and the absence of Director Clay was excused.

Meeting Location/Manner and Posting of Meeting Notice: 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 Einolf, seconded by Director Johnson and, upon vote, unanimously carried, the Board determined to conduct this meeting by video/teleconference and encouraged public participation via Zoom. The Board further noted that notice of the Zoom video/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.

Acknowledgement of Resignation and Appointment of Treasurer: The Board acknowledged the resignation of Christy L. Tigges effective as of November 11, 2021.

Following discussion, upon motion duly made by Director Einolf, seconded by Director Johnson and, upon vote, unanimously carried, the Board acknowledged the resignation of Director Christy L. Tigges and the appointment of Mike Clay as Treasurer, subject to him accepting the position.

LEGAL MATTERS

General Counsel: The Board discussed the transition of General Counsel legal services from McGeady Becher P.C. to Seter & Vander Wall, P.C., and the ratification of actions in connection therewith.

Engagement Letter of Seter & Vander Wall, P.C.: The Board reviewed and discussed the engagement letter from Seter & Vander Wall, P.C.

Following discussion, upon motion duly made by Director Einolf, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the engagement of Seter & Vander Wall, P.C.

May 3, 2022 Election

Election Question to Change District Debt Limitation: The Board discussed the potential election question to change the District Debt Limitation. Attorney Erb will

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follow up on a potential question for the election for discussion at the next Board meeting.

Property Maintenance

City and County of Broomfield and Owners Association Regarding Ownership and Maintenance of Tracts: Director Einolf discussed with the Board the status of discussions with the City and County of Broomfield and the Owners Association Regarding Ownership and Maintenance of Tracts. Director Einolf also discussed revising the legal committee to be just Director Johnson as the Board representative for this matter. Attorney Erb will begin work on this issue for discussion at the next Board meeting.

Executive Session

Executive session pursuant to § 24-6-402(4)(b), C.R.S.: The Board discussed the potential for holding an executive session pursuant to § 24-6-402(4)(b), C.R.S. regarding the receipt of legal advice related to (i) a potential election question to change the District's debt limitation; and (ii) ownership and maintenance of certain property within the District.

Following discussion, the Board determined that an executive session was not needed.

OTHER BUSINESS

There were no other matters to discuss at this time.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Johnson, seconded by Director Einolf and, upon vote, unanimously carried, the meeting was adjourned at 2:14 p.m.

Respectfully submitted,

By: 

Secretary for the Meeting