

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF

**SMPG METROPOLITAN DISTRICT NO. 1
SMPG METROPOLITAN DISTRICT NO. 2
SMPG METROPOLITAN DISTRICT NO. 3
SMPG METROPOLITAN DISTRICT NO. 4
SMPG METROPOLITAN DISTRICT NO. 5
SMPG METROPOLITAN DISTRICT NO. 6**

**HELD
April 9, 2021**

The Boards of Directors of the SMPG Metropolitan District Nos. 1 – 6, held a coordinated special meeting, open to the public, via MS Teams and teleconference at 9:00 a.m. on Friday, April 9, 2021.

Due to the State of Emergency declared by Governor Polis and the threat to health and safety posed by the COVID-19 pandemic, this meeting was held via MS Teams and teleconference.

ATTENDANCE

Directors in Attendance:

Robert Eck, President & Chairman
Brad Lenz, Secretary/Treasurer

Also in Attendance:

Deborah Early, and Alan Pogue; Icenogle Seaver Pogue, P.C.
Crystal Clemens, Erin West, Molly Janzen, and Andrew Kunkel; Pinnacle Consulting Group, Inc.
Meredith Maroone; BMGI Group.

CALL TO ORDER

The Coordinated Special Meeting of the Boards of Directors of the SMPG Metropolitan District Nos. 1–6 was called to order at 9:02 a.m. by Ms. Clemens, noting that a quorum was present.

COMBINED
MEETING

The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of SMPG Metropolitan District No. 1, with concurrence by the Board of Directors of SMPG Metropolitan District Nos. 2, 3, 4, 5 and 6.

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MEETING NOTICE

Ms. Clemens reported that Notice of the Coordinated Special Board Meeting had been properly posted on the District's Website www.smpgmetrodistrict.com. The Notice also included the agenda items.

CONFLICT OF INTEREST DISCLOSURE

Ms. Early noted that notices of potential conflicts of interest for all Board Members were filed with the Office of the Colorado Secretary of State. Ms. Early advised the Boards that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF AGENDA

The Boards considered the agenda. Following review and discussion, and upon motion duly made by Director Eck, seconded by Director Lenz and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

There were no members of the public present.

CONSENT AGENDA

The boards considered the following items on the consent agenda:

- A. May 8, 2020 Special Meeting Minutes and November 3, 2020 Special Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Following review and discussion, and upon motion duly made by Director Lenz, seconded by Director Eck and, upon vote, unanimously carried, it was

RESOLVED to approve and ratify the consent agenda items as amended, to edit consent agenda item A. to change Director Lenz's middle initial from L. to D. on page two of the May 8, 2020 Special Meeting Minutes.

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FINANCIAL ITEMS

Financial Reports: Ms. Janzen reviewed with the Boards the unaudited Financial Statements for the period ending December 31, 2020. Following review and discussion, and upon motion duly made by Director Eck, seconded by Director Lenz and, upon vote, unanimously carried, it was

RESOLVED to approve the unaudited Financial Statements for the period ending December 31, 2020, as presented.

Consider Ratification of 2020 Audit Exemptions: Ms. Janzen reported that if revenues or expenditures for a District are less than \$750,000 in 2020 the District may file an Application for Exemption from Audit on or before March 31st. District Nos. 3, 4, 5, and 6 each qualify. Following review and discussion, and upon motion duly made by Director Eck, seconded by Director Lenz and, upon vote, unanimously carried, it was

RESOLVED to ratify approval of the Exemption from Audit for District Nos. 3, 4, 5, and 6, as presented.

CAPITAL INFRASTRUCTURE ITEMS

District Project Manager Update: Director Eck noted that the majority of expenditures for capital projects were used for the County Rd 9.5 project and that this had been planned in coordination with local governments and the Colorado Department of Transportation and that the project schedule has been adjusted pending approval of the Districts' Second Amended and Restated Service Plan. Director Eck provided an update to the Boards regarding the County Rd 44 Project and noted connector roads that will be utilized in future developments.

LEGAL ITEMS

Service Plan Amendment Update: Ms. Early provided an update on the Service Plan Amendment with the Boards and answered questions.

Resolutions to change the name of the Districts to Turion Metropolitan Districts Nos. 1-6: Ms. Early discussed with the Boards the Resolutions to change the name of the Districts to Turion Metropolitan Districts Nos. 1-6. Following review and discussion, and upon motion duly made by Director Lenz, seconded by Director Eck and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolutions to change the name of the Districts to Turion Metropolitan Districts Nos. 1-6, as presented.

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Intergovernmental Agreement between SMPG Metropolitan District No. 1 and Colorado Department of Transportation: The District has not received a draft of this agreement from CDOT. Therefore, this item was tabled.

Exclusion Hearing of SMPG Metropolitan District No. 2 for Certain Real Property Owned by Front Range Investment Holdings, LLC: District No. 2 received a petition from Front Range Investment Holdings, LLC for the exclusion of certain real property from the boundaries of District No. 2. The property to be excluded is currently within the boundaries of District No. 1, 3, 4, 5 and 6. Director Eck opened the public hearing for public discussion on the proposed exclusion. There being no public input, Director Eck closed the public hearing. Following review and discussion by the District No. 2 Board, and upon motion duly made by Director Lenz, seconded by Director Eck and, upon vote, unanimously carried, it was

RESOLVED to grant the Petition for Exclusion of Land from the boundaries of SMPG Metropolitan District No. 2.

First Amendment to Amended and Restated Meeting Resolution: Ms. Early discussed with the Boards the First Amendment to Amended and Restated Meeting Resolution. Following review and discussion, and upon motion duly made by Director Lenz, seconded by Director Eck and, upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to Amended and Restated Meeting Resolution, as presented.

Improvement Acquisition, Advance and Reimbursement Agreement and Issuance of Subordinate Note for Capital Expenditures: Ms. Early discussed the Improvement Acquisition, Advance and Reimbursement Agreement and Issuance of Subordinate Note for Capital Expenditures with the Board and answered questions. No action was taken to approve the Agreement at this time as the Districts currently have sufficient funding to finance its budgeted projects for 2021.

MANAGEMENT
ITEMS

Manager's Report: Ms. Clemens presented the Manager's Report to the Boards and answered questions.

OTHER MATTERS

There were no other matters to come before the Boards.

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ADJOURNMENT

There being no further business to come before the Boards at this time, the meeting was adjourned at 9:33 a.m.

Respectfully submitted,



Andrew Kunkel, Secretary for the Meeting