

MINUTES OF THE JOINT SPECIAL MEETING OF THE BOARD OF DIRECTORS

BUCKLEY YARD METROPOLITAN DISTRICT NO. 2 AND BUCKLEY YARD METROPOLITAN DISTRICT NO. 2 SUBDISTRICT

Held: November 7, 2022, at 10:00 A.M., via Zoom Teleconference.

Attendance/Qualification

A joint special meeting of the Board of Directors of Buckley Yard Metropolitan District No. 2 and Buckley Yard Metropolitan District No. 2 Subdistrict was held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Boards, were in attendance:

Kurtis Williams  
Aaron Clutter

*Also present for the District: Kristen D. Bear., Esq. and Audrey G. Johnson, Esq., White, Bear, Ankele, Tanaka & Waldron, Attorneys at Law, District General Counsel; Shelby Clymer, CliftonLarsonAllen, LLP, District Accountant; Matthew Jenkins.*

Call to Order/Quorum

It was noted that a quorum of the District's Board was present and called the meeting to order. In accordance with Section 32-1-1101(1)(f)(III), C.R.S., the District Board constitutes the ex officio the Board of Directors of the Subdistrict.

The Board has determined to hold joint meetings of the District and the Subdistrict and to prepare joint minutes of action taken in such meetings.

Disclosure Matters

Ms. Bear advised the Board that, pursuant to Colorado law, certain disclosures by the Directors may be required prior to taking official action at the meeting. The agenda for the meeting was reviewed, following which each Director confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed. The disclosure certificates, having been reviewed by the relevant Directors, were made part of the official minutes of the meeting by reference. The Board determined that participation by the Directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

## **Director Matters**

Consider Director Appointment	The Board engaged in a general discussion regarding appointment Mr. Matthew Jenkins to the Board. Following discussion, upon motion duly made and seconded, the Board appointed Mr. Jenkins to the Board.
Consider Election of Officers	The Board elected Director Jenkins as President, Director Clutter as Secretary/Treasurer, and Director Williams as Vice President/Assistant Secretary.
Approval of Agenda	The Directors reviewed the agenda. Following discussion, upon motion duly made and seconded, the Board approved the agenda.
Public Comment	None.
Consent Agenda	<p>Ms. Bear reviewed the items on the consent agenda with the Board. Ms. Bear advised the Board 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:</p> <ul style="list-style-type: none"><li>• Approval of Minutes from July 11, 2022 Joint Special Meeting (enclosure)</li><li>• Ratification of 2022 Subdistrict Budget (enclosure)</li></ul>

## **Legal Matters**

Discuss Website Options for District	The Board reviewed the Heather Sosa Agreement for website. Following discussion, upon motion duly made and seconded, the Board approved the agreement with Heather Sosa.
Consider approval of Addendum to District Infrastructure Acquisition Agreement	It was noted that infrastructure costs are anticipated to exceed the construction bond amount. The District needs to approve a budget amendment to include necessary developer advances. An addendum to the District Infrastructure Acquisition Agreement with Buckley Yard REF Acquisition LLC will also be needed once construction bids are available for review by the District board. No board action taken.
Consider Adoption of 2023 Joint Annual Administration Resolution	The Board reviewed the 2023 Joint Annual Administration Resolution. Following discussion, upon motion duly made and seconded, the Board approved the resolution.

Consider Approval of Joint Resolution Calling May 2, 2023 Director Election

The Board reviewed the Joint Resolution Calling May 2, 2023 Director Election. Following discussion, upon motion duly made and seconded, the Board approved the resolution.

### **Construction Matters**

Discuss Current Construction Schedule

The Board engaged in a general discussion.

Discuss Recommendation and Award of Construction Management Services Contracts to Construct District Earthwork, Roadways, Utilities, and Drainage Infrastructure to Service Buckley Yard Subdivision Filing No. 2

It was noted that bids are due this month and that the District will hold a special meeting to consider approval once bids are received.

### **Financial Matters**

Consider Approval of Financial Statements and Payables

Ms. Clymer presented the financial statement and payables. Following discussion, upon motion duly made and seconded, the Board approved the statements and accepted the payables.

2022 Audit Proposal

The Board reviewed the engagement with Fiscal Focus Partners. Following discussion, upon motion duly made and seconded, the Board approved engagement for the 2022 audit.

CliftonLarsonAllen LLP Mater Service Agreement and Related Statements of Work

Ms. Clymer presented the CliftonLarsonAllen LLP Mater Service Agreement and Related Statements of Work. Following discussion, upon motion duly made and seconded, the Board approved the agreement and SOW.

Public Hearings on 2022 Budget Amendment

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

Consider Adoption of Resolution Amending 2022 Budgets

Ms. Clymer reviewed the Resolution Amending the 2022 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board adopted the resolution amending the

Public Hearings on 2023 Budgets

Debt Service Fund to \$146,704.

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Consider Adoption of Resolution Approving 2023 Budgets

Ms. Clymer reviewed the 2023 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying 10.000 mills for the general fund, 21.664 mills for the debt service fund and 6.503 mills for the contractual obligations fund.

Ms. Clymer reviewed the 2023 Budget Resolution for the Subdistrict with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefore and certifying 28.497 mills for the Contractual Obligations fund.

Other Business

None.

Adjournment

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

The foregoing minutes were approved by the Board of Directors on June 13, 2023, and constitute a true and correct copy of the minutes of the above-referenced meeting.

*Aaron Clutter*  
Aaron Clutter (Sep 12, 2023 14:09 MDT)

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Secretary for the Meeting