

**MINUTES OF A SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF
GREENWAYS METROPOLITAN DISTRICT NOS. 1-3**

HELD: Monday, the 8th day of May 2023, 9:30 a.m. at the offices of Classic Homes, 2138 Flying Horse Club Drive, Colorado Springs, CO 80921 and via video conference.

ATTENDANCE:

A special meeting of the Boards of Directors of Greenways Metropolitan District Nos. 1-3, El Paso County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

James Boulton, President
Jerald Richardson, Secretary
Joseph Loidolt, Asst. Secretary
George Lenz, Asst. Secretary
Douglas Stimple, Treasurer

Also present were Sarah Steph and Nate Lenz of Classic Homes, Rob Lange and Ashley Voss of CliftonLarsonAllen and Russell W. Dykstra of Spencer Fane LLP.

CALL TO ORDER:

It was noted that a quorum was present for the purpose of conducting a special meeting of the Boards of Directors of Greenways Metropolitan District Nos. 1-3 and the special meeting of the Boards of Directors of the Districts were called to order at 9:33 a.m.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. Dykstra noted that general disclosure statements had been filed on behalf of the members of the Boards of Directors with the office of the Colorado Secretary of State and with the Secretary of the Districts. Upon motion duly made, seconded and upon vote unanimously carried, the Boards directed that said general disclosures be incorporated herein. It was disclosed that all of the directors are affiliated with and/or have ownership/interest in the current developing entity for the Districts.

AGENDA:

The Boards reviewed the Agenda for the meeting. Upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the Agenda as presented.

PUBLIC COMMENT:

No members of the public were present.

APPROVAL OF MINUTES:

The Boards reviewed the Minutes of the special meeting of the Boards held on November 18, 2022. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the Minutes as presented.

FINANCIAL REPORTS:

Review and Consider Ratification and Approval of Payment of Claims. Mr. Lange presented the claims to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the claims as presented.

Review and Consider Approval of Accountant's Reports. Mr. Lange presented the accountant's report to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved and accepted the report as presented.

ATTORNEY ITEMS:

Review and Consider Approval of First Amendment to Resolution Adopting Fees. Mr. Dykstra presented the agreement to the Board. Director Richardson provided an update on cost realization for insurance and maintenance and the need for additional revenue. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the agreement as presented.

Review and Consider Ratification of Supplemental CCR's. Mr. Dykstra presented the agreement to the Board. Discussion ensued. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the ratification of the agreement noting that enforcement for each community will be the responsibility of MD No. 1.

DIRECTOR ITEMS:

The Boards discussed fee increases, the application of the fees and the bond capital project fund.

Review and Consider Ratification of Management Services Agreement. The Board discussed the Diversified Property Management, LLC management services agreement for MD No. 1. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the ratification of the agreement as presented.

OTHER BUSINESS:

None.

EXECUTIVE SESSION:

Not needed.

ADJOURNMENT:

Following discussion, upon motion duly made, seconded and unanimously carried, the Boards adjourned the meeting at 10:00 a.m.

The foregoing Minutes constitute a true and correct copy of the Minutes of the above-referenced special meeting and were approved by the Boards of Directors of Greenways Metropolitan District Nos. 1-3.

Gerald Richardson

Secretary of the Districts