

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

HELD: Friday, the 18th day of November, 2022, 12:00 p.m. at the offices of Classic Homes, 2138 Flying Horse Club Drive, Colorado Springs, CO 80921.

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, Carrie Bartow and Rob Lange 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 1:35 p.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 July 22, 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. Ms. Bartow 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. Ms. Bartow presented the accountant's report to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the report as presented.

Review and Consider Approval of BiggsKofford Audit Engagement Letter. Ms. Bartow presented the letter to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the letter as presented.

CliftonLarsonAllen Statement of Work. Ms. Bartow presented the statement of work to the Board. Discussion ensued. Following discussion, upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the statement of work as presented.

Consider Approval to Authorize District Accountant to prepare the DLG-70 Certifications of Tax Levies form for certification to the Board of County Commissioners and other interested parties. Ms. Bartow discussed the DLG-70 filing with the Board. Following discussion, upon motion duly made, seconded, and upon vote unanimously carried, the Board approved authorizing the filing of the DLG-70 certification.

Consider Appointment of Board member to sign the DLG-70 Certifications of Tax Levies. No action was taken.

2022 BUDGET AMENDMENTS:

It was noted that amendments to the 2022 budgets were not needed.

2023 BUDGETS:

Mr. Dykstra reported that proper publication had been made in order for the Districts to conduct a joint public hearing on 2023 budgets. The public hearing was opened. There being no public present to comment, the public hearing was closed.

Ms. Bartow presented the 2023 budgets to the Boards. Discussion ensued. Following discussion of the proposed budgets Mr. Dykstra presented for the Board's consideration a form of resolution indicating the adoption of the budgets as shown and appropriation of the funds as shown. Upon motion duly made, seconded and upon vote unanimously carried, the Boards (1) approved and adopted the 2023 budgets as amended, (2) approved and adopted the mill levy as indicated in the resolution within said Resolutions, (3) authorized the President and the Secretary to sign the necessary documentation, and (4) directed that the Certification of the Tax Levies be submitted to the County of El Paso by the accountant no later than December 15, 2022, and for general counsel to file the adopted budget with the Division of Local Government prior to January 31, 2023.

ATTORNEY ITEMS:

Review and Consider Approval of Resolutions Providing for Exclusion from Worker's Compensation Coverage. No action was taken.

Review and Consider Approval of 2023 Annual Administrative Matters Resolution. Mr. Dykstra presented the resolution to the Boards. Discussion ensued. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the resolution as presented.

Review and Consider Approval of Resolution Concerning the May 2023 Regular Election. Mr. Dykstra presented the resolutions to the Boards. Discussion ensued. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the resolution as presented.

Consider Ratification of Past Actions. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the ratification of all items considered in 2022.

DIRECTOR ITEMS:

None.

OTHER BUSINESS:

None.

EXECUTIVE SESSION:

Not needed.

ADJOURNMENT:

Following discussion, upon motion duly made, seconded and unanimously carried, the Boards adjourned the meeting at 2:01 p.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 The Ranch Metropolitan District Nos. 1-4.

Gerald Richardson

Secretary of the Districts