

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

**HELD:** Friday, July 22, 2022 at 11:00 a.m.  
**LOCATION:** Offices of Classic Homes, 2138 Flying Horse Club Drive,  
Colorado Springs, CO 80921

**ATTENDANCE:**

The joint 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:

Jerald Richardson, Secretary  
Douglas Stimple, Treasurer  
Joseph Loidolt, Assistant Secretary

Also in attendance were Sarah Steph of Classic Homes, Seef Le Roux and Rob Lange of CliftonLarsonAllen LLP, and Russell W. Dykstra of Spencer Fane LLP.

**CALL TO ORDER:**

Mr. Dykstra noted that a quorum was present for the purpose of conducting a joint special meeting of the Boards of Directors of the Greenways Metropolitan District Nos. 1-3 and called the special meeting of the Boards of Directors of the District to order at 11:15 a.m. Director Lenz and Director Boulton were absent, absence excused.

**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 District. 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 District. No new conflicts presented.

**AGENDA:**

The Boards reviewed the Agenda for the meeting. Upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the Agenda and meeting location as amended to add the audit acceptances.

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### **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 30, 2021. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the Minutes as presented and authorized the execution of the Minutes as constituting a true and correct record of the proceedings of the meeting.

### **FINANCIAL ITEMS:**

Claims. Mr. Lange presented the claims to the Boards. Discussion ensued. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the claims as presented.

Accountant's Reports. Mr. Lange presented the report to the Boards. Discussion ensued. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards accepted and approved the report as presented.

Audits. Mr. Lange presented the audit reports to the Boards. Discussion ensued. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards accepted and approved the reports as presented.

### **ATTORNEY ITEMS:**

Fee Resolution. Mr. Dykstra presented the fee resolution to the Boards. Following discussion, upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the resolution subject to final revisions.

### **DIRECTOR ITEMS:**

None.

### **OTHER BUSINESS:**

None.

### **ADJOURNMENT:**

Following discussion, upon motion duly made, seconded and unanimously carried, the Boards adjourned the meeting at 11:55 a.m.

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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 Greenways Metropolitan District Nos. 1-3.

*Gerald Richardson*

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Secretary of the District