

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

**HELD:** Friday, the 1<sup>st</sup> day of December 2023, 12:00 p.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  
George Lenz, Asst. Secretary  
Douglas Stimple, Treasurer

Also present were Sarah Steph and Nate Lenz of Classic Homes, Rob Lange of CliftonLarsonAllen, Danielle Kaiser 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 12:13 p.m. Director Loidolt was absent, absence excused.

**ANNUAL MEETING:**

No members of the public attended.

**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 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 13, 2023. 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 the report as presented.

Review and Consider Approval of CliftonLarsonAllen's Statement of Work. Mr. Lange 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.

Review and Consider Approval of CliftonLarsonAllen's Master Services Agreement. Mr. Lange presented the agreement to the Board. Discussion ensued. Following discussion, upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the agreement as presented.

Consider Ratification of CliftonLarsonAllen's Billing Services 2024 Statement of Work. Mr. Lange presented the 2024 statement of work to the Board. Discussion ensued. Following discussion, upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the ratification of the 2024 statement of work as presented.

## **AUDITS:**

Mr. Lange presented the 2022 Audit for MD No. 1 and the 2022 Audit Exemptions for MD Nos. 2 and 3 to the Boards. Discussion ensued. Following discussion, upon motion duly made, seconded, and upon vote unanimously carried, the Board approved the audit and audit exemptions as presented.

## **2023 BUDGET AMENDMENTS:**

It was noted that amendments to the 2023 budgets were not needed.

**2024 BUDGETS:**

Mr. Dykstra reported that proper publication had been made in order for the Districts to conduct a joint public hearing on 2024 budgets. The public hearing was opened. There being no public present to comment, the public hearing was closed.

Mr. Lange presented the 2024 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 2024 budgets as amended, (2) approved and adopted the mill levy as indicated in the resolution within said Resolutions and subject to legislative impacts, (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, and for general counsel to file the adopted budget with the Division of Local Government prior to January 31, 2024.

**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 2024 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.

**DIRECTOR ITEMS:**

Review and Consider Ratification of Sunflower Landscapes Maintenance Agreement. The Board reviewed the agreement. Discussion ensued. 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 12:44 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 Greenways Metropolitan District Nos. 1-3.

*Gerald Richardson*

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Secretary of the District