

**MINUTES OF A SPECIAL JOINT MEETING OF THE
BOARDS OF DIRECTORS OF THE
SERRATOGA FALLS METROPOLITAN DISTRICTS NOS. 1 AND 3
HELD
JANUARY 18, 2022**

A Special Joint Meeting of the Boards of Directors of the Serratoga Falls Metropolitan Districts Nos. 1 and 3 was held on January 18, 2022 at 2:00 p.m. held exclusively via teleconference. The meeting was open to the public.

ATTENDANCE:

In attendance were Directors:

Andrew Hartsel, President/Chairman, District Nos. 1&3
Ken Mitchell, Vice President, District Nos. 1&3
Anthony Vienna, Treasurer, District Nos. 1&3
Melinda Northrup, Director, District No. 1

Absent and Excused were:

Darren Moritz, Director, District No. 3

Also in attendance were:

Alex Carlson and Andrea Weaver, Centennial Consulting Group, LLC (via teleconference)

CALL TO ORDER:

Mr. Carlson noted that a quorum of each Board was present or participating and called the meeting to order.

**DIRECTOR
QUALIFICATIONS/
DISCLOSURES:**

The Directors in attendance confirmed their qualification to serve. Mr. Carlson confirmed Notice of the meeting had been posted on the District's website at least 24 hours in advance of the meeting.

**CONFLICT OF
INTEREST:**

Mr. Carlson advised the Boards that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

AGENDA:

Following review and discussion, upon a motion by Director Vienna, seconded by Director Northrup, unanimously carried, the Agenda was approved as presented.

**ADMINISTRATIVE
MATTERS**

Minutes: The Boards reviewed minutes from the December 7, 2021 Special Meeting. Following review, upon a motion by Director Vienna, seconded by Director Mitchell, unanimously carried, the Agenda was approved as presented.

FINANCIAL MATTERS

Payables: The Boards considered ratifying payables for the period of October 21, 2021 through January 14, 2022. Following review, upon a motion by Director Hartsel, seconded by Director Mitchell, unanimously carried, the Agenda was approved as presented.

Financial Statements: The Boards reviewed the unaudited financial statements ending December 31, 2021. Following discussion, upon a motion by Director Hartsel, seconded by Director Vienna, unanimously carried, the Agenda was approved as presented.

LEGAL MATTERS

D1 Amended and Restated Election Resolution: Following review, Director Hartsel moved to approve the Amended and Restated Election Resolution for District No. 1. Director Northrup seconded, and upon vote, unanimously carried, the Board adopted the Amended and Restated Election Resolution for District No. 1.

D3 Amended and Restated Election Resolution: Following review, Director Hartsel moved to approve the Amended and Restated Election Resolution for District No. 3. Director Mitchell seconded, and upon vote, unanimously carried, the Board adopted the Amended and Restated Election Resolution for District No. 3.

D1 Resolution Designating Posting Location: Following review, Director Mitchell moved to approve the Resolution Designating Posting Location for District No. 1. Director Hartsel seconded, and upon vote, unanimously carried, the Board adopted the Amended and Restated Election Resolution for District No. 1.

D3 Resolution Designating Posting Location: Following review, Director Hartsel moved to approve the Resolution Designating Posting Location for District No. 3. Director Vienna seconded, and upon vote, unanimously carried, the Board adopted the Amended and Restated Election Resolution for District No. 3.

Cockrel Ela Glesne Greher and Ruhland Engagement Letters: Following discussion, Director Hartsel moved to ratify the

Cockrel Ela Glesne Greher and Ruhland, P.C. Engagement
Letters for District Nos. 1 & 3.

Amendment to the Town IGA: The Board discussed and considered ratifying the Amendment to the Town IGA. Director Hartsel moved to ratify the Amendment to the Town IGA. Director Vienna seconded, and the motion was unanimously carried.

D1 Operations Fee Resolution: Following review, Director Hartsel moved to approve Operations Fee Resolution for District No. 1, subject to final edits made by legal counsel. Director Northrup seconded, and upon vote, unanimously carried, the Board adopted the Operations Fee Resolution for District No. 1, subject to final edits made by legal counsel.

D1 Operations Fee Agreement: Following review, Director Hartsel moved to approve Operations Fee Agreement for District No. 1, subject to final edits made by legal counsel. Director Northrup seconded, and upon vote, unanimously carried, the Board adopted the Operations Fee Agreement for District No. 1, subject to final edits made by legal counsel.

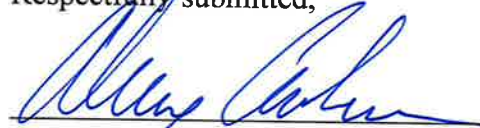
OTHER BUSINESS

The Board discussed holding separate meetings for District 1 and District 3.

ADJOURNMENT

There being no further business to come before the Boards, Director Hartsel made a motion to adjourn the meeting. Director Vienna seconded and the Boards adjourned the meeting.

Respectfully submitted,


Secretary of the Boards