

RECORD OF PROCEEDINGS

MINUTES OF THE JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF THE GREENSPIRE METROPOLITAN DISTRICT NOS. 1 AND 3

Held: Tuesday, August 8, 2023 at 10:30 a.m. at 1613 Pelican
Lakes Point, Suite 201, Windsor, Colorado and via
Zoom videoconference platform.

Attendance

A joint special meeting of the Boards of Directors of the
Greenspire Metropolitan District Nos. 1 and 3 was held and the
following Directors, having confirmed their continued
qualification to serve on the Boards were in attendance:

Bret Hall (District Nos. 1 and 3)
John Hall (District Nos. 1 and 3)
Lee Fedel (District No. 3)

Absent: None.

Also in attendance were Colin B. Mielke, Seter & Vander Wall,
P.C.; Ann Eldridge, Eldridge CPA; Jim Hogue, Board Member
of Greenspire Metropolitan District No. 2.

Call to Order and Declaration of Quorum

The meeting was opened, and it was noted that a quorum of the
Boards was in attendance.

Disclosure Matters

The Boards had been previously advised that pursuant to
Colorado law, certain disclosures by the Board members might
be required prior to taking official action at the meeting. The
Boards then reviewed the agenda for the meeting, following
which each Board member affirmed their conflicts of interest,
which had been disclosed and filed with the Colorado Secretary
of State, stating the fact and summary nature of any matters, as
required under Colorado law, to permit official action to be
taken at the meeting. The Boards determined that the
participation of the members present was necessary to obtain a
quorum or otherwise enable the Boards to act.

Director Bret Hall's existing conflict of interest forms have
been filed with the Secretary of State's office pursuant to
Colorado statute, which includes information stating that he is
a property owner within District Nos. 1 and 3.

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He also owns most of the undeveloped lots and tracts in Districts through various entities. He is employed by and is a Manager of Lot Holding Investments, LLC. Director Bret Hall further stated that he has an ownership interest in The Windmill Homes Company and Hall-Windsor Family Partnership, LLP. This disclosure is associated with the approval of items on the agenda which might affect his interests.

Director John Hall's existing conflict of interest forms have been filed with the Secretary of State's office pursuant to Colorado statute, which includes information stating that he is a property owner within District Nos. 1, 2, and 3. He is a manager at Lot Holding Investments, LLC. He is the son of Mr. Bret Hall, who is a Director on Greenspire Metropolitan District Nos. 1 & 3. This disclosure is associated with the approval of items on the agenda which might affect his interests.

Director Lee Fedel reported that he is a property owner in District No. 3.

Written disclosures of these interests had been filed with the Secretary of State prior to the meeting.

Approval of Minutes

The Boards reviewed the minutes from the April 11, 2023 consolidated special meeting, which the Board for District No. 1 had previously approved. Upon motion made seconded and unanimously carried, the Board for District No. 3 approved the minutes as presented. Next, the Board for District No. 1 reviewed the minutes from its May 9, 2023 special meeting. Upon motion made, seconded and unanimously carried, the Board for District No. 1 approved the minutes as presented.

Director Matters

- Board Member Introductions / Election of Officers

The Board for District No. 3 welcomed Director Fedel as a new board member. Upon motion made, seconded and unanimously carried, the Board elected Director Fedel as an Assistant Secretary for the Board.

Public Comment

The meeting was opened for public comment. There being no public comment, the public comment portion of the meeting was closed.

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- Financial Matters
- Ms. Eldridge addressed the Board regarding the Districts' financials, noting that the Districts are in a strong financial position compared to previous years. Ms. Eldridge noted that initial irrigation water invoices have been sent out, and that the next invoices will be much larger due to a delay by the Town of Windsor in billing District No. 1 for water usage. Director John Hall noted that he has not received an invoice for irrigation water yet. Ms. Eldridge is completing an audit of the invoices that were sent out to ensure all customers receive an invoice. Upon motion made, seconded and unanimously carried, the Boards accepted the financials as presented.
- 2022 Audit
- Ms. Eldridge presented the Board for District No. 3 with its application for exemption from audit that had been submitted to the State Auditor's Office. Upon motion made, seconded and unanimously carried, the Board for District No. 3 ratified its acceptance of the 2022 application for exemption from audit.
- Management Matters
- The Board discussed Kellison Corp.'s notice that it will be terminating its management agreement with the Districts. The Board discussed potential replacements and noted that Mr. Hogue and Director John Hall plan to meet with potential management companies. Mr. Hogue informed the Board that he is planning to coordinate on tree replacement with the new management company.
- Legal Matters
- Advance & Reimbursement Agreement and Tap Purchase Agreement
 - Rules and Regulations for Irrigation Usage
- Mr. Mielke noted that he is continuing to work with legal counsel for Lot Holding Investments on finalizing the tap purchase agreement and advance and reimbursement agreement.
- Mr. Mielke noted that a prior management company had prepared draft rules and regulations for irrigation usage in the Districts and asked whether the Board for District No. 1 is interested in adopting rules and regulations. The Boards noted that the community has expressed a desire for less regulation regarding water usage and that there has not been a major concern with water usage in the past. The Board determined to table the consideration of rules and regulations.

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- District Website

The Boards noted that its current website is run by Kellison Corp. The Boards determined to work with the new management company once it is identified to create a new website for the Districts.

Adjournment

There being no other business to come before the Boards, the meeting was adjourned at approximately 11:00 a.m.


Secretary for the Meeting
