

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

PEACEFUL RIDGE METROPOLITAN DISTRICT

Held: Thursday, November 18, 2021 at 1:30 p.m.

This meeting was held via teleconference.

Attendance

The special meeting of the Board of Directors of Peaceful Ridge Metropolitan District was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, have confirmed their qualifications to serve, were in attendance:

J. Ryan Watson
J. Mark Watson
Gordon Wennen

Also present were William P. Ankele, Jr., Esq., and Carey S. Smith, V, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; Lisa Watson; Sean Watson.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Board was present and the meeting was called to order.

Conflict of Interest Disclosures

Mr. Ankele advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Ankele reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Ankele inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Mr. Ankele presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

Mr. Ankele provided the items on the consent agenda to the Board. Mr. Ankele advised that any item can be removed from the consent agenda to the regular agenda upon a request from any Director. No items were requested to be moved from the consent agenda. Upon a motion duly made, seconded and unanimously carried, the Board approved, ratified, and adopted the following items:

- Minutes from the October 20, 2020 Special Meeting
- 2022 Annual Administrative Resolution
- 2020 Annual Report
- Resolution Designating the Location of Regular Meetings of the Board of Directors
- Resolution Designating 24-Hour Notice Posting Location

Legal Matters

Insurance Matters

Discuss and Review Proposal for Renewal of General Liability Schedule and Limits and Consider Approval and Authorization to Bind Coverage

Mr. Ankele discussed and reviewed the Proposal for Renewal of General Liability Schedule and Limits and Consider Approval and Authorization to Bind Coverage with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the general liability schedule and authorized legal counsel to bind coverage,

Consider Approval of First Amendment to Funding and Reimbursement Agreement

Mr. Ankele reviewed the First Amendment to Funding and Reimbursement Agreement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Discuss District Website Requirements Setup NLT January 1, 2023

Mr. Ankele discussed District Website Requirements and Setup Requirements No Later Than January 1, 2023. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of Heatherly Creative, LLC for creation of District website.

Consider Approval of Resolution Calling May 3, 2022 Election

Mr. Ankele presented the Resolution Calling the May 3, 2022 Election with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Designation of Method for Providing Notice of Call for Nominations

Mr. Ankele discussed the Designation of Method for Providing Notice of Call for Nominations for the May 3, 2022 Election with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the method of providing the Notice by

publication.

Financial Matters

Consider Approval of Payables/Financials

None.

Discussion re Developer Advance in the amount of \$154,051

Mr. Ankele discussed the Developer Advance in the amount of \$154,051 with the Board. The Board discussed the accrued developer advance and noted that it was reimbursable in accordance with the Funding and Reimbursement Agreement.

Conduct Public Hearing on 2022 Budget

Director Ryan Watson opened the public hearing on the proposed 2022 Budget. Mr. Ankele noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution Adopting 2022 Budget, Imposing Mill Levy and Appropriating Funds

Mr. Ankele reviewed the 2022 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor and certifying 10.000 mills for the General fund, 0.000 mills for the Debt Service fund, 0.000 mills for the Capital Projects Fund, and 0.000 mills for the Contractual Obligation fund.

Consider Ratification of Acceptance of Audit Exemption

Director Wennen presented the Audit Exemption to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the exemption.

Other Business

Discussion re Board Vacancies and Consider Appointment of Directors

Mr. Ankele discussed the Board Vacancies and the Consideration of Appointment of Directors with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the appointments of Lisa Watson and Sean Watson subject to receipt of Oaths of Office.

Consider Election of Officers; President, Treasurer, Secretary

The Board engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board elected Director Lisa Watson as Assistant Secretary and Director Sean Watson as Assistant Secretary.

Next Meeting

May 26, 2022

Adjourn

There being no further business to come before the Board, and following discussion and upon a motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Mark Watson

Secretary for the Meeting

The foregoing minutes were approved on the 26th day of May, 2022.