

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE MULBERRY
METROPOLITAN DISTRICT NOS. 1-6
HELD
August 2, 2022

The Special Meeting of the Boards of Directors of Mulberry Metropolitan District Nos. 1-6 was held via videoconference, on Tuesday, August 2, 2022, at 3:00 p.m.

ATTENDANCE

Directors in Attendance:

Patrick McMeekin, President

Also in Attendance:

Eve G. Velasco; White Bear Ankele Tanaka & Waldron

Andrew Kunkel, Jason Woolard, Brendan Campbell, Kevin Mitts, Nicole Wing, Casey Milligan, and Stanley Holder; Pinnacle Consulting Group, Inc.

Evan Kist; Tierra Financial Advisors

Ryan Poulsen and Tom Wynne; Wells Fargo

ADMINISTRATIVE
ITEMS

Call to Order: The Special Meeting of the Boards of Directors (collectively, the “Boards”) of Mulberry Metropolitan District Nos. 1-6 (collectively, the “District”) was called to order by Director McMeekin at 3:00 p.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director McMeekin noted that a quorum was present. All Board Members confirmed their qualification to serve on the Boards. Ms. Velasco advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. Ms. Velasco reported that disclosures for the director 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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Velasco inquired into whether the member of the Boards 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. Additionally, the Boards determined that the participation of the member present was necessary to obtain a quorum or otherwise enable the Boards to act.

Consider Appointment to Fill Board Vacancies: Ms. Velasco addressed the Boards and provided an overview of the process for appointing interested candidates to the Boards noting there is one interested candidate to fill a vacancy on the Boards of District Nos. 1-6. Following review and discussion, upon motion duly made and seconded by Director McMeekin, it was

RESOLVED to appoint Landon Hoover to the Boards of District Nos. 1-6.

Election of Officers: The Boards discussed the Election of Officers. Following review and discussion, upon motion duly made and seconded by Director McMeekin, it was

RECORD OF PROCEEDINGS

RESOLVED to elect Director Hoover as Treasurer and Secretary for District Nos. 1-6 with Director McMeekin remaining President for District Nos. 1-6.

Agenda: The Boards reviewed the agenda. Following review and discussion, upon motion duly made and seconded by Director McMeekin, it was

RESOLVED to approve the agenda, as presented.

Public Comment: There were no public comments received.

CONSENT AGENDA ITEMS

Director McMeekin reviewed the following items on the consent agenda. Ms. Velasco advised the Boards that any item may be moved from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- A. June 28, 2022, Organizational Meeting Minutes.
 - B. Engagement Letter with Kline Alvarado Veio, P.C. for Bond Counsel Services (District No. 2).
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FINANCIAL ITEMS

There were no Financial Items brought before the Board

LEGAL ITEMS

Director McMeekin opened the public hearing on the Petitions for Exclusion and Inclusion. Ms. Velasco noted that the notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There was no public comment, and the hearings were closed.

Ms. Velasco reviewed the following Resolutions and Orders with the Boards:

- i. Resolution and Order for Exclusion of Property from District No. 4. (Pedcor Parcel and North ROW Parcel).
- ii. Resolution and Order for Exclusion of Property from District No. 5. (Filing 5 Parcel).
- iii. Resolution and Order for Exclusion of Property from District No. 6. (Former ROW Parcels).
- iv. Resolution and Order for Inclusion of Property from District No. 3 (North ROW Parcel).
- v. Resolution and Order for Inclusion of Property from District No. 4 (Filing 5 Parcel and Former ROW Parcels).
- vi. Resolution and Order for Inclusion of Property from District No. 5 (Director Parcel).

Following Review and discussion, upon motion duly made and seconded by Director McMeekin it was

RECORD OF PROCEEDINGS

RESOLVED to adopt the Resolutions and Orders listed above.

Coordinating Services Agreement: Ms. Velasco reviewed and discussed the Coordinating Services agreement with the Boards. Following review and discussion, upon motion duly made and seconded by Director McMeekin it was

RESOLVED to approve the Coordinating Services Agreement.

Engagement of Special Counsel for Financing Districts: Ms. Velasco presented the Special Counsel Engagement Letter to the Boards, noting that Butler Snow would review the Coordinating Services Agreement on behalf of District Nos. 2-5 and would review the Infrastructure Acquisition and Project Fund Disbursement Agreement on behalf of District No. 2. Following review and discussion, upon motion duly made and seconded by Director McMeekin it was

RESOLVED to engage Butler Snow as Special Counsel for District Nos. 2-6.

Infrastructure Acquisition and Project Fund Disbursement Agreement: Ms. Velasco presented the Infrastructure Acquisition and Project Fund Disbursement Agreement to the Boards. Following review and discussion, upon motion duly made and seconded by Director McMeekin it was

RESOLVED by District Nos. 1 and 2 to approve the Infrastructure Acquisition and Project Fund Disbursement Agreement, subject to finalization and review by Special Counsel for District No. 2.

Capital Facilities Fee Resolution: Ms. Velasco presented the Capital and Facilities Fee Resolution to the Boards of District Nos. 2-4. Following review and discussion, upon motion duly made and seconded by Director McMeekin it was

RESOLVED by the Boards of District Nos. 2-4 to adopt the Capital Facilities Fee Resolution, subject to finalization of the exhibits prior to recording.

DISTRICT
MANAGER ITEMS

Management Report and District Matters: Mr. Kunkel presented the Mangers Report to the Boards. Mr. Kunkel noted that Pinnacle Consulting Group, Inc. is working to implement a new website for the District.

BOARD MEMBER
ITEMS

There were no other items brought before the Boards.

DEVELOPER
UPDATES

There were no Developer Updates provided.

RECORD OF PROCEEDINGS

OTHER MATTERS There were no Other Matters brought before the Boards.

ADJOURNMENT Upon motion duly made and seconded by Director McMeekin, the meeting was adjourned at 3:13 p.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above referenced meeting and was approved by the Boards of Directors of Mulberry Metropolitan District Nos. 1-6.

Respectfully submitted,

Nicole Wing

Nicole Wing, Recording Secretary