

MINUTES OF THE JOINT SPECIAL MEETING OF THE  
BOARDS OF DIRECTORS OF

KARL'S FARM METROPOLITAN DISTRICTS NOS. 1-3

Held: Tuesday, March 8, 2022, at 10:00 a.m. via teleconference.

**Attendance**

The joint special meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

David Goldberg  
Marc Cooper  
Steven Shoflick

Directors Richard Frank and Daniel Frank were absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were: George M. Rowley, Esq., and Nelson G. Dunford, White Bear Ankele Tanaka & Waldron, Attorneys at Law, General Counsel; and Cathleen Hamilton, Simmons & Wheeler PC, District Accountant.

**Call to Order/Declaration  
of Quorum**

Director Goldberg noted that a quorum of each of the Boards was present and called the meeting to order.

**Director Conflict of  
Interest Disclosures**

Mr. Rowley advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Rowley 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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Rowley noted that a quorum was present and inquired into whether members 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. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Combined Meetings**

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

**Approval of Agenda**

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

**Public Comment**

None.

**Consent Agenda**

Mr. Rowley reviewed the items on the consent agenda with the Boards. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. February 3, 2022 Joint Special Meeting Minutes;
- b. Claims listing, as presented by Ms. Hamilton.

**Legal Matters**

Consider Acceptance of District Eligible Costs/Adoption of Resolution Accepting Public Improvement Costs (District Nos. 2 & 3)

Mr. Rowley noted that these costs have been certified by an engineer and pointed out to Ms. Hamilton that an accountant’s certification was still needed. Ms. Hamilton noted that she had sent the accountant’s certifications just before the meeting. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 2 & 3 unanimously accepted the costs and adopted the Resolution.

PIF Collection Agreement

Mr. Rowley presented to the Boards for discussion the use of accounting firm CliftonLarsonAllen for the collection of PIF. The Boards discussed the matter; no action was taken.

Other Legal Matters

None.

**Financial Matters**

Consider Acceptance of Unaudited Financial Statements

Ms. Hamilton noted that the Boards had reviewed the Unaudited Financial Statements in detail at the last meeting. She stated she will send out exemption for Karl’s Farm MD No. 1, which must be filed by March 31. Following discussion, upon a motion duly made and seconded, the Boards unanimously accepted the Unaudited Financial Statements.

Other Financial Matters

None.

**Other Business**

Ms. Hamilton will prepare a requisition resolution.

**Adjournment**

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

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

*Marc Cooper*

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 14<sup>th</sup> day of July 2022.