

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

KARL'S FARM METROPOLITAN DISTRICTS NOS. 1-3

Held: Monday, March 18, 2024, at 1:00 p.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
Daniel Frank
Marc Cooper

Director R. Frank and Director Shoflick were absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were: George M. Rowley and Marissa M. Peck, White Bear Ankele Tanaka & Waldron, Attorneys at Law, General Counsel.

**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. September 20, 2023 Joint Regular Minutes
- b. September 20, 2023 Joint Annual Minutes

Legal Matters

Consider Adoption of 2024 Joint Resolution Designating Meeting Notice Posting Location

Mr. Rowley presented the 2024 Joint Resolution Designating Meeting Notice Posting Location to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution with the amended posting location for Districts No. 1 and No. 2 of Tract A1, Amendment and Restatement of Karl’s Farm Filing No. 1.

Consider Adoption of Resolution Calling Election (District No. 3)

Mr. Rowley presented the Resolution Calling Election to the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Consider Adoption of Resolution Regarding Acceptance of District Eligible Costs (Reports 37, 38, 39, 40 & 41)

Mr. Rowley presented the Resolution Acceptance of District Eligible Costs to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution, pending the receipt of the Accountant’s Certification from Simmons & Wheeler.

Financial Matters

Review of Payables/Financials

No action taken.

Other Business

None.

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 \(Feb 19, 2026 16:53:09 MST\)](#)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 31st day of July 2024.