

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

CLOVERLEAF METROPOLITAN DISTRICT

Held: Thursday, November 2, 2023, at 3:15 p.m., via an
online meeting at: <https://us02web.zoom.us/j/7636703470>

Meeting ID: 763 670 3470

Participant Code: press #

Attendance

A special meeting of the Board of Directors of Cloverleaf Metropolitan District was called and held as shown in accordance with the statutes of the State of Colorado.

The following Directors were present:

Andrew Biggs, President
Tamrin Apaydin, Treasurer
Joseph DesJardin, Secretary
Charlie Williams, Assistant Secretary

The following Director was absent (*absence excused*):

Jerry Biggs, Assistant Secretary

Also present were: Jennifer L. Ivey, and Alicia Corley, Icenogle Seaver Pogue, P.C.; AJ Beckman and Ann Finn, Public Alliance, LLC; and Diane Wheeler and Daisy Garcia, Simmons & Wheeler P.C.

Call to Order/Declaration of Quorum

Mr. Beckman, noting the presence of a quorum, called to order the special meeting of the Board of Directors (the "Board") of the Cloverleaf Metropolitan District (the "District") at 3:37 p.m.

Directors Matters/Disclosure Matters

Ms. Ivey advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board then reviewed the agenda for the meeting, following which each Board member confirmed the contents of any written disclosure previously made, stating the fact and summary

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nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

Director Charlie Williams disclosed his ownership interests of property located in the district and association with Proterra Properties, LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Joseph DesJardin disclosed his ownership interests of property located in the district and association with Proterra Properties, LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Tamrin Apaydin disclosed her ownership interests of property located in the district and association with Proterra Properties, LLC. This disclosure is associated with approval of items on the agenda that may affect her interests.

Director Andrew Biggs disclosed his ownership interests of property located in the district and association with Proterra Properties, LLC. This disclosure is associated with approval of items on the agenda that may affect his interests.

Ms. Ivey advised the Board that written disclosures of these interests had been filed with the Secretary of State at least seventy-two hours prior to the meeting.

Approval of/Additions To/ Deletions From the Agenda:

After review and discussion, and upon motion duly made by Director Williams, second by Director Andrew Biggs, and unanimous vote, the Board of Directors approved the agenda, as presented, and the absence of Director Jerry Biggs was excused.

Public Comment

None.

February 13, 2023 Special Meeting Minutes

Following discussion, upon motion duly made by Director DesJardin, second by Director Williams, and unanimous vote, the Board approved the minutes of the February 13, 2023 Special Meeting as presented.

Legal Matters

Annual Resolution: Ms. Corley presented to and reviewed with the Board the 2024 Annual Resolution.

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Following discussion, and upon motion of Director Andrew Biggs, second of Director DesJardin, and unanimous vote, the Board of Directors approved the 2024 Annual Resolution, as presented.

Election of Officers: The Board elected the following slate of Officers.

Andrew Biggs, President
Tamrin Apaydin, Treasurer
Joseph DesJardin, Secretary
Charlie Williams, Assistant Secretary
Jerry Biggs, Assistant Secretary

Regular Meeting Date/Location: The Board determined that the Regular Meeting will be held on November 7, 2024 at 4:00 p.m. via zoom and the Annual Meeting will be held on November 7, 2024 at 3:30 p.m. via zoom.

Extension of Management Agreement with Public Alliance, LLC: Ms. Corely presented to and reviewed with the Board the Extension of Management Agreement with Public Alliance, LLC.

Following discussion and upon motion of Director DesJardin, second of Director Andrew Biggs, and unanimous vote, the Board of Directors approved the Extension of Management Agreement with Public Alliance, LLC.

Public Right of Way License Agreement (Cloverleaf Filing No. 2): Ms. Corely presented to and reviewed with the Board the Public Right of Way License Agreement (Cloverleaf Filing No. 2) for street lights.

Following discussion and upon motion of Director DesJardin, second of Director Apaydin, and unanimous vote, the Board of Directors approved the Public Right of Way License Agreement (Cloverleaf Filing No. 2) for street lights.

Review and consider approval of Engineer's Certification and Cost Verification Report No. 3: No action was taken on this item.

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Review and consider approval of Reimbursement under January 21, 2022 Advance and Reimbursement and Facilities Acquisition Agreement: No action was taken on this item.

Review and consider approval of Requisition No. 3 from Project Fund, General Obligation Limited Tax Bonds, Series 2022A: No action was taken on this item.

Second Amendment to Advance and Reimbursement Agreement (Operations & Maintenance Expenses): Ms. Corley presented to and reviewed with the Board the Second Amendment to the Advance & Reimbursement Agreement (Operations & Maintenance Expenses).

Following discussion and upon motion of Director Apaydin, second of Director Andrew Biggs, and unanimous vote, the Board of Directors approved the Second Amendment to the Advance & Reimbursement Agreement (Operations & Maintenance Expenses).

Outstanding Advance & Reimbursement Obligation Form (Operations & Maintenance Expenses): Ms. Corley presented to and reviewed with the Board the Outstanding Advance & Reimbursement Obligation Form (Operations & Maintenance Expenses).

Following discussion and upon motion of Director DesJardin, second of Director Apaydin, and unanimous vote, the Board of Directors approved the Outstanding Advance & Reimbursement Obligation Form (Operations & Maintenance Expenses), subject to updated schedule.

2023 Legislative Memorandum: Ms. Ivey presented to and reviewed with the Board the 2023 Legislative Memorandum.

Financial Matters

Payment of Claims: Ms. Wheeler reviewed with the Board the payment of claims for the period ending October 28, 2023.

Following discussion, upon motion duly made by Director Williams, second by Director DesJardin, and unanimous

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vote, the Board approved the payment of claims, in the amount of \$31,266.04.

Unaudited Financial Statements: Ms. Wheeler reviewed with the Board the Unaudited Financial Statements for the period ending September 30, 2023.

Following discussion, upon motion duly made by Director Apaydin, second by Director Andrew Biggs, and unanimous vote, the Board approved the unaudited financial statements for the period ending September 30, 2023.

2024 Budget Hearing: Mr. Beckman noted that a notice was published in a newspaper with general circulation in the area, and there were no inquiries from the public.

Upon motion, second, and unanimous vote, the Board of Directors opened the public hearing on the proposed 2024 budget consistent with published notice. Mr. Beckman called for public comments. There appearing no member of the public wishing to speak on the budget, upon motion, second, and unanimous vote, the Board of Directors closed the public hearing.

2024 Budget Resolution: Ms. Wheeler presented to and reviewed with the Board the 2024 Draft Budget, and Ms. Corley presented to the Board of Directors a resolution for approval and adoption of the 2024 budget, as revised, appropriating funds therefor and certification of the mill levies thereunder as revised to adjust the general fund mill levy for legislative changes as allowed by the Service Plan.

Upon motion of Director Apaydin and second of Director Williams, the Board of Directors unanimously approved the resolution adopting the 2024 budget, appropriating the funds to the adopted budget, and certifying the mill levies, subject to adjustment for final assessed valuations.

2022 Audit Exemption: Ms. Wheeler noted for the Board that an audit is required for 2022 and that the 2022 Audit has not been completed. Ms. Ivey emphasized the importance of completing and filing the audit. Following further discussion and upon motion of Director Apaydin, second of Director

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Williams, and unanimous vote, the Board of Directors approved the engagement of Colorado CPA Company to prepare the 2022 Audit, in an amount not to exceed \$5,600.

Preparation of 2023 Audit: The Board discussed the engagement of an Auditor.

Following discussion and upon motion of Director Apaydin, second of Director Williams, and unanimous vote, the Board of Directors approved the engagement of Colorado CPA Company to prepare the 2023 Audit, in an amount not to exceed \$5,600.

Other Business

Following discussion and upon motion of Director Andrew Biggs, second of Director Apaydin, and unanimous vote, the Board of Directors determine to schedule a special meeting on December 13, 2023 at 2:30 p.m. via Zoom.

Adjourn

There being no further business to come before the Board, upon motion of Director Andrew Biggs, second of Director Apaydin, and unanimous vote, the meeting was adjourned.

DocuSigned by:

Joe DesJardin

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Secretary of the Meeting