

**TURION METROPOLITAN DISTRICT NOS. 1 – 6
2024 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, the Boards of Directors (the “Boards”) of Turion Metropolitan District Nos. 1 – 6 (individually, the “District” and collectively the “Districts”) are required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the Districts; and

WHEREAS, the Boards desire to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the Districts; and

WHEREAS, the Boards further desire to acknowledge and ratify herein certain actions and outstanding obligations of the Districts.

NOW, THEREFORE, THE BOARDS OF DIRECTORS OF TURION METROPOLITAN DISTRICT NOS. 1 – 6 HEREBY RESOLVE AS FOLLOWS:

1. The Boards direct the District Manager to prepare and file either an accurate map, as specified by the Colorado Division of Local Government (the “Division”), or a notice that the Districts’ boundaries have not changed since the filing of the last District map, with the Division, the Weld County Clerk and Recorder and Weld County Assessor on or before January 1, 2024, as required by Section 32-1-306, C.R.S.

2. Pursuant to Section 24-32-116(3)(b), C.R.S, the Boards direct legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the Districts; (ii) the principal address and mailing address of the Districts; (iii) the name of the Districts’ agent; and (iv) the mailing address of the Districts’ agent.

3. The Boards direct legal counsel to prepare, no more than sixty (60) days prior to and not later than January 15, 2024, the Districts’ annual transparency notice containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notice to the eligible electors of the Districts in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notice with the Weld County Board of County Commissioners, the Weld County Assessor, the Weld County Treasurer, the Weld County Clerk and Recorder’s Office, the Town of Berthoud Board of Trustees (“Berthoud”), and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notice shall be made available for public inspection at the principal business office of the Districts.

4. The Boards direct the Districts’ accountant to submit proposed 2025 budgets for the Districts to the Boards by October 15, 2024, to schedule public hearings on the proposed budgets, prepare final budgets, and budget resolutions, including certifications of mill levies and amendments to the budgets if necessary; to certify the mill levies to Weld County on or before December 15, 2024; and to file the approved budgets and amendments thereto with the proper

governmental entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. In the event additional real property is included into the boundaries of the Districts in the future, the Districts authorize legal counsel to record the special district public disclosure document and a map of the new boundaries of the Districts concurrently with the recording of the order for inclusion in the Weld County Clerk and Recorder's office, in accordance with Section 32-1-104.8(2), C.R.S.

6. The Boards direct legal counsel to notify Berthoud of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan attached to the Districts' Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. For any nonrated public securities issued by the Districts, the Boards direct the Districts' accountant to prepare and file with the Division on or before March 1, 2024, an annual information report with respect to any of the Districts' nonrated public securities which are outstanding as of the end of the Districts' fiscal year in accordance with Section 11-58-105, C.R.S.

8. The Boards hereby authorize the Districts' accountant to prepare and file an Audit Exemption and Resolution for approval of Audit Exemption with the Colorado State Auditor by March 1, 2024, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., the Boards authorize that an audit of the financial statements be prepared and submitted to the Boards before June 30, 2024 and filed with the State Auditor by July 31, 2024.

9. If the Districts hold property presumed abandoned and subject to custody as unclaimed property pursuant to the Unclaimed Property Act (§§38-13-101 *et seq.*, C.R.S.), the Boards direct legal counsel to prepare an unclaimed property report that covers the twelve months preceding July 1, 2024 and submit the report to the Colorado State Treasurer by November 1, 2024, in accordance with Section 38-13-401 *et seq.*, C.R.S.

10. The Boards direct the Districts accountant to oversee the preparation of any continuing annual disclosure report required to be filed pursuant to a continuing disclosure agreement, in accordance with the Securities Exchange Commission Rule 15c2-12.

11. The Boards designate the Secretary of the Districts as the official custodian of "public records," as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C. and Pinnacle Consulting Group, Inc.

12. The Boards direct legal counsel to advise it on the requirements of the Fair Campaign Practices Act Section 1-45-101 *et seq.*, C.R.S., when applicable.

13. The Boards direct that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the Districts, or in the vicinity of the Districts if none is circulated within the Districts including, but not limited to, the *Berthoud Weekly Surveyor*.

14. The Boards hereby determine that each director on the Board for District No. 1 shall receive compensation for services as directors in the amount of \$100 per meeting in accordance with Section 32-1-902(3)(a), C.R.S. The Boards hereby determine that those directors serving on the Boards for District Nos. 2 - 6 shall not receive compensation for services as directors on the Boards for District Nos. 2 – 6.

15. The Boards hereby determine that each member of the Boards shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Boards. Such forms shall be retained in the Districts' files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901, C.R.S., the Boards direct legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure a surety bond for each Director, and to file copies of each with the Clerk of the Court, the Weld County Clerk and Recorder and the Division.

16. The Boards extend the current indemnification resolutions, adopted by the Boards via Resolutions dated January 17, 2007, to allow the resolutions to continue in effect as written.

17. Pursuant to Section 32-1-1101.5, C.R.S., the Boards direct legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the Berthoud and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Furthermore, whenever the Districts authorize or incur a general obligation debt, the Boards authorize legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the Weld County Clerk and Recorder's office within thirty (30) days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the Districts incur general obligation debt, the Boards direct legal counsel to submit a copy of the recorded notice to Berthoud within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

18. The Boards direct legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with Berthoud, if requested, in accordance with Section 32-1-1101.5(1.5) & (2), C.R.S.

19. The Boards direct legal counsel to prepare and file the special district annual report in accordance with the Districts' Service Plan and Section 32-1-207(3)(c), C.R.S.

20. The Boards have determined that legal counsel will file conflicts of interest disclosures provided by board members with the Colorado Secretary of State seventy-two (72) hours prior to each meeting of the Boards, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each Board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each Board member submit information regarding actual or potential conflicts of interest.

21. The Districts are currently a member of the Special District Association ("SDA") and are insured through the Colorado Special Districts Property and Liability Pool. The Boards direct the district manager to pay the annual SDA membership dues and insurance premiums in a

timely manner. The Boards and District Staff will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

22. Pursuant to Section 32-1-104.5(3)(a), C.R.S., the Boards hereby designate the Districts' official website as <https://www.turionmd.live/>. The Boards direct the Districts' Manager to maintain and update the official website of the Districts in compliance with Section 32-1-104.5(3)(a), C.R.S.

23. The Boards members have reviewed the minutes from the November 15, 2022, May 25, 2023, August 17, 2023 and August 21, 2023 meetings of the Boards, which minutes are attached hereto as Exhibit A. The Boards, being fully advised of the premises, hereby ratify and affirm each and every action of the Boards taken at said meeting. The Boards hereby designate the District Manager or its designee as the Recording Secretary for all meetings.

24. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Boards hereby declare that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Boards further direct the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90th) day after the date of the executive session.

25. The Districts hereby acknowledge, agree and declare that the Districts' policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (Section 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the Districts' official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, "official custodian" means a designee with plenary authority including control over public funds of a public unit which the official custodian is appointed to serve. The Districts hereby designate the Districts' accountant as its official custodian over public deposits.

26. The Boards hereby authorize the Districts' Manager to execute, on behalf of the Districts, any and all easement agreements pursuant to which the Districts are accepting or acquiring easements in favor of the Districts.

(Signature Page Follows.)

ADOPTED AND APPROVED THIS 16th DAY OF NOVEMBER, 2023.

TURION METROPOLITAN DISTRICT NOS. 1 – 6

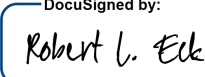
By: 
Robert L. Eck II, President

EXHIBIT A

**Minutes from the
November 15, 2022, May 25, 2023, August 17, 2023
and August 21, 2023
Meetings of the Boards**

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF TURION METROPOLITAN DISTRICT NOS. 1-6

HELD
November 15, 2022

The Boards of Directors of the Turion Metropolitan District Nos. 1–6, held a special meeting, open to the public, via MS Teams and Teleconference at 11:30 a.m. on Tuesday, November 15, 2022.

ATTENDANCE

Directors in Attendance:

Robert Eck, President & Chairman
Brad Lenz, Secretary/Treasurer
Donald Guerra, Assistant Secretary

Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.
Andrew Kunkel, Tiffany Skoglund, Nicole Wing, Tracie Kaminski, Shannon McEvoy, and Stanley Holder; Pinnacle Consulting Group, Inc.
Meredith Maroone; BMGI Group

COMBINED
MEETING

The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of Turion Metropolitan District No. 1, with concurrence by the Board of Directors of Turion Metropolitan District Nos. 2, 3, 4, 5 and 6.

ADMINISTRATIVE
ITEMS

Call to Order: The Special Meeting of the Boards of Directors of the Turion Metropolitan District Nos. 1-6 was called to order at 11:31 a.m. by Mr. Kunkel, noting that a quorum was present.

Declaration of Quorum/Director Disclosure of any potential Conflicts of Interest: The Directors in attendance confirmed their qualifications to serve. Ms. Early discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this

RECORD OF PROCEEDINGS

meeting in accordance with statute. It was noted by Ms. Early that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

APPROVAL
OF AGENDA

The Boards reviewed the agenda. Upon a motion duly made by Director Eck, seconded by Director Guerra, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

There were no comments made by members of the public.

CONSENT AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes - November 30, 2021, Special Meeting, December 6, 2021, Special Meeting, and November 8, 2022, Special Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Approval of 2023 Annual Administrative Matters Resolution.
- E. Approval of 2023 Meeting Resolution.
- F. Approval of 2023 Election Resolution.

Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the consent agenda items, except for the 2023 Meeting Resolution which the Boards amended to change the Q4 board meeting date and time to November 16, 2023, at 11 a.m.

FINANCIAL ITEMS

Financial Reports: Ms. Kaminski presented the September 30, 2022, Financial Statements to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to accept the September 30, 2022, Financial Statements as presented.

RECORD OF PROCEEDINGS

Public Hearing regarding the Proposed 2023 Budgets: Upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, the Public Hearing regarding the Proposed 2023 Budgets was opened. Mr. Kunkel confirmed that the notice of the hearing had been published in accordance with state budget law. There being no public input, Director Eck closed the hearing. Ms. Kaminski reviewed the proposed 2023 Budgets with the Boards and responded to questions. The budgets and funds are as follows:

District No. 1:
Mill Levy is 73.201 mills
General Fund: \$189,639
Capital Project Fund: \$3,105,000

District No. 2:
Mill Levy is 65.031 mills
General Fund: \$2,190,695

District No. 3:
Mill Levy is 65.012 mills
General Fund: \$1044

District No. 4:
Mill Levy is 50.000 mills
General Fund: \$101

District No. 5:
Mill Levy is 50.000 mills
General Fund: \$101

District No. 6:
Mill Levy is 50.000 mills
General Fund: \$101

Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2023 Budgets for Turion Metropolitan Districts Nos. 1 – 6, Certify the Mill Levies, Appropriate Budgeted Funds and approve all other documents related to the adoption of the 2023 budgets. The District's Manager and Finance and Accounting Manager are authorized to make minor modifications necessary subject to receipt of the final certification of assessed valuation from Larimer County.

RECORD OF PROCEEDINGS

2021 Audit for District Nos. 1 & 2: Ms. Kaminski reviewed the 2021 Audit for District Nos. 1 & 2 with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to ratify the 2021 Audit for District Nos. 1 & 2, as presented.

2021 Audit Exemptions for District Nos. 3-6: Ms. Kaminski requested ratification of the 2021 Applications for Exemption from Financial Audit for District Nos. 3-6 and answered questions. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to ratify the 2021 Applications for Exemption from Financial Audit.

Engagement of 2022 Auditor: Ms. Kaminski discussed the services provided by Haynie & Company and recommended utilizing this firm to perform the 2022 Audit for District No. 1 and No. 2. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to engage Haynie & Company to perform the 2022 Audit for District No. 1 and No. 2.

CAPITAL
INFRASTRUCTURE
ITEMS

_____ There were no Capital Infrastructure items brought before the Boards.

LEGAL ITEMS

_____ There were no Legal Items brought before the Boards.

DISTRICT
MANAGER ITEMS

District Manager's Report: Mr. Kunkel reviewed the District Manager's report with the Boards.

OTHER MATTERS

Director Eck reported that the Town of Berthoud did not approve the Second Amended and Restated Service Plan that would have included property in Mead. A separate Service Plan covering only the Mead property was submitted to and approved by the Town of Mead and new metropolitan

RECORD OF PROCEEDINGS

districts were organized to serve the Mead property. The Districts may seek to amend the existing Service Plan at some point in the future.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 11:47 a.m.

Respectfully submitted,



Andrew Kunkel, Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARDS OF DIRECTORS OF TURION METROPOLITAN DISTRICT NOS. 1-6

HELD
May 25, 2023

The Boards of Directors of the Turion Metropolitan District Nos. 1–6, held a regular meeting, open to the public, via MS Teams and Teleconference at 11:00 a.m. on Thursday, May 25, 2023.

ATTENDANCE

Directors in Attendance:

Robert Eck, President & Chairman
Brad Lenz, Secretary & Treasurer
Donald Guerra, Assistant Secretary

Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.
Jeremy Jones and Johanna Remster; Haynie & Company
Shannon McEvoy, Andrew Kunkel, Elaina Cobb, Tracie Kaminski and Nic Ortiz; Pinnacle Consulting Group, Inc.

COMBINED
MEETING

The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of Turion Metropolitan District No. 1, with concurrence by the Boards of Directors of Turion Metropolitan District Nos. 2, 3, 4, 5 and 6.

ADMINISTRATIVE
ITEMS

Call to Order: The Regular Meeting of the Boards of Directors of the Turion Metropolitan District Nos. 1-6 was called to order at 11:02 a.m. by Mr. McEvoy, noting that a quorum was present.

Director Disclosure of any potential Conflicts of Interest: The Directors in attendance confirmed their qualifications to serve. Ms. Early discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance

RECORD OF PROCEEDINGS

with statute. It was noted by Ms. Early that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

APPROVAL
OF AGENDA

The Boards reviewed the agenda. Upon a motion duly made by Director Eck, seconded by Director Guerra, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to change the order of the Financial Items section to reflect:

- V.A. Review and Consider Approval of the 2022 Audits for Turion MD Nos. 1 & 2.
- V.B. Ratification of 2022 audit Exemptions for District Nos. 3, 4, 5 & 6.
- V.C. Review Unaudited Financial Statements for the period ending March 31, 2023.

PUBLIC COMMENT

There were no comments made by members of the public.

DIRECTOR
COMMENTS

There were no comments made by the Directors of the Boards.

CONSENT AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – November 15, 2022, Special Meeting.
- B. Ratification of Payables.

Director Eck commented on the November 15, 2022, Special Meeting minutes and questioned where the District No. 1 Mill Levy of 73.201 came from. Ms. Kaminski noted it came from the annual mill levy adjustment calculation, likely attributable to the land use classification and related assessment rates. Ms. Kaminski said she would review and report back to the Boards. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Guerra, and upon vote, unanimously carried, it was

RESOLVED to approve the consent agenda items, except for the approval of the minutes from the November 15, 2022, Special Meeting. These were tabled until the November 16, 2023, meeting.

RECORD OF PROCEEDINGS

DISTRICT
MANAGER ITEMS

District Manager's Report: Mr. McEvoy reviewed the District Manager's report with the Boards.

CAPITAL
INFRASTRUCTURE
ITEMS

There were no Capital Infrastructure items brought before the Boards.

FINANCIAL ITEMS

2022 Audit for Turion Metropolitan District Nos. 1 & 2: Ms. Kaminski introduced Ms. Remster with Haynie & Company who reviewed the 2022 Audit for Turion Metropolitan District Nos. 1 & 2. Ms. Remster reported that the audit received a clean unmodified opinion. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Eck, and upon vote, unanimously carried, it was

RESOLVED to approve the 2022 Audit for Turion Metropolitan District Nos. 1 & 2.

2022 Audit Exemptions for District Nos. 3, 4, 5 & 6: Ms. Kaminski requested ratification of the 2022 Applications for Exemption from Financial Audit for District Nos. 3, 4, 5 & 6 and answered questions. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to ratify the 2022 Applications for Exemption from Financial Audit.

Unaudited Financial Statements for the period ending March 31, 2023: Ms. Kaminski reviewed the Unaudited Financial Statements for the period ending March 31, 2023, with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Guerra, and upon vote unanimously carried, it was

RESOLVED to accept the Unaudited Financial Statements for the period ending March 31, 2023.

LEGAL ITEMS

Reimbursement Agreement with Front Range Investment Holdings: Ms. Early presented the Reimbursement Agreement with Front Range Investment Holdings, LLC ("FRIH"), which provides for FRIH to be reimbursed for costs incurred to assist the Districts in the preparation and submittal of the Districts' Service Plan amendment. Following review and

RECORD OF PROCEEDINGS

discussion, upon a motion duly made by Director Lenz, seconded by Director Guerra, and upon vote, unanimously carried, it was

RESOLVED to approve the Reimbursement Agreement with Front Range Investment Holdings, LLC t.

DIRECTOR ITEMS

There were no Director Items brought before the Boards.

OTHER MATTERS

There were no Other Items brought before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 11:41 a.m.

Respectfully submitted,



Andrew Kunkel, Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF TURION METROPOLITAN DISTRICT NOS. 1-6

HELD
August 17, 2023

The Special Meeting of Turion Metropolitan District Nos. 1-6 was held via MS Teams and Teleconference on Thursday, August 17, 2023, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Robert Eck, President & Chairman
Bradley Lenz, Secretary & Treasurer
Donald Guerra, Assistant Secretary

Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.
Tiffany Skoglund, Andrew Kunkel, Shannon McEvoy, Nic Ortiz, and
Tracie Kaminski; Pinnacle Consulting Group, Inc.
Alison Gorsevski; Lyons Gaddis

ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Boards of Directors (collectively, the “Boards”) of the Turion Metropolitan District Nos. 1-6 (collectively, the “District”) was called to order by Ms. Skoglund at 1:01 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts at such meetings. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of Turion Metropolitan District No. 1, with concurrence by the Boards of Directors of Turion Metropolitan District Nos. 2, 3, 4, 5 and 6.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Ms. Early noted that a quorum was present, with three out of three Directors in attendance. All Board Members confirmed their qualifications to serve on the Boards. Ms. Early discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Ms. Early that

RECORD OF PROCEEDINGS

disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Approval of Agenda: The Boards considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to add Finance Manager’s Report to the Financial Items section.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

CONSENT AGENDA

Ms. Skoglund reviewed the items on the consent agenda with the Boards. Ms. Skoglund advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any Director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director Eck, Seconded by Director Guerra, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – November 15, 2022, Special Meeting and May 25, 2023, Regular Meeting.
-

FINANCIAL ITEMS

Finance Manager’s Report: Ms. Kaminski provided an update on the current fund balances of the District to the Boards.

LEGAL ITEMS

Engagement of Water Legal Counsel: Ms. Early recommended the Boards engage Lyons Gaddis as special legal counsel for water law matters for the District. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Guerra, and upon vote, unanimously carried, it was

RESOLVED to engage Lyons Gaddis as special legal counsel for water law matters for the District.

RECORD OF PROCEEDINGS

EXECUTIVE SESSION Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel related to the submission of a bid for Windy Gap water units.

Ms. Early advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice related to the submission of a bid for Windy Gap water units. Upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, it was

RESOLVED to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to the submission of a bid for Windy Gap water units.

The Boards returned from Executive Session at 2:21 p.m. No decisions or actions were taken in the Executive Session.

LEGAL ITEMS

Submission of Bid for Windy Gap Water Units: The Boards discussed the submission of a bid by District No. 1 for Windy Gap water units with Ms. Gorsevski. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Guerra, and upon vote, unanimously carried, it was

RESOLVED to direct Ms. Gorsevski to submit a bid for two Windy Gap water units at a price per unit as discussed by the Board.

First Amendment to Intergovernmental Agreement Concerning Construction and Operations with the Districts: Ms. Early explained that the First Amendment to Intergovernmental Agreement Concerning Construction and Operations with the Districts was no longer needed and therefore no action was taken by the Boards.

Capital Funding and Reimbursement Agreement with Front Range Investment Holdings, LLC, and in consideration therewith, the issuance of a Subordinate Promissory Note: Ms. Early explained that the Capital Funding and Reimbursement Agreement with Front Range Investment Holdings, LLC was no longer needed and therefore no action was taken by the Boards.

RECORD OF PROCEEDINGS

DIRECTOR
MATTERS

There were no Director Matters to come before the Boards.

OTHER
MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Eck, seconded by Director Lenz, and upon unanimous vote, the meeting was adjourned at 2:24 p.m.

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

Respectfully submitted,



Andrew Kunkel, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF TURION METROPOLITAN DISTRICT NOS. 1-6

HELD
August 21, 2023

The Special Meeting of Turion Metropolitan District Nos. 1-6 was held via MS Teams and Teleconference on Monday, August 21, 2023, at 2:00 p.m.

ATTENDANCE

Directors in Attendance:

Robert Eck, President & Chairman
Bradley Lenz, Secretary & Treasurer
Donald Guerra, Assistant Secretary

Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.
Tiffany Skoglund and Tracie Kaminski; Pinnacle Consulting Group, Inc.
Alison Gorsevski; Lyons Gaddis

ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Boards of Directors (collectively, the “Boards”) of the Turion Metropolitan District Nos. 1-6 (collectively, the “District”) was called to order by Ms. Skoglund at 2:02 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts at such meetings. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of Turion Metropolitan District No. 1, with concurrence by the Boards of Directors of Turion Metropolitan District Nos. 2, 3, 4, 5 and 6.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Ms. Early noted that a quorum was present, with three out of three Directors in attendance. All Board Members confirmed their qualifications to serve on the Boards. Ms. Early discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Ms. Early that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

RECORD OF PROCEEDINGS

Approval of Agenda: The Boards considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Eck, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

FINANCIAL ITEMS

Finance Manager's Report: Ms. Kaminski reviewed the unaudited Financial Statements for the period ending June 30, 2023, with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Guerra, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to accept the unaudited Financial Statements for the period ending June 30, 2023, as presented.

2023 AMENDED BUDGET HEARING

Director Eck opened the 2023 Amended Budget Hearing for Turion Metropolitan District No. 1. Ms. Skoglund reported that notice of the budget hearing was published on August 17, 2023, in the *Berthoud Surveyor*, in accordance with state budget law. Ms. Kaminski reviewed the proposed amended budget for District No. 1 and responded to questions from the Board for District No. 1. There being no public input, the public portion of the budget hearing was closed. Ms. Kaminski reported that the Capital Fund Budget for District No. 1 would be increased as follows:

District No. 1
Capital Projects Fund Expenditures: \$11,717,554

Following review and discussion by the District No. 1 Board, upon a motion duly made by Director Guerra, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Amending the 2023 Budget for District No. 1 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents required to finalize the amended budget.

RECORD OF PROCEEDINGS

LEGAL ITEMS

Windy Gap Water Unit Bid: Ms. Gorsevski provided an update on the Windy Gap Water Unit Bid to the Boards and answered questions.

DIRECTOR
MATTERS

There were no Director Matters to come before the Boards.

OTHER
MATTERS

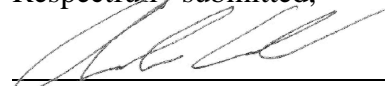
There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Eck, seconded by Director Lenz, and upon unanimous vote, the meeting was adjourned at 2:12 p.m.

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

Respectfully submitted,



Andrew Kunkel, Recording Secretary for the Meeting