

RECORD OF PROCEEDINGS

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

HELD
March 28, 2024

The Boards of Directors of the Turion Metropolitan District Nos. 1 – 6 held a special meeting via MS Teams and Teleconference on Thursday, March 28, 2024, at 1:30 p.m.

ATTENDANCE

Directors in Attendance:

Robert Eck, President & Chairperson
Bradly Lenz, Secretary & Treasurer

Directors Absent but Excused:

Donald Guerra, Assistant Secretary

Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.
Shannon McEvoy, Tracie Kaminski, and Andrew Kunkel; Pinnacle Consulting Group, Inc.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. McEvoy noted that a quorum was present with two out of three Directors in attendance. 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 Mr. McEvoy at 1:31 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, as applicable.

Director Qualifications/Disclosure of Potential Conflicts of Interest: 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 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

RECORD OF PROCEEDINGS

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.

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 presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

FINANCIAL ITEMS

2023 Auditor for District No. 1 and District No. 2: Ms. Kaminski discussed recent sanctions against the Districts' Auditor Haynie & Company with the Boards. Director Eck inquired into whether the sanctions were connected to the Districts' finances and Ms. Kaminski responded in the negative. The Boards resolved to allow Haynie & Company to continue the 2023 Audit for District No. 1 and District No. 2. Ms. Kaminski indicated that Pinnacle would pursue different auditors to conduct the audits for fiscal year 2024.

LEGAL ITEMS

Amendment No. 1 to Agreement for Sale and Purchase of Windy Gap Units: Ms. Early discussed Amendment No. 1 to Agreement for Sale and Purchase of Windy Gap Units with the District No. 1 Board, which Amendment extends the existing Agreement through July 31, 2024, and answered questions. 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 Amendment No. 1 to the Agreement for Sale and Purchase of Windy Gap Units, as presented.

DIRECTOR ITEMS

There were no Director Items to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards the meeting was adjourned at 1:44 p.m.

RECORD OF PROCEEDINGS

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