

RECORD OF PROCEEDINGS

MINUTES OF A JOINT REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
TALLYN'S REACH METROPOLITAN DISTRICT NOS. 2 AND 3
(THE "DISTRICTS")
HELD
NOVEMBER 15, 2022

A joint regular meeting of the Board of Directors of the Tallyn's Reach Metropolitan District Nos. 2 and 3 (referred to hereafter as the "Board" and/or "Boards") was convened on Tuesday, November 15, 2022, at 5:30 p.m. This Board meeting was held at Tallyn's Reach Clubhouse, 24900 E. Park Crescent Dr. Aurora, CO 80016, and via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance for MD 2:

BJ Pell, President
William Barcus, Vice President/Treasurer
Brian Baisch, Secretary

Directors in Attendance for MD 3:

Mike Dell'Orfano, President
Harry Yosten, Vice President/Treasurer
David Patterson, Secretary
Brian Crandall, Assistant Secretary
Julie Huygen; Assistant Secretary

Also in Attendance Were:

Blair Dickhoner, Esq.; White Bear Ankele Tanaka & Waldron ("WBA")
Celeste Terrell, Nic Carlson and Terri Boroviak; CliftonLarsonAllen LLP ("CLA")
Isabell Rodau and Kimberly Armitage; YMCA
Angela Cassias and Revekka Balancier; Axiom of Purpose

Public in Attendance:

Doug Rodgers, Kelly Smith, Lisa Kveitok, Scott Steckler and Cindy F.

ADMINISTRATIVE MATTERS

Call to Order and Agenda: The meeting was called to order at 5:33 p.m. by Ms. Terrell.

Following review and discussion, upon a motion duly made by Director Crandall, seconded by Director Pell and, upon vote, unanimously carried, the Board approved the Agenda, as presented.

Disclosures of Potential Conflicts of Interest: Attorney Dickhoner advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Attorney Dickhoner reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest

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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. Attorney Dickhoner 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 quorums or to otherwise enable the Boards to act.

Quorum, Location of Meeting and Posting of Meeting Notices: A quorum for each Board for the meeting, the meeting location and posting of meeting notice were confirmed.

Public Comment: None.

CONSENT AGENDA

Ms. Terrell reviewed the Consent Agenda with the Boards and noted that any item may be removed from the Consent Agenda to the regular Agenda upon the request of any Director. Upon a motion duly made and seconded, upon vote and unanimously carried, the Boards approved and/ or ratified the following items on the Consent Agenda, as appropriate:

- A. **MDs 2 & 3:** Approval of Minutes of July 19, 2022 Joint Meeting.
- B. **MD 2:** Ratify Approval of Resolution No. 2022-07-19, Submitting Ballot Titles Regarding Consolidation of Districts and an Operations and Maintenance Mill Levy.
- C. **MD 3:** Ratify Approval of Resolution No. 2022-07-19, Submitting Ballot Titles Regarding Consolidation of Districts and an Operations and Maintenance Mill Levy.
- D. **MDs 2 & 3:** Adoption of Resolution No. 2022-11-01, Annual Administrative Matters for 2023.

FINANCIAL MATTERS

Unaudited Financial Statements as of September 30, 2022 and Schedule of Cash Position Updated as of November 1, 2022: Ms. Boroviak reviewed the financial statements with the Boards. Following discussion, upon a motion duly made and seconded, upon vote and unanimously carried, the Boards accepted the unaudited financial statements as of September 30, 2022 and schedule of cash positions updated as of November 1, 2022.

Public Hearings to Consider Amendments of the 2022 Budgets. Resolutions to Amend the 2022 Budgets: An amendment to the 2022 Budget was not needed for either District.

Public Hearings on the Proposed 2023 Budgets and Resolution Nos. 2022-11-02 to Adopt the 2023 Budgets and Appropriate Sums of Monies: The public hearings were opened to consider the proposed 2023 Budgets at 5:51 p.m.

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It was noted that Notice stating that the Boards would consider adoption of the 2023 budgets and the date, time and place of the public hearings was published pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearings were closed at 6:05 p.m.

Ms. Boroviak reviewed the proposed 2023 budgets with the Boards.

Following discussion, upon a motion duly made by Director Pell, seconded by Director Barcus and, upon vote, unanimously carried, the District No. 2 Board approved the 2023 Budget and adopted Resolution No. 2022-11-02 to Adopt the 2023 Budget and Appropriate Sums of Money.

Following discussion, upon a motion duly made by Director Yosten, seconded by Director Crandall and, upon vote, unanimously carried, the District No. 3 Board approved the 2023 Budget and adopted Resolution No. 2022-11-02 to Adopt the 2023 Budget and Appropriate Sums of Money.

District Accountant to Prepare the DLG-70 Certification of Tax Levies Forms for Certification to the Board of County Commissioners and Other Interested Parties: Following discussion, upon a motion duly made and seconded, upon vote and unanimously carried, Boards authorized the District Accountant to prepare the DLG-70 Certification of Tax Levies Forms.

Board Member to Sign the DLG-70 Certifications of Tax Levies: Following discussion, upon a motion duly made and seconded, upon vote and unanimously carried, the Boards appointed the District Accountant to sign the DLG-70 Certifications of Tax Levies.

Engagement Letter with Wipfli LLP to Prepare 2022 Audits: Following discussion, upon a motion duly made and seconded, upon vote and unanimously carried, the Boards engaged Wipfli LLP to prepare the 2022 Audits.

District Accountant to Prepare the 2024 Budgets: Following discussion, upon a motion duly made and, upon vote, unanimously carried and seconded, upon vote and unanimously carried, the Boards appointed the District Accountant to prepare the 2024 Budgets.

LEGAL MATTERS

Resolution Nos. 2022-11-03 Calling a Regular Election for Directors on May 2, 2023, DEO and DEO to Perform All Tasks Required for the Conduct of a Mail Ballot Elections: Attorney Dickhoner reviewed the election resolutions with the Boards. Following discussion, upon a motion duly made and seconded, upon vote and unanimously carried, the Districts

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adopted Resolution Nos. 2022-11-03 Calling a Regular Election for Directors on May 2, 2023, appointed Ashley Frisbie as Designated Election Official (“DEO”) and authorized the DEO to perform all tasks required for the conduct of a mail ballot elections.

Results of Consolidated Election and Next Steps: Attorney Dickhoner reported the measures did not pass so there are no additional steps to be taken.

MANAGER MATTERS

2023 Insurance Renewals and Memberships in the Special District Association: Ms. Terrell reviewed the insurance renewal with the Boards. Following discussion, upon a motion duly made and seconded, upon vote and unanimously carried, the Boards approved the 2023 insurance renewals and authorized memberships in the Special District Association.

OTHER MATTERS

Quorum for Next Regular Board Meeting on November 21, 2023 at 5:30 p.m.: Ms. Terrell reviewed the next regular Board meeting date. The Boards confirmed a quorum for November 21, 2023 at 5:30 p.m.

ADJOURNMENT

There being no further business to come before the Boards, upon a motion duly made and seconded, upon vote and unanimously carried, the Boards adjourned the meeting at 6:12 p.m.

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

DocuSigned by:

Brian K. Baisch

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Secretary for the Meeting / Tallyn’s Reach Metropolitan District No. 2

DocuSigned by:

David Patterson

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Secretary for the Meeting / Tallyn’s Reach Metropolitan District No. 3

Certificate Of Completion

Envelope Id: E65684CD6D72421F80618EC758465EF3	Status: Completed
Subject: Complete with DocuSign: MINUTES - 11-15-2022 Joint Regular Mtg (MDs 2 & 3) (final).pdf	
Client Name: Tallyn's Reach MDs 2 & 3	
Client Number: A267075-OS07-2023	
Source Envelope:	
Document Pages: 4	Signatures: 2
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Enveloped Stamping: Enabled	Cindy Jenkins
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 S 6th St Ste 300
	Minneapolis, MN 55402-1418
	Cindy.Jenkins@claconnect.com
	IP Address: 67.176.12.84

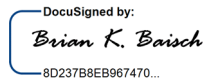
Record Tracking

Status: Original	Holder: Cindy Jenkins	Location: DocuSign
2/2/2023 1:56:48 PM	Cindy.Jenkins@claconnect.com	

Signer Events

Brian K. Baisch
 brian.baisch@baischventures.com
 Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

 8D237B88EB967470...
 Signature Adoption: Pre-selected Style
 Using IP Address: 71.205.2.63

Timestamp

Sent: 2/2/2023 2:06:02 PM
 Viewed: 2/5/2023 9:18:35 AM
 Signed: 2/5/2023 9:19:21 AM

Electronic Record and Signature Disclosure:
 Accepted: 2/5/2023 9:18:35 AM
 ID: 87db5e99-868e-41f9-9cb2-086de5ed19f1

David Patterson
 david.patterson@falck.com
 President
 Security Level: Email, Account Authentication (None)

DocuSigned by:

 7BD319407C7A455...
 Signature Adoption: Pre-selected Style
 Using IP Address: 8.46.80.1

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 Signed: 2/2/2023 2:31:08 PM

Electronic Record and Signature Disclosure:
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In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps

Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	2/2/2023 2:06:02 PM
Certified Delivered	Security Checked	2/2/2023 2:31:01 PM
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Completed	Security Checked	2/5/2023 9:19:21 AM

Payment Events	Status	Timestamps
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