

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
TALLYN'S REACH AUTHORITY AND
TALLYN'S REACH METROPOLITAN DISTRICT NO. 3
HELD
MAY 4, 2022

A joint special meeting of the Boards of Directors of the Tallyn's Reach Authority and Tallyn's Reach Metropolitan District No. 3 (referred to hereafter individually as a "Board" or collectively as the "Boards" was convened on Wednesday, May 4, 2022, at 4:00 p.m. This meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance for the Authority:

David Patterson, President
Harry Yosten, Treasurer
Mike Dell'Orfano, Assistant Secretary
Brian Crandall, Assistant Secretary

Director BJ Pell was absent.

Directors in Attendance for MD 3:

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

Also in Attendance Were:

Blair Dickhoner, Esq.; White Bear Ankele Tanaka & Waldron ("WBA")
Denise Denslow, Nic Carlson, Shauna D'Amato, Shelby Clymer, and Terri Boroviak; CliftonLarsonAllen LLP ("CLA")
Kimberly Armitage, Ezekiel Evens, Debbie Guth, and Isabel Rodau; Denver YMCA

ADMINISTRATIVE MATTERS

Call to Order: The meeting was called to order at 4:03 p.m.

Agenda: Following review and discussion, upon a motion duly made and seconded, upon vote, unanimously carried, the Board approved the Agenda, as amended, and excused the absence of Director Pell.

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 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

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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: A quorum was confirmed for each Board for the meeting, the meeting location and posting of meeting notice.

Public Comment: None.

MD 3: Acknowledge the Resignation of Craig Wagner from the Board of Directors: Upon a motion duly made by Director Yosten, seconded by Director Dell'Orfano and, upon vote, unanimously carried, the Board acknowledged and accepted the resignation of Craig Wagner.

MD 3: Appointment of New Board Member & Administer Oath of Office: Following discussion, upon a motion duly made by Director Dell'Orfano, seconded by Director Yosten and, upon vote, unanimously carried, the Board appointed Brian Crandall to the Board of Directors. Chairman Dell'Orfano administered the Oath of Office to Mr. Crandall.

MD 3: Appointment of Officers: Following discussion, upon a motion duly made by Director Patterson, seconded by Director Yosten and, upon vote, unanimously carried, the Board appointed the Directors to the following offices:

President	Mike Dell'Orfano
Treasurer	Harry Yosten
Secretary	David Patterson
Assistant Secretary	Julie Huygen
Assistant Secretary	Brian Crandall
Secretary to the Board	District Manager

Authority: Appointment of Officers: Following discussion, upon a motion duly made by Director Dell'Orfano, seconded by Director Yosten and, upon vote, unanimously carried, the Board appointed the Directors to the following offices:

President	David Patterson
Vice-President / Asst. Secretary	BJ Pell
Treasurer	Harry Yosten
Assistant Secretary	Mike Dell'Orfano
Assistant Secretary	Brian Crandall
Secretary to the Board	District Manager

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CONSENT AGENDA

Mr. Carlson 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 by Director Yosten, seconded by Director Dell'Orfano and, upon vote, unanimously carried, the Board ratified approval of the Consent Agenda.

A. **Authority: Ratify Approval of Independent Contractor Agreement with Brightview Landscape Services, Inc. for Dog Station Installation**

FINANCIAL MATTERS

None.

LEGAL MATTERS

Update on Consolidation Process: Attorney Dickhoner provided an update.

MANAGER MATTERS

Authority: Engagement of Consulting Firm for Consolidation Election Services: Directors Yosten and Huygen provided an overview of the proposals to the Board. Following review and discussion, upon a motion duly made by Director Yosten, seconded by Director Crandall and, upon vote, unanimously carried, the Board approved the engagement of Axiom of Purpose for consolidation election services.

Director Yosten recommended a committee to work with Axiom of Purpose. Following discussion, upon a motion duly made by Director Yosten, seconded by Director Crandall and, upon vote, unanimously carried, the Board appointed Directors Bell, Patterson and Huygen to the committee.

Authority: Pool Hours and Swim Team Meets: Ms. Armitage introduced new YMCA team members to the Board - Ezekiel Evens, Debbie Guth, and Isabel Rodau.

Ms. Armitage and Ms. Rodau reviewed the suggested shade structure locations with the Board. Ms. Rodau noted that the estimate has changed but is still within the budget originally approved by the Board. Following review and discussion, upon a motion duly made by Director Yosten, seconded by Director Dell'Orfano and, upon vote, unanimously carried, the Board approved the shade structure locations as presented.

Ms. Armitage reported on the swim meet options with the Board. Following discussion, Ms. Armitage suggested that the Aurora YMCA host the afternoon swim meet on June 4th and Tallyn's Reach host one of the swim meets. Following discussion, upon a motion duly made by Director Patterson, seconded by Director Yosten and, upon vote, unanimously carried, the Board approved the one swim meet at Tallyn's Reach.

Ms. Rodau asked the Board for permission to send a newsletter and/or flyer with a trial card to residents to promote the YMCA. The Board approved the flyers and an email blast. Mr. Carlson will prepare an invoice to the YMCA for one email blast at \$125.

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Director Yosten reported that the concrete has moved/shifted at the pool and would like to see it repaired. The YMCA staff will coordinate the repairs and provide final amounts for approval.

Authority: Flags for Poles and Monuments: The Board determined to defer this matter until 2023 when the monuments are ready to be refreshed. The flags and poles will be taken down during this time.

IMEG Corp. Proposal for Road Pavement Assessment: Mr. Carlson reviewed the proposal for road pavement assessment from IMEG Corp. with the Board. Following review and discussion, upon a motion duly made by Director Yosten, seconded by Director Dell'Orfano and, upon vote, unanimously carried, the Board approved the proposal with the exception of reducing the amount from \$150,000 to \$131,000.

OTHER MATTERS

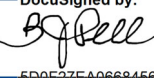
Authority – Quorum for Next Regular Board Meeting on July 19, 2022 at 6:00 p.m.: The Board confirmed an anticipated quorum.

MD 3 – Quorum for Next Regular Board Meeting on November 15, 2022 at 5:30 p.m.: The Board confirmed an anticipated quorum.

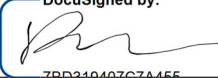
ADJOURNMENT

There being no further business to come before the Boards, upon a motion duly made by Director Dell'Orfano, seconded by Director Yosten and, upon vote, unanimously carried, the Boards adjourned the meeting at 5:33 p.m.

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

DocuSigned by:

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Secretary for the Meeting

DocuSigned by:

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Certificate Of Completion

Envelope Id: D614709220F84FD4930DA0747ECADBED	Status: Completed
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Client Number: 011-045194-OS07-2022	
Source Envelope:	
Document Pages: 9	Signatures: 5
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld 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: 165.225.10.184

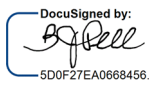
Record Tracking

Status: Original	Holder: Cindy Jenkins	Location: DocuSign
6/8/2022 12:22:03 PM	Cindy.Jenkins@claconnect.com	

Signer Events

BJ Pell
 bjnsteve95@yahoo.com
 Secretary
 Security Level: Email, Account Authentication (None)

Signature

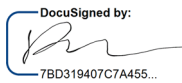
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Timestamp

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

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

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In Person Signer Events

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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
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Completed	Security Checked	6/11/2022 9:04:07 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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