

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DINOSAUR RIDGE METROPOLITAN DISTRICT HELD OCTOBER 3, 2022

A special meeting of the Board of Directors (the "Board") of the Dinosaur Ridge Metropolitan District (the "District") was held on October 3, 2022 at 1:30 p.m. The District Board meeting was held and properly noticed to be held via video/telephonic means through Microsoft Teams. The meeting was open to the public.

ATTENDANCE:

In attendance were Directors:

Tim Walsh, President

Matthew McBride, Secretary/Treasurer

Also in attendance were:

Denise Denslow and Shauna D'Amato; CliftonLarsonAllen LLP ("CLA")

Suzanne Meintzer, Esq.; McGeady Becher P.C.

ADMINISTRATIVE MATTERS

The meeting was called to order at 1:32 p.m. by Ms. Denslow.

Disclosures of Potential Conflicts of Interest: The Board noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Meintzer requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Meintzer noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes.

Quorum, Location of Meeting and Posting of Meeting Notices, and Agenda: A quorum was confirmed.

The Board discussed the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, the Board determined that to conduct the meeting via Microsoft Teams. The Board further noted that notice providing the Microsoft Teams information was duly posted and that they have not received any objections or any requests that the means of hosting the meeting be changed by taxpaying electors within its boundaries.

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Following discussion, upon motion duly made by Director Walsh, seconded by Director McBride and, upon vote, unanimously carried, the Board approved the agenda, as amended to include the appointment of officers.

Public Comment: There were no public comments.

Appointment of Officers: Following discussion, upon a motion duly made by Director McBride, seconded by Director Walsh and, upon vote, unanimously carried, the Board appointed the following slate of officers:

President: Matt McBride
Secretary and Treasurer: Tim Walsh

LEGAL MATTERS

Status of Real Estate Items: Attorney Meintzer and the Board discussed the status of real estate items.

Executive Session pursuant to Sections 24-6-402(a), (b) or (c), C.R.S., to receive legal advice on matters related to the real property conveyances and negotiations related to the property conveyances contemplated in the Minor Replat and Quit Claim Deed: Upon a motion duly made by Director McBride, seconded by Director Walsh and, upon vote, unanimously carried, the Board entered executive session at 1:34 p.m.

Upon a motion duly made by Director McBride, seconded by Director Walsh and, upon vote, unanimously carried, the Board exited from executive session at 1:46 p.m. The Board approved the below items.

Gateway Village Filing No. 1 Minor Replat, recorded April 18, 2022, at Reception No. 2022036370, in the real property records of Jefferson County, Colorado (the "Minor Replat"): Following discussion, upon a motion duly made by Director McBride, seconded by Director Walsh and, upon vote, unanimously carried, the Board approved the Minor Replat, subject to final negotiations with building and legal review.

Proposed quit claim deed from the District as Grantor to Aurum Golden, LLC as Grantee, regarding approximately 3,373 ft² of certain real property that was formerly a portion of Lot 4, Gateway Village Filing No. 1, Amended and Ratified Final Plat, 1st Amendment, recorded February 24, 2017 at Reception No. 2017021149 in the real

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property records of Jefferson County, Colorado, and which is currently a portion of Lot 1, Gateway Village Filing No. 1 Minor Replat, recorded April 18, 2022 at Reception No. 2022036370 in the real property records of Jefferson County, Colorado (the "Quit Claim Deed"). **Quit Claim Deed:** Following discussion, upon a motion duly made by Director McBride, seconded by Director Walsh and, upon vote, unanimously carried, the Board approved the Quit Claim Deed, subject to final negotiations with building and legal review.

Status of Operation Funding Agreement with Confluence Builders, LLC: Following discussion, upon a motion duly made by Director McBride, seconded by Director Walsh and, upon vote, unanimously carried, the Board approved the Operation Funding Agreement with Confluence Builders, LLC.

OTHER MATTERS

The Board discussed the process of appointing qualified electors to the Board with Attorney Meintzer.

ADJOURNMENT:

There being no further business to come before the Board at this time, upon a motion duly made by Director McBride, seconded by Director Walsh and, upon vote, unanimously carried, the Board adjourned the meeting at 1:51 p.m.

Respectfully Submitted:

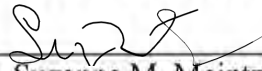


Secretary for the Meeting

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**ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Dinosaur Ridge Metropolitan District, I attended the executive session meeting the District convened at 1:34 p.m. on October 3, 2022 for the sole purpose of discussing legal advice concerning the negotiations related to real property conveyances as authorized by Section 24-6-402(a), (b), and (e), C.R.S.. I further attest it is my opinion that the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S., and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

Signed 
Suzanne M. Meintzer, Attorney

Dated: October 3, 2022