

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
WASHINGTON 25 METROPOLITAN DISTRICT NO. 3
(THE "DISTRICT")
HELD
SEPTEMBER 20, 2022

A special meeting of the Board of Directors of the District (referred to hereafter as the "Board") was convened on Tuesday, September 20, 2022, at 11:00 a.m. This District Board meeting was held by Zoom video conference. The meeting was open to the public via Zoom.

Directors In Attendance Were:

Patrick Chelin

Also In Attendance Was:

Paula J. Williams, Esq. and Jennifer S. Henry; McGeady Becher P.C.

Todd Swirczek and Paul Dietsch; Noddle Companies

Kevin Collins; Board Candidate

ADMINISTRATIVE
MATTERS

Disclosure of Potential Conflicts of Interest: Ms. Henry confirmed a quorum and 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 Colorado Secretary of State. The member of the Board was requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board member prior to this meeting in accordance with statute. Ms. Henry noted that disclosures of potential conflicts of interest were filed for Director Chelin pursuant to statute.

Resolution No. 2022-09-01 Declaring Intent to Return to Active Status: The Board discussed returning to Active Status. Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board adopted Resolution No. 2022-09-01 Declaring the District's Intent to Return to Active Status effective September 20, 2022.

Agenda: The Board reviewed the Agenda for the District's special meeting. Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board approved the Agenda.

Approval of Meeting Location: The Board entered into a discussion regarding the

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requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, the Board determined to conduct this meeting via Zoom and encouraged public participation via telephone/videoconference. Ms. Henry noted that notice of this meeting and Zoom information was duly posted, and the Board had not received any objections to the format of the meeting or any requests that the meeting be changed by taxpaying electors within the District's boundaries.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted on the District's website at least 24-hours prior to each meeting or if unavailable at the following physical location: on a fence within the boundaries of the District.

Public Comment: There was no public comment.

Report on May 3, 2022 Regular Election: It was noted that the May 3, 2022 Regular Directors' Election was cancelled as allowed by statute, as there were not more nominations received than seats available. There are four (4) vacancies on the Board.

Appointment of Eligible Elector: The Board discussed the vacancies and noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was published in a newspaper having general circulation in the District. No Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, eligible elector of the District, Kevin Collins, was nominated to serve on the Board. Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board appointed Kevin Collins to fill one (1) vacancy on the Board.

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

President – Patrick Chelin
Secretary – Jennifer S. Henry
Treasurer – Kevin Collins

September 24, 2018 Meeting Minutes: The Board reviewed the September 24,

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2018 organizational meeting minutes. Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board approved the September 24, 2018 organizational meeting minutes.

District's Website: Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board ratified approval of the Eligible Governmental Entity Agreement with the State of Colorado Statewide Internet Portal Authority for establishing a District website and authorized all actions necessary in connection therewith.

Development Update: Mr. Swirczek and Mr. Dietsch provided a development update to the Board, noting they anticipate closing(s) on property at the end of fiscal year 2023.

Resolution No. 2022-09-02 Intent to Declare Inactive Status: The Board discussed the business to be conducted in 2023 and determined the District would declare inactive status for fiscal year 2023. Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board adopted Resolution No. 2022-09-02 Declaring the District's Intent to Declare Inactive Status, effective January 1, 2023, and authorized staff to perform all necessary actions associated therewith.

District Insurance and Special District Association Membership Renewals: The District currently has a Position Schedule Bond in effect, and SDA membership is not required during the period of Inactive Status.

Transparency Notice Required Under Section 32-1-809, C.R.S.: Ms. Henry informed the Board that the transparency notice is not required during the period of Inactive Status.

FINANCIAL MATTERS

2018 Audit Exemption Application: Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board ratified approval of the 2018 Audit Exemption Application.

2022 Audit Exemption Application: The Board discussed the requirement of filing a 2022 Audit Exemption Application. Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board appointed Special District Management Services, Inc. to prepare and file the 2022 Audit Exemption Application.

Imposition of District Fees: Discussion deferred.

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2022 Budget Hearing: The President opened the public hearing to consider the proposed 2022 Budget and discuss related issues.

It was noted that a Notice stating that the Board would consider adoption of the 2022 Budget, along with the date, time and format of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

The Board reviewed the proposed 2022 Budget. Following discussion, the Board considered the adoption of Resolution No. 2022-09-03 to Adopt the 2022 Budget and Appropriate Sums of Money. Upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, Resolution No. 2022-09-03 was adopted, as discussed, and execution of the Certification of Budget was authorized. Legal Counsel was authorized to transmit the Certification of Budget to the Division of Local Government.

2023 Budget Hearing: A 2023 budget hearing was not required due to the District declaring Inactive Status for fiscal year 2023.

DLG-70 Mill Levy Certification Form: The Board considered authorizing District Counsel to prepare and sign the DLG-70 Mill Levy Certification Form for certification of zero (0) mills to the Adams County Board of County Commissioners and other interested parties. Following discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board authorized District Counsel to prepare and sign the DLG-70 Mill Levy Certification Form for certification of zero (0) mills to the Board of County Commissioners and other interested parties.

Preparation of 2024 Budget: No action taken by the Board.

LEGAL MATTERS

Resolutions Calling the May 5, 2020 and May 3, 2022 Regular Directors' Elections: Following review and discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the Board ratified approval of the Resolutions Calling the May 5, 2020 and May 3, 2022 Regular Directors' Elections.

May 2, 2023 Regular Directors' Election: The Board discussed the May 2, 2023 Regular Directors' election. Following review and discussion, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the

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Board adopted Resolution No. 2022-09-04; Resolution Calling a Regular Election for Directors on May 2, 2023, appointed Jennifer S. Henry as the Designated Election Official (“DEO”), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made and seconded by Director Chelin, and upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By Jennifer S. Henry
Secretary for the Meeting