

# RECORD OF PROCEEDINGS

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## MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENARGO MARKET METROPOLITAN DISTRICT NO. 2 HELD FEBRUARY 24, 2022

A Special Meeting of the Board of Directors (referred to hereafter as the “Board”) of the Denargo Market Metropolitan District No. 2 (referred to hereafter as the “District”) was held on Thursday, the 24<sup>th</sup> day of February 2022, at 4:30 p.m. The District Board meeting was held and properly noticed to be held via Zoom. The meeting was open to the public via Zoom.

### ATTENDANCE

#### Directors In Attendance Were:

Laura H. Newman  
Donald D. Cabrera  
Jeffrey D. Jones

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Newman and, upon vote, unanimously carried, the absence of Director Wenskoski was excused.

#### Also In Attendance Were:

Matt Cohrs; Special District Management Services, Inc. (“SDMS”)

Paula Williams, Esq. and Erica Montague, Esq.; McGeady Becher P.C.

Lindsay Ross; CliftonLarsonAllen LLP

Wade Davidson; Golub & Company LLC

### ADMINISTRATIVE MATTERS

**Disclosure of Potential Conflicts of Interest:** The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board and to the Secretary of State. It was noted that disclosures of potential conflicts of interest statements for each of the Directors had been filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Williams requested that the Directors consider whether they had any additional conflicts of interest to disclose. It was noted for the record that there were no additional 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 in accordance with the statutes.

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**Confirmation of Quorum, Location of Meeting and Posting of Meeting Notices:** Mr. Cohrs confirmed the presence of a quorum. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Newman and, upon vote, unanimously carried, the Board determined to conduct this meeting via Zoom meeting. The Board further noted that notice of the time, date and meeting access information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed were received from taxpaying electors within the District's boundaries.

**Agenda:** Mr. Cohrs reviewed with the Board a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Newman and, upon vote, unanimously carried, the Agenda was approved, as amended.

**Minutes:** The Board reviewed the Minutes of the November 16, 2021 and January 18, 2022 Special Meetings.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Jones and, upon vote, unanimously carried, the Minutes of the November 16, 2021 and January 18, 2022 Special Meetings were approved, as presented.

**Resignation of Director:** The Board acknowledged the resignation of Director David Smith effective as of February 1, 2022.

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

As such, eligible elector, Wade Davidson, was nominated to serve on the Board. Following discussion, upon motion duly made by Director Jones, seconded by Director Cabrera and, upon vote unanimously carried, the Board appointed Wade Davidson to fill the vacancy on the Board. The Oath of Office was administered.

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There were no public comments.

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**PUBLIC  
COMMENT**

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### FINANCIAL MATTERS

**2021 Budget Amendment Hearing:** The President opened the public hearing to consider an amendment to the 2021 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2021 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing.

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

Following discussion, upon motion duly made by Director Jones, seconded by Director Cabrera, and upon vote unanimously carried, the Board adopted Resolution No. 2022-02-01 to Amend the 2021 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

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### LEGAL MATTERS

**Service Plan Amendments:** Attorney Williams discussed the Service Plan Amendments and authorizing necessary actions related thereto. There was also discussion on the bonding cap in the original service plans, the operational mill levy cap and the description of powers of district. Attorney Williams will circulate a draft of the Letter of Intent next week.

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### OTHER MATTERS


There were no other matters.

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### ADJOURNMENT

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

Respectfully submitted,

By:   
Secretary for the Meeting