

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARD  
OF DIRECTORS OF

CHERRY CREEK SOUTH METROPOLITAN DISTRICT NOS.  
4-6

Held: Monday, November 21, 2022 at 3:00 p.m.

*This meeting was held via teleconference.*

**Attendance**

The Joint special meeting of the Board of Directors of Cherry Creek South Metropolitan District Nos. 4-6 was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, have confirmed their qualifications to serve, were in attendance:

Kurt Wolter  
Sarah Hunsche  
Kim Jensen  
Christopher Elliott

Director Brian Trybus was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were Kristin B. Tompkins, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; and Nancy Bach and Gigi Pangindian, CliftonLarsonAllen LLP, District Accountants.

**Call to Order/Declaration  
of Quorum**

It was noted that a quorum of the Boards was present and the meeting was called to order.

**Conflict of Interest  
Disclosures**

Ms. Murphy advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy 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. Ms. Murphy 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 a quorum or to otherwise enable the Boards to act.

**Approval of Agenda**

Ms. Murphy presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda, as presented.

**Public Comment**

None.

**Consider Approval of Minutes from October 27, 2022 Regular Meeting**

Ms. Murphy presented the October 27, 2022 regular meeting minutes to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes.

**Legal Matters**

Consider Rescinding Resolution Regarding Payment of Remaining Public Infrastructure Costs (District Nos. 4-6)

The Board discussed rescinding the Resolution Regarding Payment of Remaining Infrastructure Costs. Ms. Murphy noted that TruMark is no longer buying the land in the Districts so this resolution is no longer needed. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved rescinding the resolution.

Consider Rescinding TriParty Agreement Regarding Public Infrastructure between District No. 5, Tanterra Development, LLC and Trumark Homes Colorado LLC (District No. 5)

The Board discussed rescinding the TriParty Agreement Regarding Public Infrastructure between District No. 5, Tanterra Development, LLC and Trumark Homes Colorado LLC to the Board of District No. 5. Ms. Murphy noted that TruMark is no longer buying the land in the Districts so this resolution is no longer needed. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 unanimously approved rescinding the agreement.

Consider Approval of Independent Contractor Agreement with Westwood Professional Services, Inc. for Engineering Services (District No. 4)

Ms. Tompkins presented the Independent Contractor Agreement with Westwood Professional Services, Inc. (“Westwood”) to the Board of District No. 4. Ms. Tompkins noted the changes requested by Westwood which include the change in Section 15 from defense and indemnification to just defense and an addition of a section to limit the scope of liability to costs paid by the District to Westwood. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 approved the agreement with the change in Section 15 but not the addition of a section to limit the scope of liability to costs paid by the District to Westwood.

**Financial Matters**

Consider Adoption of Joint Resolution Regarding Acceptance of District Eligible Costs for Public

Ms. Pangindian presented the Joint Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Infrastructure Acquisition and Project Fund Disbursement Agreement with Tanterra Development, LLC to the Boards of District Nos. 5 and

Improvements pursuant to the Infrastructure Acquisition and Project Fund Disbursement Agreement with Tanterra Development, LLC (District Nos. 5 & 6)

6. Ms. Pangindian noted that CliftonLarsonAllen does not have the Accountant's Certification yet. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 5 and 6 unanimously adopted the resolution subject to receipt of the Accountant Certification report.

Consider Approval of Requisition Nos. 9 and 10 Related to the District No. 5's Limited Tax General Obligation Bonds, Series 2021<sup>(3)</sup> (District No. 5)

Ms. Pangindian presented the Board of District No. 5 with the Project Requisition No. 9. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 unanimously approved the Project Requisition No. 9.

Ms. Pangindian discussed Project Requisition No. 10 with the Board of District No. 5. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 unanimously approved the Project Requisition No. 10 subject to receipt of the Accountant Certification report for the Joint Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Infrastructure Acquisition and Project Fund Disbursement Agreement with Tanterra Development, LLC.

Discussion Regarding 2023 Mill Levies

Ms. Pangindian presented the 2023 mill levies to the Boards. No action was taken.

Consider Adoption of Resolutions Amending the Amended and Restated Service Plan

Ms. Murphy presented the Resolutions Amending the Amended and Restated Service Plan to the Boards. Following discussion, upon a motion duly made and seconded, the board unanimously adopted the resolutions, subject to final legal review and receipt of the Town's resolution.

**Other Business**

Consider Cancelling December 22, 2022 Board Meeting


The Boards requested to cancel the meeting on December 22, 2022.

## Adjourn

There being no further business to come before the Boards, and following discussion and upon a motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

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

The foregoing minutes were approved by District Nos. 4-6 on this 23rd day of February, 2023.

  
Kim Jensen (Mar 3, 2023 15:03 MST)

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Secretary for the Meeting