

RECORD OF PROCEEDINGS

**MINUTES OF A COMBINED SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
SHORES ON PLUM CREEK METROPOLITAN DISTRICT NOS. 1 - 8
(THE “DISTRICTS”)
HELD
NOVEMBER 29, 2023**

A combined special meeting of the Boards of Directors of The Shores on Plum Creek Metropolitan District Nos. 1-8 (referred to hereafter as the “Boards” and each a “Board”) was convened on November 29, 2023 at 10:30 a.m. This meeting was held via Microsoft Teams and open to the public.

ATTENDANCE

Directors In Attendance for District Nos. 1-8 Were:

Jon P. File, President

Glenda S. File, Secretary/Treasurer

Justine P. Ozbun, Vice-President/Assistant Secretary/Assistant Treasurer

Directors Joelle Balmer and Janae File were absent and excused.

Also, In Attendance Were:

Lisa A. Johnson, Ashley Heidt, Trish Witulski, and LaMont Harris;
CliftonLarsonAllen LLP

David O’Leary; Spencer Fane

Bruce Nickerson; Nickerson Company

ADMINISTRATIVE MATTERS

Call to Order and Agenda: The Boards called the meeting to order at 10:37 a.m. Following review, upon a motion duly made by Director J. File, seconded by Director Ozbun, and upon vote unanimously carried, the Boards approved the agenda, as amended and included the presentation and review of financial statements and review of the Front Range appraisal proposal. The Boards excused the absences of Directors Joelle File and Janae File.

Disclosures of Potential Conflicts of Interest: The Boards discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards were 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 Boards’ members prior to this meeting in accordance with statute. It was noted by Attorney O’Leary that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors, and no additional conflicts were disclosed at the meeting.

Quorum, Location of Meeting and Posting of Meeting Notices: A quorum of the Boards was confirmed. The Boards entered into a discussion regarding

RECORD OF PROCEEDINGS

the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Boards meeting. The Boards further noted that notice providing the time, date and video link information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by any interested person have been received.

Public Comment: There were no public comments.

Minutes from the November 16, 2022 Special Board Meeting: Following review, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards approved the minutes from the November 16, 2022 special Board meeting, as presented.

Resolution Regarding 2024 Annual Administrative Matters: Ms. Johnson reviewed the Resolution with the Boards. Following discussion, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards adopted the 2024 Annual Administrative Matters Resolution.

FINANCIAL MATTERS

Payment of Claims in the amount of \$689,012.78: Mr. Harris presented the claims to the Boards. Following discussion, upon a motion duly made by Director G. File, seconded by Director J. File, and upon vote unanimously carried, the Boards approved and ratified the payment of claims in the amount of \$689,012.78.

September 30, 2023 Unaudited Financial Statements: Mr. Harris reviewed the financial statements with the Boards. Following discussion, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards accepted the September 30, 2023 unaudited financial statements, as presented.

Public Hearing to Consider Amendment of the 2023 Budgets: The Boards determined no amendments were necessary.

Public Hearing on the Proposed 2024 Budgets and Resolution to Adopt the 2024 Budget and Appropriate Sums of Money and to Set Mill Levies: The Boards opened the public hearing to consider the proposed 2024 Budgets at 10:53 a.m.

It was noted that notice stating that the Boards would consider adoption of the 2024 budgets and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

RECORD OF PROCEEDINGS

No public comments were received, and the public hearing was closed at 10:54 a.m.

Mr. Harris reviewed the mill levy breakdown supplied as a post packet item. Discussion ensued regarding the mill levies and the legislative special session that took place.

Mr. Harris reviewed the budgets with the Boards and discussion followed regarding District No. 10 funding as well as their obligation to pay for the improvements constructed to serve the Property. The Boards confirmed the amount of reimbursement of \$100,000.

Following discussion, upon motion duly made by Director G. File, seconded by Director Ozbun, and upon vote unanimously carried, the Boards approved the 2024 budgets and adopted the resolution to adopt the 2024 budgets and appropriate sums of money and to set mill levies, subject to final review by Director G. File and Director J. File and receipt of final assessed valuation from Weld County.

District Accountant to Prepare the DLG-70 Certification of Tax Levies Form for Certification to the Board of County Commissioners and other interested parties: Following review, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards authorized the District accountant to prepare and file the DLG-70 Certification of Tax Levies form with the Board of County Commissioners and other interested parties.

Engagement Letter with Wipfli to Prepare the 2023 Audit for District Nos. 1, 4 and 8: Mr. Harris noted that District Nos. 1, 4, 6, and 8 need 2023 audits prepared. Following review, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards approved the engagement letter with Wipfli to prepare the 2023 Audits for Districts 1, 4, 6 and 8.

Acceptance of 2022 Audit for District No. 1: Following discussion, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, District No. 1 Board ratified approval of the 2022 Audit.

Acceptance of 2022 Audit Exemptions for District Nos. 2-8: Following review, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards ratified approval of the 2022 Audit Exemptions for District Nos. 2-8.

LEGAL MATTERS

Resolution Provided for Directors' Exclusion from Worker Compensation

RECORD OF PROCEEDINGS

Coverage: Attorney O’Leary presented the Resolution to the Boards. Following review, upon a motion duly made by Director Ozbun, seconded by Director G. File, and upon vote unanimously carried, the Boards adopted the Resolution Provided for Directors’ Exclusion from Worker Compensation Coverage.

MANAGER MATTERS

CliftonLarsonAllen LLP Master Services Agreement and Statement(s) of Work for 2024: Ms. Johnson reviewed the Master Services Agreement and the Statements of Work with the Boards. Following review, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards approved the CliftonLarsonAllen LLP Master Services Agreement and Statements of Work for 2024.

2024 Insurance Renewal: Ms. Johnson reviewed the insurance renewals with the Boards. The Boards confirmed no public improvements have completed at this time. Following review, upon a motion duly made by Director G. File, seconded by Director J. File, and upon vote unanimously carried, the Boards approved the 2024 insurance renewal.

Membership in the Special District Association for 2024: Following review, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards authorized the Districts’ membership renewals with the Special District Association for 2024.

Ranger Engineering LLC Proposal for Engineering Services: Ms. Johnson and Director G. File presented the proposal to the Boards. Following review, upon a motion duly made by Director G. File, seconded by Director J. File, and upon vote unanimously carried, the Boards ratified approval of the Ranger Engineering LLC proposal.

Cost Certification Report No. 1: The Boards reviewed the cost verification report No. 1 prepared by Ranger Engineering. The total eligible costs to date amount to \$604,422.17. Following review, upon a motion duly made by Director G. File, seconded by Director J. File, and upon vote unanimously carried, the Boards accepted the Cost Certification Report No. 1.

It was determined Attorney O’Leary will draft a reimbursement resolution for the Boards signatures. Discussion ensued. Following discussion, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards authorized and approved Attorney O’Leary to draft the reimbursement resolution, subject to final review by Director G. File and Director J. File.

OTHER BUSINESS

Front Range Appraisals for Philly Lake: Mr. Nickerson presented a proposal for the appraisal of Philly Lake to the Boards.


RECORD OF PROCEEDINGS

Following discussion, upon a motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards approved Front Range Appraisals to complete the appraisal of Philly Lake.

ADJOURNMENT

There being no further business to come before the Boards at this time, upon motion duly made by Director J. File, seconded by Director G. File, and upon vote unanimously carried, the Boards adjourned the meeting at 11:55 a.m.

Respectfully submitted,

By: 
Secretary for the Meeting

Signed by:
4AD84E4B2A544CC

Certificate Of Completion

Envelope Id: 1F08D12FCE39416EB6F28F21C62999D6

Status: Completed

Subject: Shores on Plum Creek MD Nos. 1-8 & MD10 - 11/18/24 & 11/25/24 Signature Items (29)

Client Name: Shores on Plum Creek MD Nos. 1-8

Client Number: Shores on Plum Creek MD Nos. 1-8

Source Envelope:

Document Pages: 150

Signatures: 58

Envelope Originator:

Certificate Pages: 5

Initials: 0

Marlena Brzeska-Cloyd

AutoNav: Enabled

220 S 6th St Ste 300

Envelopeld Stamping: Enabled

Minneapolis, MN 55402-1418

Time Zone: (UTC-06:00) Central Time (US & Canada)

Marlena.Brzeska-Cloyd@claconnect.com

IP Address: 73.78.65.233

Record Tracking

Status: Original

Holder: Marlena Brzeska-Cloyd

Location: DocuSign

11/27/2024 11:45:25 AM

Marlena.Brzeska-Cloyd@claconnect.com

Signer Events

Glenda File

glendafile@outlook.com

Secretary/Treasurer

Security Level: Email, Account Authentication (None)

Signature

Signed by:

 4ADB4E462A544CC...

Signature Adoption: Drawn on Device
 Using IP Address: 72.216.75.171

Timestamp

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Resent: 12/3/2024 10:27:10 AM

Viewed: 12/3/2024 6:09:00 PM

Signed: 12/3/2024 6:12:31 PM

Electronic Record and Signature Disclosure:

Accepted: 12/3/2024 6:09:00 PM

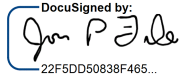
ID: 03720e9c-ed2b-40f9-8459-91709e6e0792

Jon File

Jon.file@comcast.net

President

Security Level: Email, Account Authentication (None)

DocuSigned by:

 22F5DD50838F465...

Signature Adoption: Drawn on Device
 Using IP Address: 72.216.75.171

Sent: 11/27/2024 12:46:34 PM

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Viewed: 12/3/2024 6:16:12 PM

Signed: 12/3/2024 6:18:02 PM

Electronic Record and Signature Disclosure:

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In Person Signer Events

Signature

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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

Miller, Katie

kamiller@spencerfane.com

Security Level: Email, Account Authentication (None)

COPIED

Sent: 11/27/2024 12:46:35 PM

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

Carbon Copy Events**Status****Timestamp**

SD Records

sdrecordsretention@claconnect.com

Security Level: Email, Account Authentication
(None)**Electronic Record and Signature Disclosure:**

Accepted: 10/5/2023 9:27:44 AM

ID: 2eeab7cf-9041-488d-bed0-8baedf289723

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Sent: 11/27/2024 12:46:35 PM

Viewed: 12/4/2024 1:51:43 PM

Witness Events**Signature****Timestamp****Notary Events****Signature****Timestamp****Envelope Summary Events****Status****Timestamps**

Envelope Sent

Hashed/Encrypted

11/27/2024 12:46:35 PM

Certified Delivered

Security Checked

12/3/2024 6:16:12 PM

Signing Complete

Security Checked

12/3/2024 6:18:02 PM

Completed

Security Checked

12/3/2024 6:18:02 PM

Payment Events**Status****Timestamps****Electronic Record and Signature Disclosure**

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