

MINUTES OF A JOINT SPEICAL MEETING OF THE
BOARDS OF DIRECTORS

OF THE

MAYBERRY, COLORADO SPRINGS METROPOLITAN
DISTRICT NOS. 1 & 2

Held: Thursday, April 9, 2020, at 10:00 A.M.
Due to Emergency Conditions, the Meeting was
conducted by teleconference

ATTENDANCE

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Lee Merritt

Also present were: Jennifer Gruber Tanaka, Esq., and Allison C. Fogg, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; and Randy Goodson, Accretive Investments.

**ADMINISTRATIVE
MATTERS**

Call to Order

The meeting was called to order.

Declaration of Quorum and
Confirmation of Director
Qualifications

Ms. Tanaka noted that a quorum for each of the Boards was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures of
Potential or Existing Conflicts
of Interest

Ms. Tanaka advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka reported that disclosures for those directors with 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. Tanaka noted that a quorum was present and 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 Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Combined Meetings

The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Mayberry, Colorado Springs

Metropolitan District Nos. 1 and 2, collectively.

Approval of Agenda

Ms. Tanaka presented the Boards with the proposed agenda for the meeting. Upon motion, duly seconded, the Boards unanimously approved the agenda as amended.

PUBLIC COMMENT

None.

CONSENT AGENDA

The Boards were presented with the consent agenda items. Upon motion, duly seconded, the Boards unanimously took the following actions:

- a. Administrative Matters
 - i. Approved the Minutes from the December 5, 2020 Joint Special Meeting
 - ii. Adopted Resolution 2020-04-01: Joint Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular Meetings
 - iii. Adopted Resolution 2020-04-02: Joint Resolution Establishing an Electronic Signature Policy
 - iv. Ratified the Payment of Claims (\$21,221.39) (April 2019)
 - v. Ratified the Payment of Claims (\$9,640.97) (May 2019)
 - vi. Ratified the Payment of Claims (\$28,409.52) (August 2019)
 - vii. Ratified the Payment of Claims (\$12,312.05) (September 2019)
 - viii. Ratified the Payment of Claims (\$13,540.16) (October 2019)
 - ix. Ratified the Payment of Claims (\$ 10,626.52) (November 2019)
 - x. Ratified the Payment of Claims (\$ 21,595.43) (December 2019)
 - xi. Ratified the Payment of Claims (\$3,132.72) (January 2020)
 - xii. Ratified the Payment of Claims (\$6,245.99) (February 2020)
 - xiii. Ratified the Payment of Claims (\$14,108.56) (March 2020)
 - xiv. Ratified the Engagement of White & Jankowski, LLC as Water Rights Counsel (District Nos. 1 and 2)
 - xv. Approval and Acceptance of Assignment and Assumption of Grant of Easement with Ellicott Utilities Company, LLC, dated April 7, 2020
 - xvi. Approval and Acceptance of Bill of Sale from Ellicott Utilities Company, LLC, dated April 7, 2020, for Water and Well Improvements

CONSULTANT MATTERS

Discussion on Management
and Accounting Services

Ms. Tanaka reported that Special District Management Services, Inc. (“SDMS”), submitted its notice of termination to the Board of District No. 1 yesterday. She also noted that SDMS acknowledges that it did not accept the engagement for District No. 2, and, therefore, no termination of services is required. Ms. Tanaka noted that Ms. Johnson also recently left SDMS and is now with CliftonLarsonAllen, LLP, which also provides management and accounting services. The Boards discussed the ongoing needs for management services and requested that SDMS waive the non-compete that is in place for Ms. Johnson for District No. 1 to allow for cohesive management services for the overall project. Upon motion, duly seconded, the Boards authorized the engagement of CliftonLarsonAllen, LLP for management and accounting services for District No. 2 and for District No. 1, upon receipt of a waiver of non-compete from SDMS.

LEGAL MATTERS

Public hearing to consider
exclusion of approximately
424 acres of property owned
by Colorado Springs
Mayberry, LLC, from
Mayberry, Colorado Springs
Metropolitan District No. 1.
Consider adoption of
Resolution No. 2020-04-03,
Resolution and Order for
Exclusion of Real Property

Ms. Tanaka reported that a petition for exclusion was received from Colorado Springs Mayberry, LLC for the exclusion of approximately 424 acres of property from the Mayberry, Colorado Springs Metropolitan District No. 1. Ms. Tanaka reported that publication of the hearing was properly made in accordance with Colorado law and no objections were received. Mr. Merritt opened the public hearing for public comment. There being no public comment, Mr. Merritt closed the public hearing.

After consideration, upon motion, duly seconded, the Board unanimously approved the exclusion and adopted Resolution No. 2020-04-03, Resolution and Order for Exclusion of Real Property.

OTHER BUSINESS

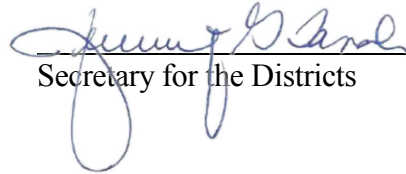
Next Joint Regular Meeting

The next joint regular meeting is scheduled for November 13, 2020 at 1:00 P.M.

ADJOURNMENT

There being no further business to come before the Boards, upon motion, second and unanimous vote, the meeting was adjourned.

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


Secretary for the Districts