

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

BIG SKY METROPOLITAN DISTRICT NO. 1

Held: Wednesday, June 16, 2021 at 1:00 p.m. via teleconference.

*Due to the Executive Order issued by Governor Polis on April 26, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-28 implementing the Executive Order, issued by the Colorado Department of Public Health and Environment (CDPHE) on April 26, 2020, the meeting was held via teleconference.*

Attendance

The special meeting of the Board of Directors of the Big Sky Metropolitan District No. 1 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:

Thomas Morton, President  
Todd Johnson, Treasurer/Secretary

Also present were Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; and Charles Norton, Norton & Smith, P.C. (Special Counsel to District).

Call to Order/Declaration of Quorum

It was noted that a quorum of the Board was present and Director Morton called the meeting was to order.

Conflict of Interest Disclosures

Mr. White advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. White inquired into whether members of the Board 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 Board to act.

Approval of Agenda

Mr. White presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Consider Approval of Minutes from the May 25, 2021 Special Meeting

Mr. White presented the Minutes from the May 25, 2021 Special Meeting to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the minutes.

Public Comment

None.

Legal Matters

Consider Approval of First Amendment to Funding and Reimbursement Agreement (O&M) with CDN Red Rocks, LP

Mr. White presented the First Amendment to Funding and Reimbursement Agreement (O&E) with CDN Red Rocks, LP to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Consider Approval of Litigation Funding and Reimbursement Agreement with CDN Red Rocks, LP

Mr. White presented the Litigation Funding and Reimbursement Agreement with CDN Red Rocks, LP to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Discussion re *Order: Cross Motion for Summary Judgement* and Consider Authorization to Appeal the Order

The Board engaged in a Discussion regarding Order: Cross Motion for Summary Judgement, and Consider Authorization to Appeal the Order.

Executive Session pursuant to § 24-6-402(4)(b) & (e), C.R.S., to receive legal advice on specific legal questions related to ongoing litigation with Green Mountain Water and Sanitation District, and determine positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators with respect ongoing litigation with Green Mountain Water and

Upon a motion duly made by Director Morton and seconded by Director Johnson, followed by an affirmative vote of at least two-thirds of the quorum present, the Board entered into executive session at 1:11 P.M. for the purpose of conferring with special counsel regarding content of the order and District's options, including appeal, related to ongoing litigation with Green Mountain Water and Sanitation District, pursuant to Section 24-6-402(4)(b), C.R.S.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of legal counsel to the District, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Director Morton motioned to exit executive session, Director Johnson seconded, and the Board unanimously agreed to exit executive session. The Board reconvened in regular session at 1:23 P.M.

Sanitation District.

Following discussion, upon a motion duly made and seconded, the Board unanimously authorized legal counsel to appeal the Order.

Financial Matters

None.

Other Business

Next Meeting – November 16, 2021

Adjourn

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

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



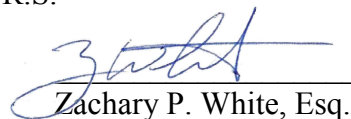
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Secretary for the Meeting

The foregoing minutes were approved on the 16<sup>th</sup> day of November, 2021.

**ATTORNEY STATEMENT  
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Big Sky Metropolitan District No. 1, I attended the executive session meeting Big Sky Metropolitan District No. 1 convened at 1:11 PM on June 16, 2021, for the sole purpose of discussing conferring with special counsel to receive legal advice on specific legal questions related to ongoing litigation with Green Mountain Water and Sanitation District, and determine positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators with respect ongoing litigation with Green Mountain Water and Sanitation District as authorized by Section 24-6-402(4)(b), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.



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Zachary P. White, Esq.