

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

BIG SKY METROPOLITAN DISTRICT NO. 1

Held: Wednesday, May 10, 2023, at 3:00 p.m. at 2154 E. Commons Avenue, Suite 2000, Centennial, Colorado 80122, and 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, having 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, District General Counsel; Charles Norton, Norton & Smith, P.C.; and Alex Fink, CliftonLarsonAllen, District Accountant.

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.

Public Comment

None.

Consent Agenda

Mr. White reviewed the items on the consent agenda with the Board. Mr. White advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any

director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- November 16, 2022 Special Minutes
- 2022 Audit Exemption

Legal Matters

None.

Executive Session pursuant to § 24-6-402(4)(b) & (e), C.R.S., to (i) 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, and (ii) to receive legal advice on specific legal questions related to a request to the City of Lakewood to remove parcels from its wastewater service area.

Mr. White discussed the need for an executive session, noting the litigation issues and citing statutory language governing executive sessions with the Board.

Upon motion by Director Morton, seconded by Director Johnson, and upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 3:12 P.M., for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators pursuant to § 24-6-402(4)(e).

Pursuant to § 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 the District’s attorney, constitutes privileged, attorney-client communication pursuant to § 24-6-402(4)(b), C.R.S.

Also pursuant to § 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, or regulation or take formal action during execution session.

The Boards reconvened in regular session at 3:40 P.M.

Following discussion, upon a motion duly made and seconded, the Board unanimously authorized a will-serve letter, subject to final approval by legal counsel.

Financial

Consider Approval of Payables/Financials

None.

Other Business

Next Meeting – December 15, 2023, at 11:00 a.m.

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 at 3:42 p.m.

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

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke, positioned above a solid horizontal line.

Secretary for the Meeting

The foregoing minutes were approved on the 15th day of December 2023.