

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
TALLYN'S REACH AUTHORITY AND
TALLYN'S REACH METROPOLITAN DISTRICT NOS. 2 AND 3
HELD
APRIL 19, 2022

A joint special meeting of the Board of Directors of the Tallyn's Reach Authority, and Tallyn's Reach Metropolitan District Nos. 2 and 3 (referred to hereafter as the "Board" and/or "Boards") was convened on Tuesday, April 19, 2022, at 6:00 p.m. This Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance for the Authority:

David Patterson, President
BJ Pell, Vice-President/Assistant Secretary
Harry Yosten, Treasurer
Mike Dell'Orfano, Assistant Secretary

Director Craig Wagner was absent.

Directors in Attendance for MD 2:

BJ Pell, President
William Barcus, Vice President/Treasurer
Brian Baisch, Secretary

Directors in Attendance for MD 3:

Mike Dell'Orfano, President
Harry Yosten, Vice President/Treasurer
David Patterson, Secretary
Brian Crandall, Assistant Secretary

Director Craig Wagner was absent.

Also in Attendance Were:

Blair Dickhoner, Esq.; White Bear Ankele Tanaka & Waldron ("WBA")
Denise Denslow, Nic Carlson, Shelby Clymer, and Terri Boroviak;
CliftonLarsonAllen LLP ("CLA")

Public in Attendance:

Julie Andersen, Julie Huygen, John Portwood, Art Lehl, and Derek Stephens.

ADMINISTRATIVE MATTERS

Call to Order: The meeting was called to order at 6:01 p.m.

Agenda: Following review and discussion, upon a motion duly made and seconded, upon vote, unanimously carried, the Board approved the Agenda, as amended, and excused the absence of Director Wagner.

RECORD OF PROCEEDINGS

Disclosures of Potential Conflicts of Interest: Attorney Dickhoner advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Attorney Dickhoner 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. Attorney Dickhoner 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 quorums or to otherwise enable the Boards to act.

Quorum: A quorum was confirmed for each Board for the meeting, the meeting location and posting of meeting notice.

Public Comment: None.

CONSENT AGENDA

Ms. Denslow reviewed the Consent Agenda with the Boards and noted that any item may be removed from the Consent Agenda to the regular Agenda upon the request of any Director. Upon a motion duly made and seconded, upon vote, unanimously carried, the following items on the Consent Agenda were approved, ratified and/or adopted, as appropriate and amended, except for Item C. which was pulled from the Consent Agenda for further discussion:

- A. **Authority:** Approval of Minutes of March 15, 2022 regular meeting.
- B. **MDs 2 & 3:** Approval of Minutes of November 16, 2021 special meeting.
- C. **Authority:** Approval of Sean Walsh Consulting, Inc. Independent Contractor Agreement.
- D. **Authority:** Ratify approval of Independent Contractor Agreement with Brightview Landscape Services, Inc. for annual bed transition to perennial beds.

SEAN WALSH CONSULTING AGREEMENT

Authority – Sean Walsh Consulting, Inc. Independent Contractor Agreement: Director Yosten stated that he believes that the Authority does need assistance in this process but that he would like to better understand what the proposal entails, and potentially solicit other proposals. Director Patterson stated that other vendors were contacted but did not respond. However, if there are other options, and if the Board determines that they would like to proceed with the use of a consultant, then other proposals should be sought. Discussion followed regarding receiving prices in the format of an hourly engagement and the solicitation of other proposals. Consensus of the Board was to engage a consultant to assist with the election. The Board determined that they would wait to have further discussions with Mr. Walsh. Discussion followed regarding the process. The consensus was to have a committee review and then make a recommendation to the Board. No Board action was taken at this time.

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FINANCIAL MATTERS

MDs 2 & 3 - 2021 Audits: Ms. Clymer introduced Ms. Boroviak, the new accounting controller, to the Boards. She then provided an overview of the 2021 Audits to the Boards. Ms. Clymer noted that the auditors are still finalizing and that comments from legal counsel have already been incorporated. Following review and discussion, upon a motion duly made and seconded, unanimously carried, the Boards approved the 2021 Audits.

LEGAL MATTERS

MD 2 – Resolution Initiating Consolidation: Attorney Dickhoner reviewed the summary memorandum that was provided prior to the meeting. Following review and discussion, upon a motion duly made and seconded, unanimously carried, the Board adopted the Resolution to Initiate the Consolidation of Two or More Special Districts.

MD 3 – Resolution Concurring with Consolidation: Following review and discussion, upon a motion duly made and seconded, unanimously carried, the Board adopted the Resolution Concurring with the Consolidation of Two or More Special Districts.

MD 2 – Resolution Affirming Appointment of Representatives to the Authority Board of Directors: Attorney Dickhoner reviewed the Resolution with the Board. Following review and discussion, upon a motion duly made and seconded, unanimously carried, the Board appointed Directors Yosten and Pell to the Authority Board, appointed Director Crandall to replace the vacancy left by Director Wagner’s resignation and adopted the Resolution Appointing Board Members to Serve on the Board of Directors of the Tallyn’s Reach Authority. All other current appointees would remain the same.

MD 3 – Resolution Affirming Appointment of Representatives to the Authority Board of Directors: Attorney Dickhoner reviewed the Resolution with the Board. Following review and discussion, upon a motion duly made and seconded, unanimously carried, the Board appointed Directors Dell’Orfano and Patterson to the Authority Board, appointed Director Crandall to replace the vacancy left by Director Wagner’s resignation and adopted the Resolution Appointing Board Members to Serve on the Board of Directors of the Tallyn’s Reach Authority. All other current appointees would remain the same.

Authority – Bill of Sale and Assignment by the Authority to and for the Benefit of TREA SH Tallyn’s Reach, LLC: Director Yosten provided background and context on this item, noting that the only party who benefits from this meter/controller is the Sanctuary. The Sanctuary has indicated willingness to participate in this assignment. TREA will not turn the water on until the transfer is complete. Following review and discussion, upon a motion duly made and seconded, unanimously carried, the Board approved the Bill of Sale and Assignment.

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Authority – Landscape Committee Report: Director Yosten reviewed the memorandum that was included in the packet. Discussion followed regarding the requests for lights at the dog stations. Consensus was to not install the dog station lights.

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Additionally, Brightview Landscape Services, Inc. has requested a fuel surcharge due to current economic conditions. The contract does not permit for the use of a surcharge without Board consent. Discussion followed regarding the structure and amount of the surcharge, which will be approximately \$400 per month. The Board indicated that they would consent to this, as presented, but that no further increases will be accepted without prior notice. Attorney Dickhoner will draft the letter stating that the Board will consent to 2.5% fuel surcharge for no more than 6 months, and that any further adjustments would require additional consent.

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Authority – Quorum for Next Regular Board Meeting on July 19, 2022 at 6:00 p.m.: The Board confirmed an anticipated quorum.


MDs 2 & 3 – Quorum for Next Regular Board Meeting on November 15, 2022 at 5:30 p.m.: The Board confirmed an anticipated quorum.

RECORD OF PROCEEDINGS


ADJOURNMENT

There being no further business to come before the Boards, upon a motion duly made and seconded, upon vote, unanimously carried, the Boards adjourned the meeting at 7:47 p.m.

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

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Brian K. Baisch
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DocuSigned by:

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Secretary for the Meeting

Certificate Of Completion

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Status: Completed

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Client Name: Tallyn's Reach

Client Number: 011-045194-OS07-2022

Source Envelope:

Document Pages: 9

Signatures: 5

Envelope Originator:

Certificate Pages: 5

Initials: 0

Cindy Jenkins

AutoNav: Enabled

220 S 6th St Ste 300

Enveloped Stamping: Enabled

Minneapolis, MN 55402-1418

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

Cindy.Jenkins@claconnect.com

IP Address: 165.225.10.184

Record Tracking

Status: Original

Holder: Cindy Jenkins

Location: DocuSign

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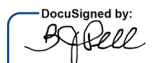
Cindy.Jenkins@claconnect.com

Signer Events

BJ Pell

bjnsteve95@yahoo.com

Secretary

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Signed: 6/8/2022 3:53:19 PM

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Signed using mobile

Electronic Record and Signature Disclosure:

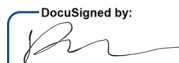
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David Patterson

david.patterson@falck.com

President

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Signature Adoption: Drawn on Device

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Signed using mobile

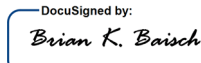
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Brian K. Baisch

brian.baisch@baischventures.com

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Signature Adoption: Pre-selected Style

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brian.baisch@baischventures.com

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Electronic Record and Signature Disclosure:

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In Person Signer Events**Signature****Timestamp****Editor Delivery Events****Status****Timestamp**

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Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
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Signing Complete	Security Checked	6/11/2022 9:04:07 AM
Completed	Security Checked	6/11/2022 9:04:07 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact CliftonLarsonAllen LLP:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: BusinessTechnology@CLAconnect.com

To advise CliftonLarsonAllen LLP of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at BusinessTechnology@CLAconnect.com and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

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To request paper copies from CliftonLarsonAllen LLP

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

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HELD
APRIL 19, 2022

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David Patterson, President
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Harry Yosten, Treasurer
Mike Dell'Orfano, Assistant Secretary

Director Craig Wagner was absent.

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Public in Attendance:

Julie Andersen, Julie Huygen, John Portwood, Art Lehl, and Derek Stephens.

ADMINISTRATIVE MATTERS

Call to Order: The meeting was called to order at 6:01 p.m.

Agenda: Following review and discussion, upon a motion duly made and seconded, upon vote, unanimously carried, the Board approved the Agenda, as amended, and excused the absence of Director Wagner.

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Quorum: A quorum was confirmed for each Board for the meeting, the meeting location and posting of meeting notice.

Public Comment: None.

CONSENT AGENDA

Ms. Denslow reviewed the Consent Agenda with the Boards and noted that any item may be removed from the Consent Agenda to the regular Agenda upon the request of any Director. Upon a motion duly made and seconded, upon vote, unanimously carried, the following items on the Consent Agenda were approved, ratified and/or adopted, as appropriate and amended, except for Item C. which was pulled from the Consent Agenda for further discussion:

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DocuSigned by:
Brian K. Baisch
8D237B8EB967470...

DocuSigned by:

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Certificate Of Completion

Envelope Id: D614709220F84FD4930DA0747ECADBED

Status: Completed

Subject: Please DocuSign: Tallyn's Reach - Minutes to Sign

Client Name: Tallyn's Reach

Client Number: 011-045194-OS07-2022

Source Envelope:

Document Pages: 9

Signatures: 5

Envelope Originator:

Certificate Pages: 5

Initials: 0

Cindy Jenkins

AutoNav: Enabled

220 S 6th St Ste 300

Enveloped Stamping: Enabled

Minneapolis, MN 55402-1418

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

Cindy.Jenkins@claconnect.com

IP Address: 165.225.10.184

Record Tracking

Status: Original

Holder: Cindy Jenkins

Location: DocuSign

6/8/2022 12:22:03 PM

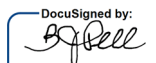
Cindy.Jenkins@claconnect.com

Signer Events

BJ Pell

bjnsteve95@yahoo.com

Secretary

Security Level: Email, Account Authentication
(None)**Signature**DocuSigned by:

5D0F27EA0668456...**Timestamp**

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Viewed: 6/8/2022 3:53:04 PM

Signed: 6/8/2022 3:53:19 PM

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Using IP Address: 172.58.61.74

Signed using mobile

Electronic Record and Signature Disclosure:

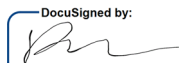
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David Patterson

david.patterson@falck.com

President

Security Level: Email, Account Authentication
(None)DocuSigned by:

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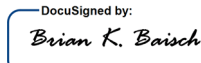
Electronic Record and Signature Disclosure:

Accepted: 6/9/2022 6:20:09 AM

ID: 94cc9aac-826c-4406-b070-cad657dac587

Brian K. Baisch

brian.baisch@baischventures.com

Security Level: Email, Account Authentication
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Intermediary Delivery Events	Status	Timestamp
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Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	6/8/2022 12:28:44 PM
Certified Delivered	Security Checked	6/11/2022 8:59:53 AM
Signing Complete	Security Checked	6/11/2022 9:04:07 AM
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