

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
TALLYN'S REACH METROPOLITAN DISTRICT NOS. 2 AND 3
(THE "DISTRICTS")
HELD
NOVEMBER 16, 2021

A special meeting of the Boards of Directors of the Tallyn's Reach Metropolitan District Nos. 2 and 3 (referred to hereafter as the "Boards") was convened on Tuesday, November 16, 2021, at 5:30 p.m. Via Teleconference. The joint meeting of the Boards was held and properly noticed to be held via video enabled web conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were MD No. 2:

BJ Pell, President
William ("Bill") Barcus
Brian Baisch

Directors in Attendance Were MD No. 3:

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

Absent and excused was Director Wagner.

Also in Attendance Were:

Blair Dickhoner, Esq.; White Bear Ankele Tanaka & Waldron, Legal Counsel
Celeste Terrell and Thuy Dam; CliftonLarsonAllen LLP ("CLA")

CALL TO ORDER

The meeting was called to order at 5:35 p.m.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Mr. Dickhoner advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. 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. Mr. 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.

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ADMINISTRATIVE MATTERS

Quorum/Confirmation of Meeting Location/Posting of Notice: Ms. Terrell confirmed a quorum for each Board, the location of the meeting, and the posting of the meeting notice.

Agenda: Following review and discussion, upon motion duly made by Director Yosten, seconded by Director Barcus and, upon vote unanimously carried, the Boards each approved the Agenda, as presented, and excused the absence of Director Wagner.

Public Comment: There was no public in attendance for comment.

Joint Resolution No. 2021-11-01 Designating the Location of Regular Meetings of the Boards of Directors: Attorney Dickhoner reviewed the resolution with the Boards. Following review, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards of each District adopted the Joint Resolution No. 2021-11-01 Designating the Location of Regular Meetings of the Boards of Directors, noting the meetings will be held virtually or at the clubhouse.

2022 Joint Annual Administrative Resolution No. 2021-11-02: Attorney Dickhoner reviewed the resolution with the Boards. Following review, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards each adopted the 2022 Joint Annual Administrative Resolution No. 2021-11-02, as amended to remove board member compensation and set regular meetings as the third Tuesday of November 2022.

2022 Insurance Renewal and Documents Needed to Obtain or Maintain Insurance Coverage Through the Colorado Special Districts Property and Liability Pool or TCW Risk Management and Authorize Membership in the Special District Association: Following review, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards each approved of the 2022 insurance renewal and the documents needed to obtain or maintain insurance coverage through the Colorado Special Districts Property and Liability Pool or TCW Risk Management and authorized membership in the Special District Association.

CONSENT AGENDA

The Boards were advised 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 motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted, as appropriate:

- **MD No. 2: Minutes of March 9, 2021 Special Meeting**

Following review, upon a motion duly made by Director Pell, seconded by Director Barcus and, upon vote, unanimously carried, the Board approved the March 9, 2021 Special Meeting Minutes, as presented.

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- **MD No. 3: Minutes of May 4, 2021 Special Meeting**

Following review, upon a motion duly made by Director Yosten, seconded by Director Dell'Orfano and, upon vote, unanimously carried, the Board approved the May 4, 2021 Special Meeting Minutes, as presented.

FINANCIAL MATTERS

September 30, 2021 Unaudited Financial Statements: Ms. Dam reviewed the cash sheet and the property tax schedule with the Boards. Following review, upon a motion duly made, seconded and, upon vote, unanimously carried, the Boards approved their respective September 30, 2021 Unaudited Financial Statements, as presented.

2022 Budget Hearing (MD 2) and Resolution No. 2021-11-03: Ms. Terrell opened the public hearing on the 2022 Budget at 6:04 p.m. Ms. Terrell noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting.

Ms. Dam reviewed the 2022 Budget with the Board.

There being no public comment, the hearing was closed at 6:09 p.m.

Following review, upon a motion duly made by Director Pell, seconded by Director Barcus and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-03 to Adopt 2022 Budget, Imposing Mill Levy and Appropriating Funds, as amended to separate out the debt service mill levy and the operations and maintenance mill levy.

2022 Budget Hearing (MD 3) and Resolution No. 2021-11-03: Ms. Terrell opened the public hearing on the 2022 Budget at 6:10 p.m. Ms. Terrell noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting.

Ms. Dam reviewed the 2022 Budget with the Board.

There being no public comment, the hearing was closed at 6:18 p.m.

Following review, upon a motion duly made by Director Yosten, seconded by Director Crandall and, upon vote, unanimously carried, the Board adopted Resolution N0. 2021-11-03 to Adopt 2022 Budget, Imposing Mill Levy and Appropriating Funds, as amended to separate out the debt service mill levy and the operations and maintenance mill levy.

Engagement with Wipfli Inc. to Prepare the 2021 Audits: Following review, upon a motion duly made by Director Pell, seconded by Director Barcus and, upon vote, unanimously carried, the Board approved the

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engagement with Wipfli Inc. to prepare the 2021 Audit for MD 2 and authorized its submittal.

Following review, upon a motion duly made by Director Yosten, seconded by Director Dell'Orfano and, upon vote, unanimously carried, the Board approved the engagement with Wipfli Inc. to prepare the 2021 Audit for MD 3 and authorized its submittal.

LEGAL MATTERS

Joint Resolution No. 2021-11-04 Calling Election:

- Designation of Method for Providing Notice of Call for Nominations: Attorney Dickhoner reviewed the Resolution with the Boards. Following review and discussion, upon a motion duly made and seconded and, upon vote, unanimously carried, the Boards each adopted Resolution No. 2021-11-04 Calling Election, and designated the website as the additional method for providing notice of Call for Nominations.

Consolidation of Districts and Elimination of the Authority: Attorney Dickhoner discussed with the Boards, noting to prepare resolutions and coordinate a special meeting for adoption of the consolidation resolutions. Ms. Clymer will work on cost savings estimates if consolidation of the districts is successful.

OTHER MATTERS

Set Meeting Dates for 2022: The Boards set the third Tuesday of November for their regular meetings.

ADJOURNMENT

There being no further business to come before the Boards, upon a motion duly made and seconded and, upon vote, unanimously carried, the Boards adjourned the meeting at 6:47 p.m.

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

DocuSigned by:

Brian K. Baisch

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DocuSigned by:

David Patterson

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Secretary

Certificate Of Completion

Envelope Id: 8D3A5BD947A548369CE8693ABE2BF075	Status: Completed
Subject: Please DocuSign: Tallyn's Reach MDs 2&3 - Minutes - 11-16-2021 - Joint Special Mtg (MDs 2 & 3).pdf	
Client Name: Tallyn's Reach MDs 2 & 3	
Client Number: 011-045194-OS07-2022	
Source Envelope:	
Document Pages: 4	Signatures: 2
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Enveloped Stamping: Enabled	Cindy Jenkins
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 South 6th Street
	Suite 300
	Minneapolis, MN 55402
	Cindy.Jenkins@claconnect.com
	IP Address: 165.225.10.184

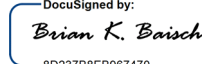
Record Tracking

Status: Original	Holder: Cindy Jenkins	Location: DocuSign
4/20/2022 4:22:21 PM	Cindy.Jenkins@claconnect.com	

Signer Events

Brian K. Baisch
 brian.baisch@baischventures.com
 Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

 8D237B8EB967470...
 Signature Adoption: Pre-selected Style
 Signed by link sent to
 brian.baisch@baischventures.com
 Using IP Address: 71.196.255.55

Timestamp

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 Viewed: 4/20/2022 5:13:48 PM
 Signed: 4/20/2022 5:15:08 PM

Electronic Record and Signature Disclosure:

Accepted: 4/20/2022 5:13:48 PM
 ID: 4b6572ac-321a-44cf-9489-c0ae30bf3341

David Patterson
 david.patterson@falck.com
 President
 Security Level: Email, Account Authentication (None)

DocuSigned by:

 7BD319407C7A455...
 Signature Adoption: Pre-selected Style
 Signed by link sent to david.patterson@falck.com
 Using IP Address: 8.46.80.1

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 Viewed: 4/20/2022 5:18:20 PM
 Signed: 4/20/2022 5:18:30 PM

Electronic Record and Signature Disclosure:

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In Person Signer Events	Signature	Timestamp
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
Witness Events	Signature	Timestamp

Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Certified Delivered	Security Checked	4/20/2022 5:18:20 PM
Signing Complete	Security Checked	4/20/2022 5:18:30 PM
Completed	Security Checked	4/20/2022 5:18:30 PM

Payment Events	Status	Timestamps
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