

## RECORD OF PROCEEDINGS

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MINUTES OF A JOINT SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF  
TALLYN'S REACH METROPOLITAN DISTRICT NOS. 2 AND 3  
(THE "DISTRICTS")  
HELD  
JULY 18, 2023

A joint special meeting of the Board of Directors of the Tallyn's Reach Metropolitan District Nos. 2 and 3 (referred to hereafter as the "Board" and/or "Boards") was convened on Tuesday, July 18, 2023, at 6:00 p.m. This Board meeting was held at the Tallyn's Reach Clubhouse, 24900 E. Park Crescent Dr. Aurora, CO 80016, and via Microsoft Teams. The meeting was open to the public.

### ATTENDANCE

#### **Directors in Attendance for MD 2:**

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

#### **Directors in Attendance for MD 3:**

Mike Dell'Orfano, President, attending in person  
Harry Yosten, Vice President/Treasurer  
David Patterson, Secretary  
Brian Crandall, Assistant Secretary  
Julie Huygen; Assistant Secretary

#### **Also in Attendance Were:**

Jon L. Wagner, Esq.; White Bear Ankele Tanaka & Waldron ("WBA")  
Celeste Terrell and Shauna D'Amato (attending in person), Terri Boroviak, and Nic Carlson (for a portion of the meeting); CliftonLarsonAllen LLP ("CLA")  
Taylor Goertz; IMEG Corp. ("IMEG")  
Isabell Rodau; YMCA

### ADMINISTRATIVE MATTERS

**Call to Order and Agenda:** The meeting was called to order at 6:02 p.m. by Ms. Terrell.

Following review and discussion, upon a motion duly made by Director Pell, seconded by Director Yosten and, upon vote, unanimously carried, the Board approved the Agenda, as presented.

**Disclosures of Potential Conflicts of Interest:** Attorney Wagner advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Attorney Wagner reported that disclosures for those directors that provided WBA 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

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those disclosures were acknowledged by the Board. Attorney Wagner 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 quorum or to otherwise enable the Board to act.

**Quorum, Location of Meeting and Posting of Meeting Notices:** A quorum for each Board for the meeting, the meeting location and posting of meeting notice were confirmed.

**Public Comment:** None.

**MD2 – Appointment of Officers:** Following discussion, upon a motion duly made by Director Pell, seconded by Director Baisch and, upon vote, unanimously carried, the Board appointed the Directors to the following offices:

<u>Office</u>	
President	BJ Pell
Vice-President / Treasurer	Bill Barcus
Secretary	Brian Baisch
Assistant Secretary	VACANT
Assistant Secretary	VACANT

**MD2 AND MD3 – Joint Appointment of Representative to Authority:** Following discussion, upon a motion duly made by Director Pell, seconded by Director Dell’Orfano and, upon vote, unanimously carried, the Boards appointed Director Brian Crandall as representative for MDs 2 and 3 to the Tallyn’s Reach Authority Board of Directors.

**MD3 – Appointment of Officers:** Following discussion, upon a motion duly made by Director Dell’Orfano, seconded by Director Crandall and, upon vote, unanimously carried, the Board appointed the Directors to the following offices:

<u>Office</u>	
President	David Patterson
Vice-President / Treasurer	Harry Yosten
Secretary	Mike Dell’Orfano
Assistant Secretary	Julie Huygen
Assistant Secretary	Brian Crandall

**MD3 – Appointment of Representative to Authority:** Following discussion, upon a motion duly made by Director Yosten, seconded by Director Crandall and, upon vote, unanimously carried, the Board appointed Director David Patterson as representative for MD3 to the Tallyn’s Reach Authority Board of Directors.

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### CONSENT AGENDA

Ms. Terrell 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 and unanimously carried, the Boards approved and/ or ratified the following items on the Consent Agenda, as appropriate:

A. Approval of Minutes of January 31, 2023 Joint Special Meeting.

### FINANCIAL MATTERS

**MD2: Unaudited Financial Statements as of May 31, 2023 and Schedule of Cash Position Updated as of July 11, 2023:** Ms. Boroviak reviewed the financial statements with the Board. Following discussion, upon a motion duly made by Director Pell, seconded by Director Baisch and, upon vote, unanimously carried, the Board accepted the unaudited financial statements as of May 31, 2023 and schedule of cash positions updated as of July 11, 2023.

**MD3: Unaudited Financial Statements as of May 31, 2023 and Schedule of Cash Position Updated as of July 11, 2023:** Ms. Boroviak reviewed the financial statements with the Board. Following discussion, upon a motion duly made by Director Yosten, seconded by Director Crandall and, upon vote, unanimously carried, the Board accepted the unaudited financial statements as of May 31, 2023 and schedule of cash positions updated as of July 11, 2023.

**MD2: 2022 Audit:** Ms. Boroviak reviewed the 2022 Audit with the Board. Following review and discussion, upon a motion duly made by Director Pell, seconded by Director Barcus and, upon vote, unanimously carried, the Board accepted the 2022 Audit, subject to receipt of a clean opinion letter, and approved its submittal.

**MD3: 2022 Audit:** Ms. Boroviak reviewed the 2022 Audit with the Board. Following review and discussion, upon a motion duly made by Director Yosten, seconded by Director Crandall and, upon vote, unanimously carried, the Board accepted the 2022 Audit, subject to receipt of a clean opinion letter, and approved its submittal.

### OTHER MATTERS

**Quorum for Next Regular Board Meeting on November 21, 2023 at 5:30 p.m.:** Ms. Terrell reviewed the next regular Board meeting date. The Boards would like to move the meetings to November 14, 2023 at 5:30 p.m.

### ADJOURNMENT

There being no further business to come before the Boards, upon a motion duly made and seconded, upon vote and unanimously carried, the Boards adjourned the meeting at 6:38 p.m.

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

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DocuSigned by:

*Brian K. Baisch*

Secretary for the Meeting/Tally of Reach Metropolitan District No. 2

DocuSigned by:

*Mike Dell'Orfano*

Secretary for the Meeting/Tally of Reach Metropolitan District No. 3

**Certificate Of Completion**

Envelope Id: 36EC0639D5984CCDABC29E8E6A28849A	Status: Completed
Subject: Complete with DocuSign: Tallyn's MDs 2 & 3 - Joint Minutes - 07-18-2023	
Client Name: Tallyn's Reach Authority	
Client Number: A267075	
Source Envelope:	
Document Pages: 4	Signatures: 2
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Cindy Jenkins
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 S 6th St Ste 300
	Minneapolis, MN 55402-1418
	Cindy.Jenkins@claconnect.com
	IP Address: 73.229.160.48


**Record Tracking**

Status: Original	Holder: Cindy Jenkins	Location: DocuSign
3/5/2024 11:17:07 AM	Cindy.Jenkins@claconnect.com	

**Signer Events**

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

**Signature**

DocuSigned by:  
  
 8D237B88EB967470...

**Timestamp**

Sent: 3/5/2024 11:20:38 AM  
 Viewed: 3/6/2024 8:48:16 AM  
 Signed: 3/6/2024 8:49:14 AM

Signature Adoption: Pre-selected Style  
 Using IP Address: 73.217.42.113

**Electronic Record and Signature Disclosure:**

Accepted: 3/6/2024 8:48:16 AM  
 ID: ca79acc1-3cc3-4ec3-b0c8-f43f76c573cf

Mike Dell'Orfano  
 mdellorfano@comcast.net  
 President, Chair  
 Security Level: Email, Account Authentication (None)

DocuSigned by:  
  
 359664F3786B41D...

Sent: 3/5/2024 11:20:38 AM  
 Viewed: 3/6/2024 10:21:37 PM  
 Signed: 3/6/2024 10:21:53 PM

Signature Adoption: Pre-selected Style  
 Using IP Address: 71.205.2.102

**Electronic Record and Signature Disclosure:**

Accepted: 3/6/2024 10:21:37 PM  
 ID: 41bce564-e785-42fa-93b0-242236c1c7a0

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

CLA File Management  
 SDRRecordsRetention@claconnect.com  
 Security Level: Email, Account Authentication (None)

**COPIED**

Sent: 3/5/2024 11:20:38 AM  
 Viewed: 3/7/2024 10:12:48 AM

**Electronic Record and Signature Disclosure:**

Accepted: 10/5/2023 9:27:44 AM  
 ID: 2eeab7cf-9041-488d-bed0-8baedf289723

Carbon Copy Events	Status	Timestamp
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Emilee Hansen  
ehansen@wbapc.com  
Security Level: Email, Account Authentication (None)  
**Electronic Record and Signature Disclosure:**  
Not Offered via DocuSign

**COPIED**

Sent: 3/5/2024 11:20:39 AM

Jon Wagner  
jwagner@wbapc.com  
Security Level: Email, Account Authentication (None)  
**Electronic Record and Signature Disclosure:**  
Accepted: 8/15/2023 11:41:33 AM  
ID: 47e69765-c499-4cd8-bb13-b0c6695a972d

**COPIED**

Sent: 3/5/2024 11:20:39 AM  
Viewed: 3/5/2024 4:19:32 PM

Witness Events	Signature	Timestamp
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Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Envelope Sent	Hashed/Encrypted	3/5/2024 11:20:39 AM
Certified Delivered	Security Checked	3/6/2024 10:21:37 PM
Signing Complete	Security Checked	3/6/2024 10:21:53 PM
Completed	Security Checked	3/6/2024 10:21:53 PM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure
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