

## RECORD OF PROCEEDINGS

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**MINUTES OF THE SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
REDTAIL RIDGE METROPOLITAN DISTRICT NO. 1  
(THE “DISTRICT”)  
HELD MARCH 8, 2024**

A Special Meeting of the Board of Directors of the Redtail Ridge Metropolitan District No. 1 (referred to hereafter as the “Board”) was convened on March 8 2024, at 2:00 p.m., at the Louisville Fire Protection District, Station No. 1; 1240 Main Street, Louisville, Colorado 80027 and via Zoom video teleconference. The meeting was open to the public.

### **ATTENDANCE**

Directors In Attendance Were:  
Jay Hardy, President

Also, In Attendance Were:  
Kathryn (“Kat”) Kendall; Redtail Ridge Metropolitan District Board Member  
Lisa Jacoby; McGeady Becher P.C.

In Attendance Via Zoom:  
Kate Olson, Esq.; McGeady Becher P.C.  
Jason Carroll; CliftonLarsonAllen LLP (“CLA”)  
Stan Fowler; Independent District Engineering Services, LLC (“IDES”)  
Ayshan Ibrahim; Greenberg Traurig, LLP (for a portion of the meeting)  
Ryan Amos; Sterling Bay, LLC  
Cary Wicker; Brue Baukol Capital Partners  
Donald (“Don”) Guerra; Board Candidate  
David Saad; Redtail Ridge Metropolitan District Board Member

### **ADMINISTRATIVE MATTERS**

**Disclosure of Potential Conflicts of Interest:** The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The member of the Board was requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board member prior to this meeting in accordance with statute. It was noted by Ms. Jacoby that disclosures of potential conflicts of interest were filed with the Secretary of State for the director, and no additional conflicts were disclosed at the meeting.

**Quorum/Confirmation of Meeting Location/Posting of Notice:** Ms. Jacoby confirmed the presence of a quorum.

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The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon vote unanimously carried, it was determined to conduct the meeting at the above-stated date, time, location and via Zoom videoconference format. Notice of the date, time and format of this meeting was duly posted and the Board has not received any objections to the location or format, or any requests that the meeting be changed by taxpaying electors within the boundaries of the District.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made and seconded by Director Hardy, and upon vote unanimously carried, the Board determined that notices of meetings (as required to be designated the first regular meeting of each year pursuant to Section 24-6-402(2)(c), C.R.S.), shall be posted on the District's website at least 24 hours prior to each meeting.

**Agenda:** The Board reviewed the Agenda for the meeting. Following discussion, duly made and seconded by Director Hardy, and upon vote unanimously carried, the Board approved the Agenda.

**Board Appointment:** The Board discussed the vacancy on the Board. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was published in a newspaper having general circulation in the District and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication. As such, eligible elector, Don Guerra, was nominated to serve on the Board. Following discussion, upon motion duly made and seconded by Director Hardy, and upon vote unanimously carried, the Board appointed Don Guerra to fill the vacancy on the Board. Ms. Jacoby noted that the Oath of Director would be administered outside of the Board Meeting.

**Appointment of Officers:** Following discussion, upon motion duly made and seconded by Director Hardy, and upon vote unanimously carried, the Board elected the following slate of officers:

|            |                     |
|------------|---------------------|
| President: | Donald "Don" Guerra |
| Secretary: | Lisa Jacoby         |

**Public Comment:** There was no public comment.

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### CONSENT AGENDA

The Board considered approval of the following consent agenda matter.

- Minutes of November 17, 2023 Regular Meeting

Following discussion, upon motion duly made and seconded by Director Hardy, and upon vote unanimously carried, the Board approved the consent agenda matter.

### LEGAL/ FINANCIAL / CONSTRUCTION MATTERS

**Service Plan Committee Update / Amended and Restated District Service Plan:** Director Hardy reported on the status of re-submittal to the Town of Louisville of the Amended and Restated Service Plan. Director Hardy reported that the Preliminary Plat has been approved by the City of Louisville.

**Bond Committee Update:** Director Hardy noted that Bonds are expected to be issued in 4<sup>th</sup> Quarter, 2024, following approval of the final plat, Amended and Restated Service Plan, and approval of various documents by the City of Louisville (including the Subdivision Improvement Agreement, Operation and Maintenance Agreement, and other documents as required).

**Construction Committee Update:** Director Guerra discussed the timing of the onsite and offsite construction bid package, noting that bid responses are expected the first week of April.

**Appointment of Members to the Service Plan, Bond and Construction Committees:** Following discussion, upon motion duly made by Director Hardy, seconded by Director Kendall, and upon vote unanimously carried, the Board appointed Director Guerra and Mr. Cary Wicker to the Service Plan Committee, the Bond Committee, and the Construction Committee.

### OTHER BUSINESS

**Acknowledgement of Resignation of Jay Hardy:** The Board acknowledged Director Hardy's resignation from the Board of Directors, effective this date, and thanked him for his many years of service.

**Confirmation of a Quorum for the November 14, 2024, Regular Meeting / Budget Hearing:** The Board confirmed a quorum for the November 14, 2024, regular meeting / budget hearing.

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### ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned.

Respectfully submitted,

By *Lisa Jacoby*  
Secretary for the Meeting