

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED SPECIAL MEETING OF

ENCORE ON 34 METROPOLITAN DISTRICT NO. 1
ENCORE ON 34 METROPOLITAN DISTRICT NO. 2
ENCORE ON 34 METROPOLITAN DISTRICT NO. 3

HELD
September 13, 2022

The Coordinated Special Meeting of the Boards of Directors (collectively, “Board”) of Encore on 34 Metropolitan District No. 1, Encore on 34 Metropolitan District No. 2, and Encore on 34 Metropolitan District No. 3 (collectively, “Districts”) was held via videoconference on Tuesday, September 13, 2022, at 1:30 p.m.

ATTENDANCE

Directors in Attendance:

Mark Hunter, President
Jeff Reed, Secretary/Treasurer
Scot Smith, Assistant Secretary

Also in Attendance:

Robert Rogers; White Bear Ankele Tanaka & Waldron, P.C.
Courtney Crump; Caliber Companies
Brendan Campbell, Andrew Kunkel, Kevin Mitts, Bryan Newby, and
Matt Sorenson; Pinnacle Consulting Group, Inc.

ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Board of Directors (collectively, the “Boards”) of Encore on 34 Metropolitan District Nos. 1-3, was called to order by Mr. Kunkel at 1:33 p.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Hunter noted that a quorum was present. All Board Members confirmed their qualification to serve on the Boards. Mr. Rogers noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts. Mr. Rogers advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. Mr. Rogers reported that disclosures for the director 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. Rogers inquired into whether the member of the Boards had any additional disclosures of potential or existing conflicts of

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interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. Additionally, the Board Members determined that the participation of the members' present was necessary to obtain a quorum or otherwise enable the Boards to act.

AGENDA

The Boards reviewed the agenda. Following review and discussion, upon motion duly made by Director Hunter, seconded by Director Smith and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

APPOINTMENTS TO FILL BOARD VACANCIES

Mr. Rogers addressed the Boards and provided an overview of the process for appointing interested candidates to the Boards noting there are two interested candidates to fill the vacancies on District Nos. 1-3. Following review and discussion, upon motion duly made by Director Hunter, seconded by Director Smith and, upon vote, unanimously carried, it was

RESOLVED to appoint Amanda Baker and Jesse Jenner to the Boards of District Nos. 1-3.

ELECTION OF OFFICERS

The Boards discussed the Election of Officers. Following review and discussion, upon motion duly made by Director Hunter, seconded by Director Smith and, upon vote, unanimously carried, it was

RESOLVED to elect Director Jenner to the position of Vice President and Director Baker to the position of Assistant Secretary/Treasurer.

PUBLIC COMMENT

There were no public comments received.

CONSENT AGENDA ITEMS

Mr. Kunkel reviewed the following items on the consent agenda. Mr. Rogers advised the Boards that any item may be moved from the consent agenda to the regular agenda upon the request of any director. Upon motion duly made by Director Hunter and seconded by Director Smith the following items on the consent agenda were unanimously approved, ratified, and adopted.

- A. December 6, 2021, Special Meeting Minutes.
- B. Amended 2022 Annual Administrative Matters Resolution.

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LEGAL ITEMS

Resolution Authorizing Amendment of Service Plan: Mr. Rogers presented the Resolution Authorizing Amendment of Service Plan to the Boards. Following review and discussion, upon motion duly made by Director Hunter, seconded by Director Smith and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Authorizing Amendment of Service Plan.

2021 AUDIT

Mr. Campbell reviewed the 2021 Audit for Encore on 34 Metropolitan District No. 1 with the Board and answered questions. Following review and discussion, upon motion duly made by Director Hunter, seconded by Director Smith and, upon vote, unanimously carried, it was

RESOLVED to ratify the 2021 Audit for Encore on 34 Metropolitan District No. 1.

FINANCIAL MATTERS

Financial Statements as of June 30, 2022: Mr. Campbell presented the financial statements as of June 30, 2022. Mr. Rogers asked about the status of the debt to Hartford Homes. Mr. Campbell responded that the debt is still outstanding. Following review and discussion, upon motion duly made by Director Hunter, seconded by Director Smith and, upon vote, unanimously carried, it was

RESOLVED to approve the Financial Statements as of June 30, 2022.

2023 Budget: Mr. Campbell discussed the 2023 budget with the Board and answered questions.

DISTRICT MANAGER ITEMS

District Management Update: Mr. Kunkel provided the District Management Update to the Boards.

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OTHER ITEMS

There were no other items brought before the Boards.

ADJOURNMENT

With no further items brought before the Boards, upon motion made by Director Hunter, the meeting was adjourned at 2:43 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above referenced meeting and was approved by the Boards of Directors of Encore on 34 Metropolitan District Nos. 1-3.

Respectfully submitted



Bryan Newby, Secretary for the Meeting