

## RECORD OF PROCEEDINGS

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MINUTES OF THE ORGANIZATIONAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
SAGEBRUSH METROPOLITAN DISTRICT NO. 3 (THE “DISTRICT”)  
HELD  
JULY 15, 2022

The Organizational Meeting of the Board of Directors of the Sagebrush Farm Metropolitan District No. 3 (referred to hereafter as the “Board”) was convened on Friday, July 15, 2022, at 9:30 a.m. at the offices of McGeady Becher P.C., 450 E. 17<sup>th</sup> Ave., Suite 400, Denver, Colorado, and via Zoom video/telephone conference. The meeting was open to the public.

Directors In Attendance Were:  
Izzy Sonenreich, President

Also In Attendance Were:

MaryAnn McGeady, Esq.; Tim O’Connor, Esq., and Craig Sorensen;  
McGeady Becher P.C.  
Jim Marshall; Daspin & Aument LLP  
Randy Danielson, Joe Swensson, Jim Erwin, Eric Chamberlin; Board  
Candidates  
Kristin Grace and Aviva Sonenreich, Members of the Public (for a portion of  
the meeting)

Mr. Sorensen called the meeting to order at 10:03 a.m.

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 members of the Board were 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 Directors and Board Candidates prior to this meeting in accordance with statute. It was noted by Mr. Sorensen that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors and Board Candidates, and no additional conflicts were disclosed at the meeting.

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### ADMINISTRATIVE MATTERS

Quorum/Confirmation of Meeting Location/Posting of Notice: Mr. Sorensen confirmed the presence of a quorum.

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. The Board determined that the meeting would be held at the offices of McGeady Becher P.C., 450 E. 17th Ave., Suite 400, Denver, CO 80203. Mr. Sorensen was present at the physical meeting location. The Board further determined that the meeting would also take place via Zoom video/telephone conference. Mr. Sorensen reported that notice was duly posted and that no objections to the meeting location or the video/telephonic manner of the meeting, or any requests that the meeting location or video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Agenda: The Board reviewed the Agenda for the meeting. Following discussion, upon motion duly made and seconded by Director Sonenreich, the Board approved the Agenda, as amended.

Oaths of Office and Organizational Documents: Mr. Sorensen informed the Board that a certified copy of the Order and Decree creating the District and confirming the election of the directors had been recorded with the Clerk and Recorder of Adams County. He noted that a Position Schedule Bond had been purchased for the members of the Board in the amount of \$1,000 for each member and \$5,000 for the Treasurer, that oaths of office had been signed by all the board members within 30 days of their election, and that the Bond and oaths were filed with the Adams County District Court, the Division of Local Government, and the Adams County Clerk and Recorder, all as required by statute.

Special District Public Disclosure Document: Mr. Sorensen reported that the disclosure notice required under Section 32-1-104.8, C.R.S., was prepared and recorded in Adams County at the same time as the Order and Decree Creating District. The Board acknowledged the preparation and recording of the Special District Public Disclosure Document.

Board Resignations: The Board acknowledged the resignations of Vicki McVey, Jessie Dow, Aviva Sonenreich, and Meghann Shaffer from the Board of Directors, subsequent to their election on May 3, 2022 and prior to this Organizational Meeting.

Following discussion, upon motion duly made and seconded by Director Sonenreich, the Board appointed Director Sonenreich as President.

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Insurance Requirements: Mr. Sorensen reviewed the statutory requirements for insurance coverage with the Board. Following discussion, the Board determined to obtain public officials' liability, general liability, comprehensive crime, and workers' compensation insurance coverage through the Colorado Special Districts Property and Liability Pool, and to join the Special District Association ("SDA"). Upon motion duly made and seconded by Director Sonenreich, the Board adopted Resolution No. 2022-07-01 to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool, and authorized membership in the SDA.

Board Appointment: The Board discussed the vacancies on the Board. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancies on the Board was published in *The Sentinel* on June 23, 2022, and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

Following discussion, upon motion duly made and seconded by Director Sonenreich, the Board appointed Randy Danielson, Joe Swensson, Jim Erwin, and Eric Chamberlin to fill the vacancies on the Board. Oaths of Director were verbally administered to the new Directors, and Mr. Sorenson confirmed filing of the signed Oaths of Director with the Adams County Clerk and Recorder.

Appointment of Officers: Following discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the following officers were appointed:

President: Randy Danielson  
Secretary: Zander Myers (not a member of the Board)  
Treasurer: Joe Swensson  
Assistant Secretary: Jim Erwin  
Assistant Secretary: Eric Chamberlin

Board Resignation: The Board acknowledged the resignation of Izzy Sonenreich from the Board of Directors.

Remaining Vacancy: The Board discussed the remaining vacancy on the Board, noting that Ms. Grace was interested in joining the Board. Mr. Sorensen confirmed that a Notice of Vacancy will be published so that Ms. Grace can be qualified for future appointment to the Board.

ARTA Establishment Agreement and ARTA Board Representation: The Board discussed an amendment to the Aurora Regional Transportation Authority ("ARTA") Establishment Agreement to add the District as a member, and the

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District's representation on the Board of Directors of the ARTA Board.

Following discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board approved and authorized the execution of an amendment to the ARTA Establishment Agreement to add the District as a member, and appointed Director Danielson as the District's Representative on the ARTA Board.

Engagement of McGeady Becher P.C. as District General Counsel: The Board considered the engagement of McGeady Becher P.C. as District General Counsel. Following discussion, upon a motion duly made by Director Danielson, seconded by Director Erwin and, upon vote, unanimously carried, the Board engaged McGeady Becher P.C. as District General Counsel.

Resolution No. 2022-07-02; Establishing Regular Meeting Dates, Time and Location, Establishing District Website, and Designating Location for Posting of 24-Hour Notices: The Board discussed the business to be conducted in 2022. Following discussion, upon motion duly made and seconded, and upon vote unanimously carried, the Board adopted Resolution No. 2022-07-04; Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices and determined to hold 2022 meetings on Tuesday, August 9 at 1:30 p.m., and on the second Wednesday of September, October, November and December, 2022 at 11:00 a.m. Such meetings shall be held virtually and/or at the offices of McGeady Becher P.C., 450 E. 17th Ave., Suite 400, Denver, Colorado 80203.

Reaffirmation of Adoption of Resolution No. 2022-07-01 Authorizing District Insurance Coverage through the Colorado Special Districts Property and Liability Pool: Following discussion, upon motion duly made by Director Danielson, seconded by Director Swensson, and upon vote unanimously carried, the Board reaffirmed the adoption Resolution No. 2022-07-01 to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool, and re-affirmed the Board's authorization to obtain membership in the SDA.

Directors' Fees: The Board discussed payment of fees to directors as permitted by statute. Following discussion, the Board determined that directors' fees will not be paid.

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### FINANCIAL MATTERS

Financial Forms and Applications: Following discussion, upon a motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board ratified or approved the execution of: (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks.

Investment Policy: Following discussion, upon a motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board policy authorizing investments in accordance with state statutes.

Preparation of 2022 Budget: Following discussion, upon a motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board ratified the appointment of McGeady Becher P.C. to prepare the District's 2022 Budget.

Public Hearing on 2022 Budget: President Danielson opened the public hearing to consider the proposed 2022 Budget and discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2022 budget and the date, time and place of the public hearing was made by posting within the District at least 72 hours prior to the meeting, as permitted by statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Following discussion, the Board considered the adoption of Resolution No. 2022-07-03 to Adopt the 2022 Budget and Appropriate Sums of Money. Upon motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board adopted the Resolution and authorized execution of the Certification of Budget. District Counsel was directed to transmit the Certification of Budget to the Division of Local Government in a timely manner.

Application for 2022 Audit Exemption: The Board discussed appointing the District Accountant to prepare and file the Application for Audit Exemption for 2022. Following discussion, upon a motion duly made by Director Danielson, seconded by Director Swensson, and upon vote unanimously carried, the Board appointed the District Accountant to prepare and file the Application for Audit Exemption for 2022.

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### LEGAL MATTERS

Resolution No. 2022-07-04; Resolution Providing Policy Regarding Recording of Public and Executive Session Meetings: Following review and discussion, upon a motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-07-04; Resolution Providing Policy Regarding Recording of Public and Executive Session Meetings.

Resolution No. 2022-07-05; Resolution Providing for the Defense and Indemnification of Directors and Employees of the District: Following Review and discussion, upon a motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-07-05; Resolution Providing for the Defense and Indemnification of Directors and Employees of the District.

Resolution No. 2022-07-06; Resolution Declaring the District's Intent to Reimburse Expenditures with the Proceeds of Future Tax-Exempt Bonds: Following review and discussion, upon a motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-07-06; Resolution Declaring the District's Intent to Reimburse Expenditures with the Proceeds of Future Tax-Exempt Bonds.

Resolution No. 2022-07-07; Resolution Regarding Colorado Open Records Act Requests: Following review and discussion, upon a motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-07-07; Resolution Regarding Colorado Open Records Act Requests.

Resolution No. 2022-07-08; Resolution Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule: Following review and discussion, upon a motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-07-08; Resolution Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule.

Resolution Regarding the District's Intent to Reimburse Developer for Advances for Operations, Maintenance and Capital Expenses: The Board deferred action, pending clarification of the entities providing funding.

Intergovernmental Agreement with the City of Aurora: Following review and discussion, upon motion duly made by Director Danielson, seconded by Director Swensson, and upon vote unanimously carried, the Board approved the

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Intergovernmental Agreement between the City of Aurora Colorado and Sagebrush Farm Metropolitan District No. 3.

Intergovernmental Agreement Regarding Debt Allocation: Following review and discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board approved the Intergovernmental Agreement Regarding Allocation of Debt Authorization and Service Area by and among Sagebrush Farm Metropolitan District Nos. 1, 2, 3, 4, 5, and 6.

Intergovernmental Agreement Regarding Debt Reallocation: The Board deferred action on the proposed Intergovernmental Agreement Regarding Reallocation of Debt Authorization by and among Sagebrush Farm Metropolitan District Nos. 1, 3, and 4.

Memorandum of Understanding: Following review and discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board approved the Memorandum of Understanding by and among Sagebrush Farm Metropolitan District Nos. 1, 3, and 4.

Section 32-1-809, C.R.S. Requirements (Transparency Notice): Mr. Sorensen discussed the special district transparency requirements of Section 32-1-809, C.R.S. with the Board. Following discussion, the Board directed that the required Transparency Notice be posted on the Special District Association website.

### OTHER BUSINESS

Website Consent: Following discussion, upon motion duly made by Director Danielson, seconded by Director Swensson and, upon vote, unanimously carried, the Board approved the Consent Form allowing the District to be listed on the McGeady Becher P.C. website as a client.

### ADJOURNMENT

There being no further business to come before the Board at this time and upon motion duly made by Director Danielson, seconded by Director Swensson, and upon vote unanimously carried, the meeting was adjourned at 11:10 a.m.

Respectfully submitted,

By Alexandria Myers  
Secretary for the Meeting