

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF VILLAGES AT JOHNSTOWN METROPOLITAN DISTRICT NOS. 1-8 ("District")

Held: June 12, 2023 at 10:00 p.m., via Zoom teleconference.

Attendance

A Joint Special Meeting of the Boards of Directors of the Villages at Johnstown Metropolitan District Nos. 1-8, County of Larimer, Colorado ("**Boards**"), was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Ryan Schafer
B. Scot Smith

The absence of Mark Hunter was excused.

Also present were: Geol Scheirman and Sarah Warner, Public Alliance, District Manager; Robert G. Rogers, Esq. and Eve G. Velasco, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Roy Bade and Courtney Crump, J-25 Land Holdings; and Chase Hanusa, Independent District Engineering Services LLC (IDES).

Administrative Matters

Call to Order and Declaration of Quorum

It was noted that a quorum of the Boards was present, and the meeting was called to order. All directors in attendance affirmed their qualification to serve on the Boards.

Conflict Disclosure

Ms. Velasco advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Velasco reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest, if any, 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 those disclosures were acknowledged by the Boards. Ms. Velasco inquired into whether the 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 member present was necessary 2btainn a quorum or to otherwise enable the Boards to act.

Approval of Agenda

The Boards reviewed the agenda for the meeting. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

May 2, 2023 Cancelled Regular Directors Election: Ms. Velasco noted that the election was cancelled and the candidates deemed elected.

Appointment of Officers: Following discussion, upon a motion duly made by Director Schafer, seconded by Director Smith and, upon vote, unanimously carried, the Board determined to keep the same slate of officers:

President/Secretary	Mark Hunter
Vice President	Ryan Schafer
Treasurer/ Asst. Secretary	Scot Smith

Public Comment

None.

Consent Agenda

The Boards reviewed the items on the consent agenda. Mr. Scheirman advised the Boards 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 a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. Minutes for March 9, 2023 Special Meeting

Financial Matters

None.

Legal Matters

Joint Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #6)

Ms. Velasco reviewed the Joint Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #6) with the Board. Following discussion, upon a motion duly made by Director Shaffer and seconded by Director Smith, the Boards of District Nos. 1 and 7 unanimously adopted the Joint Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #6) .

Amendment to Encroachment Agreement

Ms. Velasco reviewed the Amendment to the Encroachment Agreement with the Board. Following discussion, upon a motion duly made by Director Shaffer and seconded by Director Smith, the Board of District No. 1 approved the Amendment to Encroachment Agreement, subject to conveyance of property at issue to District No. 1.

Other Business

Mr. Hanusa asked about additional eligible costs. Ms. Crump responded that discussed items would be on the next draw request.

Next Meeting

The next regular meeting is scheduled for October 25, 2023 at 11:30 A.M.

Adjourn

There being no further business to be conducted, the meeting was adjourned at 9:06 a.m.

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

DocuSigned by:

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Secretary for the Meeting