

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PANORAMA METROPOLITAN DISTRICT HELD JULY 24, 2020

A Special Meeting of the Board of Directors (the “Board”) of the Panorama Metropolitan District (the “District”) was held on Friday, the 24<sup>th</sup> day of July, 2020, at 11:00 a.m. Due to concerns regarding the spread of the Coronavirus (Covid-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board Meeting was held by conference call without any individuals (neither District Representatives nor the general public) except for one person in attendance in person within the boundaries of the District. The meeting was open to the public via conference call.

#### ATTENDANCE

#### Directors In Attendance Were:

Krystal Arceneaux  
Clay Boelz  
Jason Mitchell  
James Priestley

Following discussion, upon motion duly made by Director Mitchell, seconded by Director Arceneaux, and upon vote, unanimously carried, the absence if Director Wegman was excused.

#### Also In Attendance Were:

David Solin; Special District Management Services, Inc. (“SDMS”) (physically present at the Black Cow Deli, 7670 South Chester Street, Suite 170, Englewood, CO 80112)

MaryAnn McGeady, Esq., Kate Olson, Esq., and Suzanne Meintzer, Esq.; McGeady Becher P.C.

Kamille Curylo, Esq., Kutak Rock LLP

Tiffany Leichman, Esq., Sherman & Howard L.L.C.

Dan Metzger; Brue Baukol Capital Partners, Jones Metropolitan District Nos. 1-5 Board Member

Garrett Honeyman, Brue Baukol Capital Partners, Jones Metropolitan District Nos. 1-5 Board Member

Andrea Ferber, Brue Baukol Capital Partners, Jones Metropolitan District Nos. 1-5 Board Member

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Denise Denslow and Jason Carroll, CliftonLarsonAllen LLP

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### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST**

**Disclosures of Potential Conflicts of Interest:** The Board noted it was in receipt of disclosures of potential conflict of interest statements for each of the Directors and that statements had been filed seventy-two (72) hours in advance of the meeting in accordance with the statute. Mr. Solin requested that the Directors consider whether they had any new conflicts of interest which had not been previously disclosed and noted for the record that there were no new disclosures and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with statute.

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### **ADMINISTRATIVE MATTERS**

**Agenda:** Mr. Solin distributed for the Board's review and approval, a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Mitchell, seconded by Director Arceneaux and, upon vote, unanimously carried, the Agenda was approved.

**Location of Meeting, Posting of Meeting Notices and Quorum:** Mr. Solin 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.

Following discussion, upon motion duly made by Director Mitchell, seconded by Director Arceneaux and, upon vote, unanimously carried, the Board determined that due to concerns regarding the spread of the Coronavirus (Covid-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board Meeting was held by conference call without any individuals (neither District Representatives nor the general public). The Board further noted that the notice of the time, date and location was duly posted and that no objections to the location or any requests that the meeting place be changed were received from taxpaying electors within its boundaries.

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### **PUBLIC COMMENTS**

No public comments were made.

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### **LEGAL MATTERS**

**Exclusion Agreement by and between the Jones District, L.L.C., ("Jones LLC"), Jones Metropolitan District No. 1, and Panorama Metropolitan District (the "Exclusion Agreement"):** Attorney McGeady and Attorney Meintzer discussed the terms of the Exclusion Agreement by and between The Jones District, L.L.C., a Delaware limited liability company, Jones Metropolitan District No. 1, and Panorama Metropolitan District.

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Following discussion, upon motion duly made by Director Arceneaux, seconded by Director Priestley and, upon vote, carried with Directors Arceneaux, Mitchell and Priestley voting “Yes” and Director Boelz voting “No”, the Exclusion Agreement was approved.

**Public Hearing to Consider Petition for Exclusion of Approximately 35.6 acres of real property owned by The Jones District, L.L.C. (“Petition for Exclusion”):**

Attorney McGeady opened the public hearing to consider the Petition for Exclusion of approximately 35.6 acres of real property owned by Panorama Metropolitan District and The Jones District, L.L.C., from the boundaries of the District.

It was noted that publication of Notice stating that the Board would consider the Petition for Exclusion of the property, and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing. No public comments were received, and the public hearing was closed.

Following discussion, upon motion duly made by Director Arceneaux, seconded by Director Priestley and, upon vote, carried with Directors Arceneaux, Mitchell and Priestley voting “Yes” and Director Boelz voting “No”, the Board approved the Petition for Exclusion of the property and adopted Resolution No. 2020-07-01, Resolution for Exclusion of Real Property.

The Board acknowledged that the Jones Metropolitan District No.1 Board approved the Exclusion Agreement.

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**OTHER MATTERS**


There were no other matters to come before the Board.

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**ADJOURNMENT**

There being no further business to come before the Board at this time, upon motion duly made by Director Arceneaux, seconded by Director Mitchell and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By  \_\_\_\_\_  
Secretary for the Meeting