

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF KINGS POINT SOUTH METROPOLITAN DISTRICT NOS. 1 & 2

Held: November 30, 2021 at 10:00 a.m.

*The meeting was held via teleconference.*

**Attendance**

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Daniel Conway  
Peter Niederman  
Julia Gamec

Also present was Blair M. Dickhoner, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel.

**Call to Order/ Declaration of Quorum**

It was noted that a quorum of the Boards was present and the meeting was called to order.

**Director Qualifications/ Conflicts of Interest/ Reaffirmation of Disclosures**

Mr. Dickhoner advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Dickhoner reported that disclosures for those Directors 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. Dickhoner inquired into whether 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 members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Approval of Agenda**

Mr. Dickhoner presented the Boards with the proposed agenda for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

**Director Matters**

**Discuss Board Vacancies**

The Boards engaged in general discussion regarding the current vacancies.

Consider Appointment of Qualified Individuals and Administer Oaths of Office (District No. 1)

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the appointments of Ms. Hessler and Mr. Pederson. No Oaths were administered since neither Board member was in attendance.

Election of Officers

The Boards engaged in general discussion regarding the Election of Officers. No new officers were elected.

**Public Comment**

No public present.

**Approval of November 9, 2021 Minutes**

Mr. Dickhoner presented the minutes from the November 9, 2021 meeting to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes as presented.

**Legal Matters**

Consider Approval of District Debt Allocation Agreement between District No. 1 and District No. 2

Mr. Dickhoner presented the Boards with the Debt Allocation Agreement. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

**Financial Matters**

No Financials presented for approval.

**Other Business**

No other business.

**Adjourn**

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

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



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Secretary of the Meeting, District No. 1

The foregoing minutes were approved on the 10th day of August, 2022.

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Secretary of the Meeting, District No. 2

The foregoing minutes were approved on the 10th day of August, 2022.