

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE BNC METROPOLITAN DISTRICT NO. 3 (THE “DISTRICT”) HELD NOVEMBER 5, 2024

A special meeting of the Board of Directors of the BNC Metropolitan District No. 3 (referred to hereafter as the “Board”) was convened on Tuesday, November 5, 2024, at 12:00 p.m., and held via Zoom videoconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Janis L. Emanuel, President
Theodore Antenucci, Assistant Secretary

Also, In Attendance Were:

David Solin and Diana Garcia; Special District Services, Inc. (“SDMS”)

Paula Williams, Esq.; McGeady Becher Cortese Williams P.C.

Michael Kuykendall and Nick Montalbano; Catellus Development Corporation

PUBLIC COMMENT

There were no public comments.

ADMINISTRATIVE MATTERS

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

Quorum/Confirmation of Meeting Location/Posting of Notice: 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, and upon motion duly made by Director Emanuel, seconded by Director Bol, and upon vote unanimously carried, the Board determined to conduct the meeting to conduct the meeting via videoconference/teleconference. It was further noted

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that 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 by taxpaying electors within the District's boundaries have been received.

Agenda/Director Absence: The Board reviewed the Agenda for the meeting.

Following discussion, upon motion duly made by Director Antenucci, seconded by Director Emanuel, and upon vote unanimously carried, the Board approved the Agenda, and excused the absence of Director Robert J. Bol.

FINANCIAL MATTERS

There were no financial matters.

LEGAL MATTERS

Engagement of Wheeler Trigg O'Donnell LLP as Special Counsel: The Board discussed the engagement of Wheeler Trigg O'Donnell LLP as Special Counsel in connection with the dispute involving BNC Metropolitan District Nos. 1 and 2.

Following discussion, upon motion duly made by Director Antenucci, seconded by Director Emanuel, and upon vote unanimously carried, the Board approved the engagement of Wheeler Trigg O'Donnell LLP as Special Counsel in connection with the dispute involving BNC Metropolitan District Nos. 1 and 2.

OTHER MATTERS

There were no other matters.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned.

Respectfully submitted,

By  _____
Secretary for the Meeting