

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE BNC METROPOLITAN DISTRICT NO. 3 (THE “DISTRICT”) HELD JUNE 10, 2025

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, June 10, 2025, at 12:30 p.m., and held via Zoom videoconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Michael Chacon Jr., President
Diana Garcia, Treasurer
Brandon Berens, Assistant Secretary
Edgar Estrada, Assistant Secretary

Also, In Attendance Were:

David Solin and Diana Garcia; Special District Management Services, Inc.

Paula Williams, Esq., Eric Trout, Esq., and Craig Sorensen; McGeady Becher Cortese Williams P.C.

Alyssa Ferreira; CliftonLarsonAllen LLP

Tommy Olsen, Esq.; Wheeler Trigg O’Donnell LLP

Jennifer Brink; Member of the Public

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

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motion duly made by Director Chacon, seconded by Director Garcia, and upon vote unanimously carried, the Board determined to conduct the meeting to conduct the meeting via videoconference/teleconference. It was further noted 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: The Board reviewed the Agenda for the meeting.

Following discussion, upon motion duly made by Director Chacon, seconded by Director Garcia, and upon vote unanimously carried, the Board approved the Agenda as amended and excuse the absence of Director Chavez.

2026 Special District Association's (SDA) Annual Conference: Mr. Solin discussed the SDA Conference with the Board.

Following discussion, upon motion duly made by Director Garcia, seconded by Director Chacon, and upon vote unanimously carried, the Board authorized interested Board Members to attend the 2026 Special District Association's Annual Conference in Keystone on September 16, 17, and 18, 2025.

May 6, 2025 Regular Directors' Election: Mr. Solin discussed the results of cancelled May 6, 2025 Regular Directors' Election with the Board,

Appointment of Officers: Following discussion, upon motion duly made by Director Berens, seconded by Director Estrada, and upon vote unanimously carried, the following slate of officers were appointed for the District:

President: Michael Chacon Jr.
Treasurer: Diana Garcia
Secretary: David Solin
Asst. Secretary: Brandon Berens
Asst. Secretary: Edgar Estrada
Asst. Secretary: Michelle Chavez

PUBLIC COMMENT

There were no public comments.

FINANCIAL MATTERS

Bill.com: The Board discussed Bill.com services.

Following discussion, upon motion duly made by Director Chacon, seconded by Director Berens, and upon vote unanimously carried, the Board designated Directors Chacon and Garcia as approvers for Bill.com.

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Director Fees: The Board discussed the payment of Director fees.

Following discussion, upon motion duly made by Director Garcia, seconded by Director Estrada, and upon vote unanimously carried, the Board approved the payment of Director Fees in the amount of \$100.00 per meeting.

LEGAL MATTERS

Executive Session to Receive Legal Advice on Specific Legal Questions:

Pursuant to Section 24-6-402(4)(b), C.R.S., upon motion duly made by Director Berens, seconded by Director Chacon and, upon vote unanimously carried, the Board convened in executive session at 12:54 p.m. for the purpose of receiving legal advice on specific legal questions relating to Adams County District Court Case No. 2023CV30630, BNC Metropolitan District Nos. 1 and 2 v. BNC Metropolitan District, et al.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the remaining portion of this executive session that constitutes as privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S. Also pursuant to § 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Board reconvened in regular session at 1:48 p.m.

Funding and Reimbursement Agreement between the District and Catellus Development Corporation:

Development Corporation: The Board discussed costs of litigation and entering into a Funding and Reimbursement Agreement between the District and Catellus Development Corporation.

Following discussion, upon motion duly made by Director Garcia, seconded by Director Berens, and upon vote unanimously carried, the Board approved the Funding and Reimbursement Agreement between the District and Catellus Development Corporation for costs of litigation.

Expert Witness Services: The Board reviewed a proposal for Expert Witness Services from The Connexion Group, LLC.

Following discussion, upon motion duly made by Director Chacon, seconded by Director Estrada, and upon vote unanimously carried, the Board approved the proposal from The Connexion Group, LLC for Expert Witness Services and authorized the preparation and execution of a Service Agreement between the District and The Connexion Group, LLC for Expert Witness Services, subject to confirmation of execution of Funding and Reimbursement Agreement between the District and Catellus Development Corporation for costs of litigation.

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Signer for Interrogatories: The Board discussed appointment of signer for interrogatories.

Following discussion, upon motion duly made by Director Garcia, seconded by Director Berens, and upon vote unanimously carried, the Board appointed Ted Antenucci as the signer for interrogatories.

OTHER BUSINESS

Landscape Maintenance: The Board reviewed the proposals/bids for landscape maintenance.

Following discussion, upon motion duly made by Director Garcia, seconded by Director Berens, and upon vote unanimously carried, the Board approved the proposal from Powder Country LLC and authorized the preparation and execution of a Landscape Maintenance Service Agreement between the District and Powder Country LLC.

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