

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF SOUTH VILLAGE METROPOLITAN DISTRICT NOS. 1-2

HELD
February 24, 2025

The Special Meeting of the Board of Directors of South Village Metropolitan District Nos. 1-2 was held via MS Teams and Teleconference on Monday, February 24, 2025, at 4:00 p.m.

ATTENDANCE

Directors in Attendance:

Robert Quinette, President & Chairperson
Michael Blumenthal, Treasurer

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Shannon Randazzo, Jake Downing; Pinnacle Consulting Group, Inc.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Ms. Randazzo noted that a quorum was present, with two out of two Directors in attendance. The Regular Meeting of the Boards of Directors (collectively, the “Boards”) of the South Village Metropolitan District Nos. 1-2 (collectively, the “District”) was called to order by Ms. Randazzo at 4:03 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts at such meetings. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of South Village Metropolitan District No. 1, with concurrence by the Board of Directors of South Village Metropolitan District No. 2.

Director Qualifications/Disclosure of Potential Conflicts of Interest: All Board Members confirmed their qualifications to serve on the Boards. Mr. Pogue 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 Boards were requested to disclose any potential conflicts of interest regarding 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 Mr. Pogue that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

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Approval of Agenda: The Boards considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Blumenthal, seconded by Director Quinette, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment for Non-Agenda Items: There were no Public Comments received.

Director Comment: There were no Director Comments received.

CONSENT AGENDA

Ms. Randazzo reviewed the items on the consent agenda with the Boards. Ms. Randazzo 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 by Director Blumenthal, Seconded by Director Quinette, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – November 25, 2024, Regular Meeting, November 25, 2024, Annual Meeting.
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DISTRICT MANAGER ITEMS

District Manager's Report: Ms. Randazzo presented the District Manager's Report to the Boards.

LEGAL ITEMS

First Amendment to 2025 Regular Special District Election Resolution for District No. 1: Mr. Pogue presented the First Amendment to 2025 Regular Special District Election Resolution for District No. 1 to the Boards, and answered questions. Upon a motion duly made by Director Blumenthal, seconded by director Quinette, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to 2025 Regular Special District Election Resolution for District No. 1, as presented.

First Amendment to 2025 Regular Special District Election Resolution for District No. 2: Mr. Pogue presented the First Amendment to 2025 Regular Special District Election Resolution for District No. 2 to the Boards and answered questions. Upon a motion duly made by Director Blumenthal, seconded by director Quinette, and upon vote, unanimously carried, it was

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RESOLVED to approve the First Amendment to 2025 Regular Special District Election Resolution for District No. 2, as presented.

DIRECTOR
COMMENT

There were no Director Comments received.

ADJOURNMENT

There being no further business to come before the Boards, upon a motion duly made by Director Blumenthal, seconded by Director Quinette, and upon unanimous vote, the meeting was adjourned at 4:10 p.m.

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

Respectfully submitted,



Jake Downing, Recording Secretary for the Meeting