

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WHEATLANDS METROPOLITAN DISTRICT

Held: June 24, 2024, at 11:00 a.m. via Zoom telephone conference.

Attendance

The special meeting of the Board of Directors of Wheatlands Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors were in attendance:

Paulette Martin
Kathy Barela
Rodney DeWalt

Director Bhatnagar and Director Holliman were absent and excused.

Also present were: Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and James Shultz and Eric Weaver, Marchetti and Weaver, District Accountants.

Call to Order

It was noted that a quorum of the Board was present, and the meeting was called to order at 11:00 a.m.

Disclosure Matters

Mr. Waldron 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Waldron inquired into whether members of the Board 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 Board to act.

Approval of Agenda

The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda, as amended.

Public Comment

None.

Executive Session of the Board of Directors pursuant to Section 24-6-402(4)(b), C.R.S., conference with an attorney for the District for the purpose of receiving legal advice on the status of the outstanding loan on the recreation facility, and pursuant to Section 24-6-402(4)(e), C.R.S., for the purposes of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators related to the outstanding loan on the recreation facility.

Upon motion of Director Barela, seconded by Director DeWalt, and upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 11:05 a.m., pursuant to Section 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice on the status of the outstanding subordinate B loans on the recreation facility, and pursuant to Section 24-6-402(4)(e), C.R.S., for the purposes of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators related to the status of the outstanding subordinate B loans on the recreation facility.

Pursuant to § 24-6-402(2)(d.5)(II)(B), C.R.S., no record was kept of the portion of this executive session that, in the opinion of the District’s attorney, constitutes privileged attorney-client communication pursuant to § 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 Boards reconvened in regular session at 11:28 a.m.

Other Business

None.

Adjourn

There being no further business to come before the Board, upon motion, second and unanimous vote, the meeting was adjourned.

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



Kathy Barela (Jul 16, 2024 14:43 MDT)

Secretary for the Meeting

The foregoing minutes were approved the 11th day of July, 2024.

**ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Wheatlands Metropolitan District, I attended the executive session meeting of Wheatlands Metropolitan District convened at 11:05 AM on June 24, 2024 for the sole purpose of the Board receiving legal advice on the status of the outstanding subordinate B loans on the recreation facility, pursuant to Section 24-6-402(4)(b), C.R.S., and pursuant to Section 24-6-402(4)(e), C.R.S., for the purposes of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators related to the status of the outstanding subordinate B loans on the recreation facility I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.



Clint C. Waldron, Esq.