

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF MULBERRY METROPOLITAN DISTRICT NOS. 1-6

HELD
December 13, 2023

The Special Meeting of Mulberry Metropolitan District Nos. 1-6 was held via Zoom and Teleconference on Wednesday, December 13, 2023, at 9:00 a.m.

ATTENDANCE

Directors in Attendance:

Patrick McMeekin, President
Landon Hoover, Secretary
Jason Stansberry, Treasurer

Directors Absent, but Excused:

Kara Hoover, Assistant Secretary
Mike Welty, Assistant Secretary

Also in Attendance:

Robert Rogers and Eve Velasco; White Bear Ankele Tanaka & Waldron, P.C.
Kevin Mitts, Kieyesia Conway, Brendan Campbell, Tracie Kaminski, Molly Brodlun, and Stanley Holder; Pinnacle Consulting Group, Inc.
Chase Hanusa; Independent District Engineering Services (IDES), LLC.

ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Boards of Directors (collectively, the “Boards”) of the Mulberry Metropolitan District Nos. 1-6 (collectively, the “District”) was called to order by Director McMeekin at 9:00 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 herein, all official actions reflected in these minutes shall be deemed to be the actions of all the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Ms. Velasco noted that a quorum was present, with four out of five Directors in attendance. All Board Members confirmed their qualifications to serve on the Boards. Ms. Velasco advised the Boards that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting. Ms. Velasco reported that disclosures for those Board Members who

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provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest, were filed with the Colorado 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. Ms. Velasco inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest regarding 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: The Boards considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Hoover, seconded by Director Stansberry, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda as amended to add item IV A – Discussion and Ratification of Payments by Mulberry Development, LLC on District's behalf and item IV B – Discussion and Authorization of Reimbursement to Mulberry Development, LLC.

Public Comment: There were no Public Comments brought before the Boards.

LEGAL ITEMS

Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #9): Mr. Hanusa presented the Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #9) to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Stansberry, seconded by Director Hoover, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Regarding Acceptance of District Eligible Costs (Cost Certification Report #9), as presented.

DIRECTOR MATTERS

There were no Director Matters to come before the Boards.

OTHER MATTERS

Payments by Mulberry Development, LLC on District's Behalf: The boards discussed payments made by Mulberry Development, LLC on District's Behalf in the amount of \$4,832,180.37 to the Boards and answered questions. Following review and discussion, upon a motion

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duly made by Director Hoover, seconded by Director Stansberry, and upon vote, unanimously carried, it was

RESOLVED to recognize and acknowledge the Payments by Mulberry Development, LLC on the District's behalf, as presented, as reimbursable advances under the Infrastructure Financing and Reimbursement Agreement, as presented.

Reimbursement to Mulberry Development, LLC: The board discussed a proposed Reimbursement to Mulberry Development, LLC for previous advances made by Mulberry Development, LLC on behalf of the Districts. Following review and discussion, upon a motion duly made by Director Hoover, seconded by Director Stansberry, and upon vote, unanimously carried, it was

RESOLVED to authorize the Reimbursement to Mulberry Development, LLC in the amount of \$427,309.47.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 9:14 a.m.

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

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting