

# RECORD OF PROCEEDINGS

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## MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ROXBOROUGH VILLAGE METROPOLITAN DISTRICT HELD SEPTEMBER 7, 2022

A Special Meeting of the Board of Directors (referred to hereafter as the “Board”) of Roxborough Village Metropolitan District (the “District”) was convened on Tuesday, the 7th day of September, 2022 at 6:00 p.m. via Zoom. The meeting was open to the public.

### ATTENDANCE

#### Directors In Attendance Were:

Mathew Hart  
Ephram Glass  
Mark Rubic  
Travis Jensen

#### Also In Attendance Were:

Peggy Ripko; Special District Management Services, Inc. (“SDMS”)  
  
Dino Ross, Esq. and Kelley Duke; Ireland Stapleton Pryor & Pascoe, PC

### CALL TO ORDER

At 6:00 p.m. the meeting was called to order.

### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Ms. Ripko noted that a quorum was present and requested that members of the Board 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 the statute. It was noted that there are no Directors’ Disclosure Statements to be filed.

### ADMINISTRATIVE MATTERS

Agenda: Ms. Ripko reviewed with the Board the proposed Agenda for this Special Meeting.

Following discussion, upon motion duly made by Director Jensen, seconded by Director Glass and, upon vote, unanimously carried, the Agenda was approved, as presented.

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**Confirm Location of Meeting/Posting of Meeting Notices:** The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Board's meetings.

Following discussion, upon motion duly made by Director Jensen, seconded by Director Glass and, upon vote, unanimously carried, the Board determined this Board meeting will be held via Zoom. The Board further noted that notice of this meeting format was duly posted and that it has not received any objections to the meeting format or any requests that the meeting format be changed by taxpaying electors within the District's boundaries.

**Excusal of Absence:** Director Brown was not in attendance and his absence was excused.

Following discussion, upon motion duly made by Director Hart, seconded by Director Glass and, upon vote, unanimously carried, Director Brown's absence was excused.

### **PUBLIC COMMENTS**

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There were no public comments.

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### **TRANSITION UPDATES**

**Service Agreement with SDMS for District Management Services:** The Board reviewed a Service Agreement with SDMS for District Management Services.

Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, unanimously carried, the Board approved the Service Agreement with SDMS for District Management Services.

**Service Agreement with Gemsbok Consulting, Inc. for Accounting Services:** The Board reviewed a Service Agreement with Gemsbok Consulting, Inc. for Accounting Services.

Following discussion, upon motion duly made by Director Glass, seconded by Director Rubic and, upon vote, unanimously carried, the Board approved the Service Agreement with Gemsbok Consulting, Inc. for Accounting Services, subject to changing item 16G.

**Special Counsel Engagement Letter with Folkestand Fazekas Barrick & Patoile, P.C. for Legal Services:** The Board reviewed a Special Counsel Engagement Letter with Folkestand Fazekas Barrick & Patoile, P.C. for legal services.

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Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, unanimously carried, the Board approved the Special Counsel Engagement Letter with Folkestand Fazekas Barrick & Patoile, P.C. for legal services from September 1, 2022 until December 31, 2022.

**Meet and Greet with Kelley Duke, Esq. of Ireland Stapleton and Legal Counsel**

**Transition Update:** The Board was introduced to Attorney Duke, who is Attorney Ross' partner, and who will be assisting with the legal services provided to the District. Attorney Duke and Attorney Ross gave an update regarding the transition. The Board members discussed tasks they would like legal counsel to work on.

**General Counsel Engagement Letter with Ireland Stapleton:** The Board reviewed a General Counsel Engagement Letter with Ireland Stapleton.

Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, unanimously carried, the Board approved the General Counsel Engagement Letter with Ireland Stapleton.

**District Management Transition Update:** Ms. Ripko provided an update to the Board on the District Management transition.

**Accounting Management Transition Update:** There was no update at this time.

**ADJOURNMENT**

There being no further business to come before the Board at this time, upon motion duly made by Director Rubic, seconded by Director Jensen and, upon vote, unanimously carried, the Special Meeting was adjourned.

Respectfully submitted,

By: Travis C Jensen  
Secretary for the Meeting