
RECORD OF PROCEEDINGS

Minutes of the Regular Meeting of the Board of Directors of Siena Lake Metropolitan District May 10, 2022

A Regular Meeting of the Board of Directors of Siena Lake Metropolitan District, Town of Gypsum, Eagle County, Colorado, was held Tuesday, May 10, 2022 at 10:00 am. This meeting was held via Zoom.

Attendance The following Directors were present and acting:

- George Roberts
- Alison Perry
- David Young
- Rick MacCutcheon
- Bruce Lewis

Also in attendance were:

- Jim Froelich, Jim Cooper and Jen Hunt Peritus Ventures, Developer Representatives
- Tim Dugan, Legal Counsel Peritus Ventures
- Trish Harris, White Bear Ankele Tanaka & Waldron
- Eric Weaver, Marchetti & Weaver, LLC
- Debbie Braucht, Marchetti & Weaver, LLC, Secretary for the Meeting

Call to Order

The Meeting of the Board of Directors of Siena Lake Metropolitan District was called to order, noting a quorum was present.

Conflicts of Interest

Ms. Harris stated 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 legal counsel that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Consideration of Changes to the Agenda

No changes were made to the Agenda.

Minutes

Upon motion duly made and seconded it was unanimously

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RESOLVED to approve the November 16, 2021 and the April 14, 2022 Special Meeting Minutes.

Oaths of Office

The Oaths of Office were administered to Directors MacCutcheon and Lewis on May 9th and filed with the Eagle County Clerk and Recorder.

Election of Officers

Upon motion duly made and seconded it was unanimously

RESOLVED to appoint the officer positions as follows:
George Roberts-Chairman/President
Alison Perry-Secretary
Dave Young-Vice President, Assistant Secretary/Treasurer
Rick MacCutcheon-Treasurer
Bruce Lewis-Director

Director Lewis joined the meeting.

Developer Report

The Hillis of Snowmass Easement Agreement has been fully executed and will now be sent for recording.

Over the winter Holy Cross worked on burying their lines. Black Hills Energy and Comcast are waiting for further along in the development.

Eagle River Pump Station Operations and Maintenance Agreement

The Board had previously approved the draft agreement subject to final review and approval by the Buckhorn Valley Metro District No.1(BVMD1). BVMD1 changed the agreement and wanted to include the Town of Gypsum. There was discussion of indemnifying any damages caused by the Town. In addition to this change Airport Gateway and BVMD1 have not come to a consensus on costs. After discussion and upon motion duly made and seconded it was unanimously

RESOLVED to approved the revised Pump Station Operations and Maintenance Agreement subject to any final revisions by Airport Gateway and Buckhorn Valley Metro District No.1 may make.

Water Lease Agreement

The Water Lease Agreement is an interim agreement for the lease of water rights until the developer has clear title and is able to convey

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those rights to the District. Developer's water counsel has stated there is one more court case before the water rights are clear. Until that time the parties agree to a lease agreement for a nominal sum. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the Water Lease Agreement.

Capital Funding Agreement

The original draft of the Capital Funding Agreement was subject to annual appropriation. Upon review the developer has asked that the agreement be changed to a multi-fiscal year obligation which is a more detailed process because it is considered as issuance of debt. Issuing debt is subject to limitations and restrictions under the bond agreements. Currently there is no agreement between the District and the developer other than to hold back of 10% of the bond proceeds on infrastructure conveyances that will ultimately go to the Town. Bond counsel is working on this with the underwriter because there is limited debt capacity. A request like this is unusual so early in the development.

Director Young left the meeting.

Cost Certification and Acceptance of Infrastructure of Pump Back System

Mr. Weaver stated the engineer's cost certification has been received and the documents are ready for approval. Upon review and by motion duly made and seconded it was with 3 Directors in favor and Director Lewis abstaining

RESOLVED to approve the Resolution and release bond funds for the Acceptance of Public Infrastructure, the corresponding Bill of Sale and the Access and Maintenance Easement Agreement with Siena Lake LLC in relation to the Irrigation and Pumpback System Lines.

2021 Audited Financial Statements

Mr. Weaver reviewed the draft and discussed his proposed changes. A revised draft has been delayed. He reported the changes he is proposing are not uncommon for a first-year audit. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the Draft 2021 Audit subject to legal review.

Financial Statements

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Mr. Weaver reviewed the March 1, 2022 Financials with the Board and stated they are favorable to budget. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the March 31, 2022 financial statements.

Accounts Payable

Mr. Weaver reviewed the Accounts Payable List format with capital and general operational items separated into different columns. The reason for this level of detail is that capital items can be paid from bond funds but operational costs cannot. In addition to the invoices he included a calculation of the developer advances needed through 3rd quarter at the bottom of the page. There was discussion of developer advances and timing. The Bond Draw request for invoices on this list will be made as soon as the meeting is over along with the Pumpback System lines to the developer. Upon motion duly made and

RESOLVED with 3 votes in favor and Director Lewis abstaining to approve and ratify the Accounts Payable List.

Adjournment

There being no further business to come before the Board, upon motion duly made and seconded it was unanimously

RESOLVED to adjourn the meeting of the Siena Lake Metropolitan District Board of Directors held May 10, 2022.

Respectfully Submitted,



Secretary to the Meeting