

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

HARVEST JUNCTION METROPOLITAN DISTRICT

Held: Thursday, May 19, 2022, at 3:00 P.M. at via telephone and zoom conference.

### Attendance

The meeting of the Board of Directors of the Harvest Junction Metropolitan District was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

John Lynass

Absent was Director Odewald, whose absence was excused.

Also present was: Dianne Miller Sonja Steele and Rhonda Bilek, Miller & Associates Law Offices, LLC; and Janece Soendker, CliftonlarsenAllen, LLP, Nick Evancich and Lauren Kerns of Panattoni Development LLC.

### Call to Order

Ms. Miller noted that a quorum of the Board was present, and the Directors confirmed their qualification to serve.

### Disclosure Matters

Ms. Miller advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

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Director Lynass disclosed his interests as an owner of property within the District; and the fact that he is an employee of Panattoni Development Company, Inc., which may participate in transactions with the District as the developer of property within the District, including an Advance and Reimbursement Agreement with the District. These disclosures are associated with items on the agenda that may affect Director Lynass's interests.

Written disclosures of the interests of all of the directors were filed with the Secretary of State prior to the meeting.

Approval of Minutes – The minutes for the November 11, 2021 meeting was reviewed by November 11, 2021 the Board. Upon motion and approval by Director Lynass, the Board unanimously approved the minutes as presented.

Consider Approval of 2021 Ms. Janece Soendker presented and advised the Board of the Audit details of the 2021 Audit. Ms. Soendker presented the highlights of the 2021 Audit. Upon review and discussion and upon the motion of Director Lynass, the Board unanimously approved the 2021 Audit subject to the noted changes at the meeting.

Consider Approval of the Ms. Miller presented the proposed Master Service Agreement Master Service Agreement between CLA and the District. Ms. Miller stated that the agreement has not been finalized due to the ongoing process to negotiate a final version that is equal and balanced. It was presented by Ms. Miller to approve the agreement subject to final version or wait until the agreement is final. Ms. Soendker requested the Board approve the agreement if it finalized prior to the October board meeting. The Board appointed Director Lynass and Director Evancich to a committee to review the final version of the agreement and to approve it upon legal recommendation. Upon motion of Director Lynass, the board approved the committee and its purposes.

Consider Appointment of Director Lynass appointed to the Board Mr. Evancich, Ms. Kerns New Directors and Mr. Odewald. Upon motion and seconded by Director Lynass, appointments were approved.

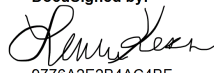
Other Business There was none.

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Adjournment

There being no further business to come before the Board, the meeting was adjourned at 3:25 p.m. Upon motion by Director Lynass, the Board unanimously adjourned the meeting.

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Secretary for the District