

MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS
OF
BIJOU METROPOLITAN DISTRICT (“District”)

Held: Wednesday, May 11, 2022 at 3:30 P.M. via teleconference

ATTENDANCE

The special meeting of the Board of Directors of the Bijou Metropolitan District, County of Morgan, Colorado (“Board”), was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Kurt Spears
Alan Overton
Rebecca Spears

Directors Robert Graves and Lori Graves were absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were:

George M. Rowley, Esq. and Audrey G. Johnson, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and Eric Weaver and James Shultz, Marchetti & Weaver, District Accountants.

CALL TO ORDER

Mr. Rowley noted that a quorum of the Board was present and called the meeting to order.

OATHS OF OFFICE

Oaths of Office had previously been administered to the newly-elected Directors following cancellation of the District’s May 3, 2022 election. The executed Oaths of Office were filed with the Colorado District Court, the Division of Local Government and the Morgan County Clerk & Recorder prior to the meeting being called to order.

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

Mr. Rowley advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Rowley 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. Rowley 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 agenda for the District's special meeting was distributed for the Board's review. Following discussion and upon motion duly made and seconded, the Board unanimously approved the agenda as presented.

PUBLIC COMMENT

None.

CONSENT AGENDA

Mr. Rowley provided the items on the consent agenda to the Board. Mr. Rowley advised that any item can be moved from the consent agenda to the regular agenda upon a request from any Director. No items were requested to be moved from the consent agenda. Upon a motion duly made, seconded and unanimously carried, the Board approved and adopted the following items:

- Minutes of February 7, 2022 Organizational Meeting

LEGAL MATTERS

Consider Approval of Loan Agreement with Acadia Farms, LLC

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Loan Agreement with Acadia Farms, LLC, subject to final review by legal counsel and approval by Acadia Farms, LLC.

Discuss Bids and Consider Awarding Contract for Phase 1 of Infrastructure Installation and Subgrade Earthwork

Director Overton explained that no bids were received in response to the published Invitation to Bid. Following discussion, the Board decided to split the original Invitation to Bid into three separate projects and to publish another Invitation to Bid for Construction Management.

FINANCIAL MATTERS

Discuss and Consider Establishment of Bank Accounts and Authorize Signers on the Accounts

The Board engaged in a discussion regarding the establishment of District bank accounts and authorizing signers for the same. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized opening an account with Bank of Colorado and a COLOTRUST PLUS account. As part of the vote, Director Graves was approved and authorized as a signer for the District accounts.

Other Financial Matters

The Board engaged in a discussion regarding approval of a Bill.com account and the process for reviewing and approving invoices. Following discussion, upon a motion duly made and seconded, the Board directed

Mr. Weaver to create a Bill.com account and designated Director Graves for approving invoices for payment.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board following discussion, upon a motion duly made and seconded, the Board unanimously determined to adjourn the meeting.

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

Alan Overton

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 7th of November 2022.