

**RECORD OF PROCEEDINGS
MINUTES OF THE JOINT SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF THE
TALON POINTE METROPOLITAN DISTRICT AND
TALON POINTE COORDINATING METROPOLITAN DISTRICT**

**HELD: Wednesday, April 27, 2022 @9:00 A.M. Mountain Time Via
teleconference**

ATTENDANCE

A special meeting of the Boards of Directors of the Talon Pointe Metropolitan District and Talon Pointe Coordinating Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors were in attendance:

Talon Pointe Metropolitan District

George Hanlon

Jimmy Oge

Don Summers

Kim Herman

Damon Brown

Talon Pointe Coordinating District

George Hanlon

Jimmy Oge

Don Summers

Kim Herman

Vacant

Also present: Angela Elliott and Don Cullen, Teleos Management, District Managers; Blair Dickhoner, White Bear Ankele Tanaka & Waldron, District Counsel; Eric Weaver, Marchetti & Weaver, LLC, District Accountants; and members of the public.

CALL TO ORDER

On behalf of the Board(s), Director Hanlon called the meeting to order at 9:03 a.m.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Mr. Dickhoner advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Dickhoner 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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Dickhoner inquired into whether members of the Boards 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 Boards to act.

PUBLIC COMMENT (please limit comments to 3 minutes)

Homeowner Rolf had concerns about operations fee and mill levy.

Homeowner Graves inquired about where to obtain documentation supporting district budget.

Homeowner Walker discussed improvements in community and when district assumes responsibility.

Homeowner Melbey inquired about composition of board directors and status of water fountain.

Homeowner Mosher suggested water feature go to a vote of the homeowners whether it remains a fountain or not.

Director Brown inquired the use of the area where oil spill occurred.

APPROVAL OF AGENDA

Upon motion duly made by Director Oge, seconded by Director Summers, upon vote and unanimously carried, the Boards approved the Agenda as presented.

Consider Approval of Minutes February 9, 2022, Special Meeting

After discussion, upon a motion duly made by Director Hanlon, seconded by Director Summers, upon vote and unanimously carried, the Boards approved the minutes as presented.

FINANCIAL MATTERS:

a. Consider Adoption of Resolution Certifying District Eligible Costs (TPMD) (enclosure)

Discussion followed on the reimbursement to ELG on related landscaping and trails that will eventually be accepted by District.

Upon motion duly made by Director Oge, seconded by Director Herman, upon vote and carried, the Boards adopted the Resolution Certifying District Eligible Costs. Director Hanlon refrained from voting.

b. Review and Consider Approval of 2021 Audit Report (TPCMD/TPMD) (enclosure)

Mr. Weaver walked the Board through the draft audit for 2021.

Following discussion, upon motion duly made by Director Hanlon, seconded by Director Oge, upon vote and unanimously carried, the Boards accepted the 2021 Audit Report subject to final opinion and legal review.

DIRECTOR ITEMS: None

LEGAL ITEMS:

a. Consider Approval of Seventh Amendment to Indenture of Trust (TPMD) (enclosure)

Following discussion, upon motion duly made by Director Hanlon, seconded by Director Oge, upon vote and unanimously carried, the Boards approved the Seventh Amendment to the Indenture of Trust.

b. Consider Providing Directive to Board President and District Accountant to Execute the Residential Sale Certificate (TPMD) (enclosure)

Following discussion, upon motion made by Director Oge, seconded by Director Hanlon, upon vote and unanimously carried, the Boards directed Board President and District Accountant to execute the Residential Sale Certificate once criteria are satisfied.

c. Consider Approval of Infrastructure Construction, Acquisition and Reimbursement Agreement (TPMD) (enclosure)

Following discussion, upon motion duly made by Director Summers, seconded by Director Oge, the Boards approved the Infrastructure Construction, Acquisition and Reimbursement Agreement.

d. Consider Approval of Fixed Fee and Tax Rate Agreement (TPMD) (enclosure)

Following discussion, upon motion duly made by Director Summers, seconded by Director Oge, the Boards approved the Fixed Fee and Tax Rate Agreement.

e. Consider Approval of Series 2019B Reimbursement and Holdback Escrow Agreement (TPMD) (enclosure)

Following discussion, upon motion duly made by Director Summers, seconded by Director Oge, upon vote and unanimously carried, the Boards approved the 2019B Reimbursement and Holdback Escrow Agreement. Director Hanlon recused from voting due to conflicts of interest.

f. Consider Approval and Providing Acknowledgement Regarding Pre-Paid Fee Reimbursement and Escrow Agreement (TPMD) (enclosure)

Following discussion, upon motion made Director Oge, seconded by Director Hanlon, upon vote and unanimously carried, the Boards approved and acknowledged the Pre-Paid Fee Reimbursement and Escrow Agreement. Director Hanlon recused from voting due to conflicts of interest.

MANAGEMENT ITEMS:

Manager discussed the upcoming meeting to be held on May 12, 2022 at 1:00 pm, via videoconferencing.


OTHER BUSINESS

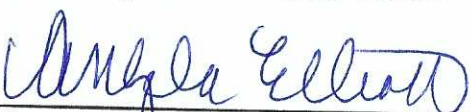
ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 10:15 a.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and were approved by the Boards of Directors of the joint special meeting of Talon Pointe Metropolitan District and Talon Pointe Coordinating Metropolitan District.

Respectfully submitted,


Secretary of the TPCMD Board


Secretary of the TPMD Board