

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE LARKRIDGE METROPOLITAN DISTRICT NO. 2 HELD JUNE 7, 2022

A Regular Meeting of the Board of Directors (referred to hereafter as the "Board") of the Larkridge Metropolitan District No. 2 (the "District") was convened on Tuesday, the 7th day of June, 2022 at 11:00 a.m. at Jordon Perlmutter & Co., 1601 Blake Street, Suite 600, Denver, Colorado 80202 and via conference call. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Shell D. Cook
Jonathan Perlmutter (via telephone)
Jay Perlmutter
Douglas Ernst
Brian S. Heinze

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc.

MaryAnn M. McGeady, Esq. and Kate Olson, Esq.; McGeady Becher P.C.

Alex Fink; CliftonLarsonAllen LLP

David Dansky; Foster Graham Milstein & Calisher (via telephone)

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. Finn 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 all Directors' Disclosure Statements had been filed.

ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's Regular Meeting.

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

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 District's Board meeting. Following discussion, upon motion duly made by Director Cook, seconded by Director Ernst and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location, which is within 20 miles of the District. The Board further noted that notice of the time, date and location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director Cook, seconded by Director Ernst, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted at least 24 hours prior to each meeting on the District's website at: <https://larkridgemd1-2.colorado.gov/> or if posting on the website is unavailable, notice will be posted at the southwest corner of the intersection of 162nd and North Washington Street.

Minutes: The Board reviewed the Minutes of the October 12, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Cook, seconded by Director Ernst and, upon vote, unanimously carried, the Board approved the Minutes of the October 12, 2021 Special Meeting.

May 3, 2022 Election: Ms. Finn noted for the Board that the May 3, 2022 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of Directors. Directors Shell D. Cook and Douglas Ernst were deemed elected to 3-year terms ending in May, 2025.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers. Following discussion, upon motion duly made by Director Jay Perlmutter, seconded by Director Cook and, upon vote, unanimously carried, the following officers were appointed:

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| | |
|---------------------|------------------------------------|
| President | Jonathan Perlmutter |
| Treasurer | Douglas Ernst |
| Secretary | Ann E. Finn (non-elected position) |
| Assistant Secretary | Shell D. Cook |
| Assistant Secretary | Jay Perlmutter |
| Assistant Secretary | Brian S. Heinze |

2022 Special District Association's Annual Conference: Ms. Finn discussed the SDA Conference with the Board and noted the information concerning the details of the conference will be emailed to them once the information is available.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of the payment of claims as follows:

| Fund | Period ending October 21, 2021 | Period ending Nov. 18, 2021 | Period ending Dec. 15, 2021 | Period ending January 19, 2022 |
|--------------|-----------------------------------|--------------------------------|--------------------------------|-----------------------------------|
| General | \$ 8,223.93 | \$ 2,967.93 | \$ 3,697.15 | \$ 6,737.91 |
| Capital | \$ -0- | \$ -0- | \$ -0- | \$ -0- |
| Debt | \$ -0- | \$ -0- | \$ -0- | \$ 4,000.00 |
| Total | \$ 8,223.93 | \$ 2,967.93 | \$ 3,697.15 | \$ 10,737.91 |

| Fund | Period ending February 08, 2022 | Period ending March 08, 2022 | Period ending April 08, 2022 | Period ending May 11, 2022 |
|--------------|------------------------------------|---------------------------------|---------------------------------|-------------------------------|
| General | \$ 1,315.30 | \$ 4,041.93 | \$ 2,423.59 | \$ 1,820.05 |
| Capital | \$ -0- | \$ -0- | \$ -0- | \$ -0- |
| Debt | \$ -0- | \$ -0- | \$ -0- | \$ -0- |
| Total | \$ 1,315.30 | \$ 4,041.93 | \$ 2,423.59 | \$ 1,820.05 |

Following discussion, upon motion duly made by Director Jay Perlmutter, seconded by Director Ernst and, upon vote, unanimously carried, the Board ratified the approval of the payment of claims, as presented.

Unaudited Financial Statements: Mr. Fink reviewed with the Board the Schedule of Cash Position Statement dated March 31, 2022. Following review and discussion, upon motion duly made by Director Ernst, seconded by Director Cook and, upon vote, unanimously carried, the Board accepted the Schedule of Cash Position Statement dated March 31, 2022.

2021 Audit: Mr. Fink reviewed with the Board the draft 2021 Audit. Following review and discussion, upon motion duly made by Director Ernst, seconded by Director Cook, and upon vote, unanimously carried, the Board approved the 2021 Audited Financial Statements and authorized execution of the Representations

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Letter, subject to final legal review and receipt of an unmodified opinion letter from Auditor.

LEGAL MATTERS

Conveyance of Easements: Attorney Olson discussed with the Board the status of the conveyance of Easements and noted she is working with the title company and Attorney Dansky on finalizing the title commitments.

OPERATIONS

Operation and Maintenance Services for 2022: The Board discussed the Operation and Maintenance Services for 2022. There was no action taken by the Board at this time.

Operations and Maintenance Agreement between Thornton 164 LLC and the District: The Board deferred discussion and no action was taken by the Board at this time.

Service Agreement for Locate Services: The Board deferred discussion and action was taken by the Board at this time.

CAPITAL MATTERS

There were no capital matters.

ADJOURNMENT

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

Respectfully submitted,

By: _____



Secretary for the Meeting