

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF TURION METROPOLITAN DISTRICT NOS. 1-6

HELD  
August 17, 2023

The Special Meeting of Turion Metropolitan District Nos. 1-6 was held via MS Teams and Teleconference on Thursday, August 17, 2023, at 1:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

Robert Eck, President & Chairman  
Bradley Lenz, Secretary & Treasurer  
Donald Guerra, Assistant Secretary

#### Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.  
Tiffany Skoglund, Andrew Kunkel, Shannon McEvoy, Nic Ortiz, and  
Tracie Kaminski; Pinnacle Consulting Group, Inc.  
Alison Gorsevski; Lyons Gaddis

### ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Boards of Directors (collectively, the “Boards”) of the Turion Metropolitan District Nos. 1-6 (collectively, the “District”) was called to order by Ms. Skoglund at 1:01 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts at such meetings. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of Turion Metropolitan District No. 1, with concurrence by the Boards of Directors of Turion Metropolitan District Nos. 2, 3, 4, 5 and 6.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Ms. Early noted that a quorum was present, with three out of three Directors in attendance. All Board Members confirmed their qualifications to serve on the Boards. Ms. Early discussed 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 Boards were requested to disclose any potential conflicts of interest regarding 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 Ms. Early that

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disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Approval of Agenda: The Boards considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as amended to add Finance Manager's Report to the Financial Items section.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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## CONSENT AGENDA

Ms. Skoglund reviewed the items on the consent agenda with the Boards. Ms. Skoglund advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any Director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director Eck, Seconded by Director Guerra, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – November 15, 2022, Special Meeting and May 25, 2023, Regular Meeting.
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## FINANCIAL ITEMS

Finance Manager's Report: Ms. Kaminski provided an update on the current fund balances of the District to the Boards.

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## LEGAL ITEMS

Engagement of Water Legal Counsel: Ms. Early recommended the Boards engage Lyons Gaddis as special legal counsel for water law matters for the District. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Guerra, and upon vote, unanimously carried, it was

**RESOLVED** to engage Lyons Gaddis as special legal counsel for water law matters for the District.

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EXECUTIVE SESSION Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel related to the submission of a bid for Windy Gap water units.

Ms. Early advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice related to the submission of a bid for Windy Gap water units. Upon a motion duly made by Director Eck, seconded by Director Lenz, and upon vote, it was

**RESOLVED** to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to the submission of a bid for Windy Gap water units.

The Boards returned from Executive Session at 2:21 p.m. No decisions or actions were taken in the Executive Session.

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### LEGAL ITEMS

Submission of Bid for Windy Gap Water Units: The Boards discussed the submission of a bid by District No. 1 for Windy Gap water units with Ms. Gorsevski. Following review and discussion, upon a motion duly made by Director Eck, seconded by Director Guerra, and upon vote, unanimously carried, it was

**RESOLVED** to direct Ms. Gorsevski to submit a bid for two Windy Gap water units at a price per unit as discussed by the Board.

First Amendment to Intergovernmental Agreement Concerning Construction and Operations with the Districts: Ms. Early explained that the First Amendment to Intergovernmental Agreement Concerning Construction and Operations with the Districts was no longer needed and therefore no action was taken by the Boards.

Capital Funding and Reimbursement Agreement with Front Range Investment Holdings, LLC, and in consideration therewith, the issuance of a Subordinate Promissory Note: Ms. Early explained that the Capital Funding and Reimbursement Agreement with Front Range Investment Holdings, LLC was no longer needed and therefore no action was taken by the Boards.

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DIRECTOR  
MATTERS

There were no Director Matters to come before the Boards.  
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OTHER  
MATTERS

There were no Other Matters to come before the Boards.  
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ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Eck, seconded by Director Lenz, and upon unanimous vote, the meeting was adjourned at 2:24 p.m.  
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The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,



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Andrew Kunkel, Recording Secretary for the Meeting