

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 5
(THE "DISTRICT")
HELD
FEBRUARY 22, 2023

A special meeting of the Board of Directors of the Upper Cottonwood Creek Metropolitan District No. 5 (referred to hereafter as the "**Board**") was convened on Wednesday, February 22, 2023, at 2:00 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Timothy Seibert, President
David D. Jenkins, Treasurer
Delroy Johnson, Secretary
Christopher S. Jenkins, Assistant Secretary

Director's Absence Excused:

Bobby Ingels, Assistant Secretary

Also, In Attendance Were:

Josh Miller, Korben Heim, Mallorie Hansen and Carrie Bartow;
CliftonLarsonAllen LLP (CLA)
Russell W. Dykstra, Esq.; Spencer Fane, LLP

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Director Seibert called the meeting to order at 2:20 p.m.

Following review, upon a motion duly made by Director Seibert, seconded by Director C. Jenkins and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Disclosure of Potential Conflicts of Interest: The Board 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 Board were requested to 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 statute. It was noted by Attorney Dykstra that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors, and no additional conflicts were disclosed at the meeting.

Quorum, Location of Meeting and Posting of Meeting Notices: A quorum

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was confirmed, and the meeting was properly noticed and posted. Upon a motion duly made by Director Seibert, seconded by Director C. Jenkins and, upon vote, unanimously carried, the Board excused the absence of Director Ingels.

Public Comment: There was no public comment.

Other: None.

FINANCIAL MATTERS

Other: None.

LEGAL MATTERS

Amended Resolution Calling Regular Election: Attorney Dykstra reviewed the Amended Resolution Calling Regular Election with the Board. Following review, upon a motion duly made by Director Seibert, seconded by Director C. Jenkins and, upon vote, unanimously carried, the Board adopted the Amended Resolution Calling Regular Election, as presented.

MANAGER MATTERS

Other: None.

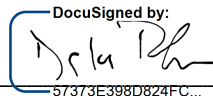
OTHER BUSINESS

Other: None.

ADJOURNMENT

There being no further business to come before the Board at this time, Director Seibert adjourned the meeting at 2:21 p.m.

Respectfully submitted,

By  Secretary for the Meeting