

**MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
VINEYARD METROPOLITAN DISTRICT (THE “DISTRICT”)  
HELD  
NOVEMBER 22, 2022**

A regular meeting of the Board of Directors of the Vineyard Metropolitan District (referred to hereafter as the “Board”) was convened on Tuesday, the 22<sup>nd</sup> day of November, 2022, at 4:00 P.M. The District Board meeting was held and properly noticed to be held by telephonic means. The meeting was open to the public.

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Directors In Attendance Were:

Vincent V. Colarelli  
Janet Colarelli

Also In Attendance Were:

Paula J. Williams, Esq.; McGeady Becher P.C.

Ellen Fisher; Stockman Kast Ryan & Co LLP

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ADMINISTRATIVE  
MATTERS

Disclosure of Potential Conflicts of Interest: The Board noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Williams requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Williams noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes.

Quorum, Meeting Location and Posting of Meeting Notices: A quorum for the regular meeting was confirmed. 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. It was noted that the District Board meeting was held and properly noticed to be held via telephone conference. The Board further noted that notice providing the conference bridge information was duly posted and that they have not received any objections or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director J. Colarelli, seconded by Director V. Colarelli, and upon vote unanimously carried, the Board determined that notice of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted on the District website (once established), and if the website is unavailable, at the

following location: west end of Vineyard Commerce Drive, Colorado Springs.

Agenda: The Board reviewed the proposed Agenda for the District's regular meeting. Following discussion, upon motion duly made by Director V. Colarelli, seconded by Director J. Colarelli and, upon vote, unanimously carried, the Agenda for the District's regular meeting was approved.

Public Comment: There was no public comment.

Minutes of the November 23, 2021 Special Meeting: The Board reviewed the Minutes of the November 23, 2021 Special Meeting. Following review and discussion, upon motion duly made by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board approved the Minutes of the November 23, 2021 Special Meeting.

2023 Meeting Schedule/Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices ("Meeting Resolution"): The Board determined to hold its regular meeting in 2023 on November 21, 2023 at 4:00 p.m. via telephone conference. Following discussion, upon a motion duly made by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board approved the Meeting Resolution.

Renewal of District Insurance Coverage through the Colorado Special Districts Property and Liability Pool and the Special District Association ("SDA") Membership: Attorney Williams reviewed the statutory requirements for insurance coverage with the Board.

Following discussion, upon a motion duly made by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board approved renewing the District's general liability insurance coverage, public officials' coverage, workers' compensation coverage and instructed District staff to proceed accordingly. The Board further directed renewal of the District's SDA membership.

Status of District Website: Attorney Williams updated the Board regarding status of creation of the District's website by the Colorado Statewide Internet Portal Authority ("SIPA").

Engagement of Generation Web, Inc. for Website Creation: Following discussion, upon a motion duly made by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board approved the engagement of Generation Web, Inc. for creation of a District website.

Eligible Governmental Entity Agreement with SIPA: Following discussion, upon a motion duly made by Director V. Colarelli, seconded by Director J.

Colarelli, and upon vote unanimously carried, the Board approved termination of the Eligible Governmental Entity Agreement with SIPA.

Section 32-1-809, C.R.S. Reporting Requirements and Direct Mode of Eligible Elector Notification: Attorney Williams reported that this refers to the “Transparency Notice” requirement for all Districts for 2023. Upon a motion by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board authorized the posting of the Transparency Notice on the Special District Association website, in compliance with Section 32-1-809, C.R.S., Reporting Requirements.

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FINANCIAL  
MATTERS

Public Hearing on Amendment to 2022 Budget: The President opened the public hearing to consider an amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

It was noted that no amendment to the 2022 Budget was required.

Fourth Amendment to 2018 Operation Funding Agreement by and between the District and IP Vineyard LLC (“Fourth Amendment”): Following discussion, upon motion duly made by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board approved the Fourth Amendment.

Public Hearing on 2023 Budget: The President opened the public hearing to consider the proposed 2023 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2023 budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

The Board reviewed the estimated 2022 expenditures and the proposed 2023 expenditures.

Upon motion duly made by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board approved the 2023 Budget, as discussed, and considered adoption of a Resolution to Adopt the 2023 Budget and Appropriate Sums of Money. It was determined that adoption of a Resolution to Set Mill Levies was not necessary. Following discussion, upon vote unanimously

carried, the Board adopted the Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and authorized execution of the Certification of Budget. District Counsel was directed to advise the Board of County Commissioners of El Paso County and/or the El Paso County Assessor of the Board's determination not to certify a mill levy for tax collection year 2023. District Counsel was directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2023.

DLG-70 Mill Levy Certification Form: The Board determined that a DLG-70 Mill Levy Certification Form was not necessary.

2021 Application for Exemption from Audit: Following review and discussion, upon motion duly made by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board ratified approval of the preparation, execution and filing of the District's 2021 Application for Exemption from Audit.

2022 Application for Exemption from Audit: The Board discussed the requirements for an audit. Following discussion, upon motion duly made by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and file a 2022 Application for Exemption from Audit.

Preparation of 2024 Budget: Following discussion, upon motion duly made by Director V. Colarelli, seconded by Director J. Colarelli, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget.

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LEGAL  
MATTERS

Resolution Calling May 2, 2023 Election for Directors, appointing Designated Election Official ("DEO") and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election ("Election Resolution"): Following discussion, upon motion duly made by Director V. Colarelli, seconded by Director J. Colarelli and, upon vote, unanimously carried, the Board adopted the Election Resolution, noting that Jennifer Pino would serve as DEO for the election.

OTHER BUSINESS

Real Estate Transaction: Director V. Colarelli informed the Board that closing on the sale of the property located within the boundaries of the District is anticipated to occur prior to year end 2022. It was noted that transition of Board seats to the buyer of the property would take place following closing. District Counsel requested that Director V. Colarelli keep District staff advised as to timing of closing and matters related to same.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Respectfully submitted,

By James J. Farrell  
Secretary for the Meeting