

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE MARKETPLACE METROPOLITAN DISTRICT

Held: Monday, February 5, 2024, at 12:00 P.M.

Attendance

A special meeting of the Board of Directors of the Marketplace Metropolitan District was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

Aaron Grant
Doug Grant
JoAnna Grant

Also present: George M. Rowley, Esq. and Marissa M. Peck, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; and Brad Simons, MMI Water Engineers, LLC.

There were no members of the public present.

Call to Order

Mr. Grant noted that a quorum of the Board was present and that the Directors had confirmed their qualification to serve and therefore called the meeting to order.

Disclosure Matters

Mr. Rowley advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Rowley 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Rowley inquired into whether members of the Board 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. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Approval of Agenda

The Board reviewed and discussed the agenda. Upon a motion duly made by Director Aaron Grant and seconded by Director Doug Grant, the Board unanimously approved the agenda as presented.

Public Comment

There were no public comments.

Consent Agenda

Mr. Rowley reviewed the items on the Consent Agenda with the Board. Mr. Rowley advised the Board 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 by Director Aaron Grant, seconded by Director Doug Grant, and unanimously carried, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- Minutes from the October 19, 2023, Regular Meeting

Construction Matters

Discuss Status of Development Within District No action taken.

Other Business None.

Financial Matters None.

District Maintenance Matters

Discuss and Consider Tract A Drainage Correction Memorandum and Proposal Mr. Simons provided an overview of the project and the repairs needed with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal, to not exceed \$5,000. Director Aaron Grant is authorized to sign and approve the proposal and agreement.

Discuss and Consider Paving Repairs Memorandum and Proposal Mr. Simons provided an overview of the project and the repairs needed with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal, to not exceed \$750. Director Aaron Grant is authorized to sign and approve the proposal and agreement.

Legal Matters

Consider Approval of 2024 Resolution Designating Meeting Notice Posting Location Mr. Rowley presented the Resolution Designating the Meeting Notice Posting Location to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution.

Consider District Management Proposals Ms. Peck presented the District Management proposals to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal with

Pinnacle Consulting Group, Inc. (“Pinnacle”), not to exceed \$10,500, pending clarification of the scope of work provided. Director Aaron Grant is authorized to negotiate with Pinnacle.

Consider Engagement of Special Legal Counsel for Collection Matters

The Board engaged in a general discussion regarding the Engagement of Special Legal Counsel for Collection Matters and the need to correct the issue with Centennial Consulting Group’s fee collections. The Board determined to partner with Pinnacle to handle this matter. Director Aaron Grant is authorized to work with Pinnacle to resolve the discrepancy in the amount of fees collected versus the amount of fees owed. Special counsel for collections will not be needed at this time.

Discuss Operations Fee for 2024

The matter is deferred until the next meeting.

Discuss November 2024 Election

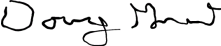
The Board engaged in a general discussion regarding the necessity of an election in November 2024 to increase the District operations budget. No action was taken.

Other Business

The Board engaged in a general discussion regarding the financial obligation between the District and the Carriage Hill Districts. No action taken.

Adjournment

There being no further business to come before the Board, upon motion by Director Aaron Grant, second by Director Doug Grant, and unanimous vote, the meeting was adjourned.

DocuSigned by:


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Doug Grant, Secretary for the District