

MINUTES OF A JOINT REGULAR MEETING OF THE  
BOARDS OF DIRECTORS

OF

BLUE EAGLE METROPOLITAN DISTRICT NOS. 1-5

Held: Tuesday, July 19, 2022 at 9:00 a.m. at 288 Clayton  
Suite 303, Denver, Colorado and via teleconference.

**Attendance**

The joint regular meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualifications to serve, were in attendance:

Christopher Fellows  
Dan Conway  
John Tyler  
Brooke Schiffner  
Charles Wellso

Also present were Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel and Diane Wheeler, Simmons & Wheeler, P.C., District Accountant.

**Call to Order/Declaration  
of Quorum**

Director Fellows noted that a quorum of the Boards was present and called the meeting to order.

**Director Conflict of  
Interest Disclosures**

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

**Joint Meetings**

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted,

all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Confirmation of Posting of Meeting Notices Ms. Murphy confirmed the meeting notice was posted as required by Colorado law.

Approval of Agenda Director Fellows reviewed the proposed agenda with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Public Comment None.

**Consent Agenda** Ms. Murphy reviewed the items on the consent agenda with the Boards. Ms. Murphy advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, acknowledged, ratified and adopted:

- February 11, 2022 Joint Organizational Minutes; and
- Contract with Heatherly Creative, LLC.

**Legal Matters**

Discuss and Consider Adoption of Funding and Reimbursement Agreement (Operations and Maintenance) with Fischahs, LLC Ms. Murphy reviewed the Funding and Reimbursement Agreement with Fischahs, LLC with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the Funding and Reimbursement Agreement (Operations and Maintenance) with Fischahs, LLC as amended.

Discuss 2022 Legislative Memorandum Ms. Murphy reviewed the 2022 Legislative Memorandum with the Board.

Other Legal Matters. None.

**Financial Matters**

Review and Accept Claims Listing None.

Other Financial Matters Ms. Wheeler noted that Director Fellows has the signature cards to open the districts' bank accounts. Ms. Wheeler informed the Boards that insurance was paid by Fischahs, LLC and will be listed on the Funding and Reimbursement Agreement.

## Adjournment

There being no further business to come before the Boards and following discussion, upon a motion duly made, the Boards unanimously determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

*Daniel M. Conway*

Daniel M. Conway (Oct 27, 2022 08:23 MDT)

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 21st, of October, 2022.