

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

PARKDALE METROPOLITAN DISTRICT NO. 2

Held: Thursday, May 11, 2023 at 1:00 p.m.

*This meeting was held via teleconference.*

**Attendance**

The Special Meeting of the Board of Directors (the “Board”) of the Parkdale Metropolitan District No. 2, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Board, were in attendance:

**Parkdale Metropolitan District No. 2**

Christian Matt Janke

Chris Elliott

Sarah Hunsche

Directors Matthew Cavanaugh and Corey Elliott were absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were Megan J. Murphy White Bear Ankele Tanaka & Waldron, Attorneys at Law; and Jamie Cotter, Spencer Fane LLP.

**Call to Order/Declaration of Quorum**

It was noted that a quorum of the Board was present and the meeting was called to order.

**Conflict of Interest Disclosures**

Ms. Murphy advised the Board 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 Board. Ms. Murphy 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. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

**Approval of Agenda**

Ms. Murphy presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

**Public Comment**

None.

**Legal Matters**

Consider Engagement of Spencer Fane as Special Counsel to the District

Following discussion, upon a motion duly made and seconded, the Board unanimously approved to engage Spencer Fane as Special Counsel to the District.

**Executive Session**

Upon a motion duly made and seconded, followed by an affirmative vote of at least two-thirds of the quorum present, the Board enter into executive session at 1:10 p.m. for the purpose of receiving legal advice as it relates to potential condemnation of property and pursuant to § 24-6-402(4)(e), C.R.S., for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, instructing negotiators related to potential condemnation of property pursuant to Section 24-6-402(4)(b), C.R.S.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of legal counsel to the District, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

The Board reconvened in regular session at 1:37 p.m.

Consider Adoption of Resolution of Necessity for the Acquisition of Real Property owned by 7N LLC

Ms. Cotter presented the Resolution of Necessity to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution.

Consider Approval of Engagement of Appraiser to Prepare Property Appraisal

Ms. Cotter noted the District needs a real property appraisal in order to proceed with the condemnation. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of a real property appraiser recommended by Ms. Cotter.

**Other Legal Matters**

Following discussion, upon a motion duly made and seconded, the Board authorized ordering a title report for the property from Heritage Title.

**Financial Matters**

Other Financial Matters

None.

**Other Business**

None.

**Adjournment**

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

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

*Corey Elliott*

Corey Elliott (Jun 9, 2023 13:09 MDT)

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Secretary for the Meeting

The foregoing minutes were approved on the 8<sup>th</sup> day of June, 2023.

**Attorney Statement:**

ATTORNEY STATEMENT  
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Parkdale Metropolitan District No. 2, I attended the executive session at the special meeting of Parkdale Metropolitan District No. 2 convened at 1:10 p.m. on May 11, 2023 for the sole purpose of discussing receiving legal advice as it relates to potential condemnation of property and pursuant to § 24-6-402(4)(e), C.R.S., for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, instructing negotiators related to potential condemnation of property as authorized by Section 24-6-402(4)(b), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(4)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.

*Megan J. Murphy*

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Megan J. Murphy, Esq.