

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

Held: Wednesday, June 5, 2024, at 10:00 A.M.

Attendance A special meeting of the Board of Directors of the Two Rivers 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:

John Stephens  
Thomas Stephens  
Douglas Stephens

Also present were: Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel.

Call to Order Mr. White noted that a quorum of the Board was present and called the meeting to order. All directors in attendance affirmed their qualification to serve on the Board.

Disclosure Matters Mr. White advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White 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. White 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 otherwise enable the Board to act. Mr. John Stephens reported his control of Two Rivers Marketplace LLC No. 1 and will abstain from any action related to Two Rivers Marketplace LLC No. 1.

Approval of Agenda The Board reviewed and discussed the agenda. Upon a motion duly made and seconded, the Board unanimously approved the agenda as approved as presented.

Consider Adoption of Resolution Declaring Return to Active Status Mr. White presented the Resolution Declaring Return to Active Status to the Board. Following discussion, upon a motion duly to Active Status

made and seconded, the Board unanimously approved the resolution.

Public Comment

None.

**Consent Agenda**

Mr. White reviewed the items on the consent agenda with the Board. Mr. White 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 duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- March 29, 2023 Organizational Minutes
- 2024 Annual Administrative Resolution
- Resolution Designating the District’s 24-hour Posting Location

**Legal Matters**

Consider Approval of Infrastructure Acquisition and Reimbursement Agreement with Two Rivers Marketplace LLC #1

Mr. White presented the Infrastructure Acquisition and Reimbursement Agreement with Two Rivers Marketplace LLC #1 to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

**Financial Matters**

Other Financial Matters

None.

**Other Business**

The Board engaged in a general discussion regarding the date for the next meeting.

**Next Meeting**

To be determined.

**Adjournment**

There being no further business to come before the Board, upon a motion duly made and 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.

*Thomas Stephens*

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Secretary for the District

The foregoing minutes were approved by the Board of Directors  
on \_\_\_\_\_, 2024.