

MINUTES OF THE ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF THE
SAGE POINTE METROPOLITAN DISTRICT
HELD
THURSDAY, AUGUST 7, 2025
AT 6:00 P.M. AT CSU NORTHEAST REGIONAL ENGAGEMENT CENTER
304 MAIN STREET, STERLING, CO 80751

The organizational meeting of the Board of Directors of Sage Pointe Metropolitan District (“District”) was called and held as shown above in accordance with the statutes of the State of Colorado.

ATTENDANCE

The following Directors, having confirmed their qualifications to serve on the Board, were in attendance:

Karl Raff
Marianne Harbart
Heather Gage
Vacancy
Vacancy

Also present were:

Colin B. Mielke and Courtney P. Intara of Seter, Vander Wall & Mielke, P.C.; Nickie Holder of NMHolder Financial, Inc. via Zoom; Angela Kana-Veydovec of KV Water Engineering LLC via Zoom; Vanya Akraboff of Trout Raley Montano Freeman Sinor Thompson P.C. via Zoom; Eliza Fink of RCAC via Zoom; and members of the public.

CALL TO ORDER

After confirmation of a quorum of the Board present, the organizational meeting of the Board of Directors of the Sage Pointe Metropolitan District was called to order at approximately 6:00 p.m.

DISCLOSURE MATTERS

Mr. Mielke advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member acknowledged their conflicts of interest, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. 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 the agenda for the meeting. Following discussion, upon a motion duly made, seconded, and unanimously carried, the Board approved the agenda.

PUBLIC COMMENT

The Board opened the meeting for public comment. There being no public comment, the public comment period was closed.

DIRECTOR MATTERS

Director Qualification:

Mr. Mielke asked each Directors to complete a statement of qualification confirming each Director's qualification to serve on the Board.

Disclosure Matters/Conflicts of Interest Forms:

Mr. Mielke asked the Directors to review the information provided to each Director by his firm, describing how to identify a conflict of interest, and the requirements under Colorado law for disclosure of such conflicts of interest by each Director. Mr. Mielke asked each Director to review the contents of the letter, and to identify all existing and potential conflicts of interest each Director may have in connection with serving as a member of the Board of the District, and to complete the enclosed disclosure forms to be returned to his office.

Election of Officers:

The Board discussed officer positions, and upon motion, seconded and unanimously carried, the board members were appointed to the following officer positions:

Karl Raff - Chair of the Board/President
Marianne Harbart – Treasurer
Heather Gage – Secretary

DISTRICT'S ORGANIZATIONAL/ADMINISTRATIVE RESOLUTION 2025/2026

Mr. Mielke reviewed with the Board a proposed form of resolution regarding certain organizational and administrative items for the District.

Each Director waived the right to compensation for services as a director.

The Board determined to designate *The South Platte Sentinel* for publication of its legal notices.

The Board directed Seter, Vander Wall & Meilke to establish and maintain its official website via the Colorado Statewide Internet Portal Authority.

The Board designated the regular meeting dates, time, and place as the first Tuesday of each month at 6 p.m. at the CSU Northeast Regional Engagement Center, located at 304 Main Street, Sterling, Colorado 80751. The Board designated the community bulletin board at the water tower located at 13384 County Road 31.5, Logan County, Colorado 80751 which is within the boundaries of the District, as the 24-hour posting place for meeting notices in the event posting cannot be accomplished via the website.

The Board set the annual meeting for December 2, 2025 at the Logan County CSU Extension Office located at 508 S. 10th Avenue, #1, Sterling, Colorado 80751.

The Board determined to appoint Michele Barrasso, of the law firm Seter, Vander Wall & Mielke, P.C., to serve as the Designated Election Official for the District for its elections to be held during 2027 and any subsequent year. Finally, the Board reviewed the proposed form of resolution presented by Mr. Mielke which memorializes the above determinations in addition to certain other annual administrative actions providing direction from the Board regarding actions to be taken by its consultants on the Board's behalf.

Following discussion and upon motion made by Director Harbart, seconded by Director Gage and unanimously carried, the Board approved and adopted the resolution.

ADOPTION OF DISTRICT SEAL

Following discussion and upon motion made by Director Harbart, seconded by Director Raff and unanimously carried, the Board approved and adopted and the corporate seal of the District.

APPOINTMENT OF CONSULTANTS

Legal Counsel:

The Board was presented with an engagement letter for legal services from Seter, Vander Wall & Mielke, P.C. After review and discussion, and upon motion made, seconded and unanimously carried, the Board approved the engagement of Seter, Vander Wall & Mielke, P.C. to serve as legal counsel to the District, and the accompanying engagement letter.

Accountant:

The Board was presented with a contract for accounting services with NMHolder Financial Inc. The Board discussed the flat rate fee proposed in the contract, and Director Harbart stated the importance of the accountant providing all necessary services under the flat rate. Ms. Holder confirmed she can accomplish the District's accounting needs for the flat rate. After review and discussion, and upon motion made, seconded and unanimously carried, the Board approved the contract with NMHolder Financial Inc. to serve as the District's accountant.

Engineer:

The Board was presented with a contract for engineering services from KV Water Engineering LLC. Ms. Kana-Veydovec answered questions from the Board regarding her scope of services.

{00828069 2}

Organizational Meeting – August 7, 2025

Sage Pointe Metropolitan District

After review and discussion, and upon motion made, seconded and unanimously carried, the Board approved the contract with KV Water Engineering LLC to serve as the engineer for the District.

Water Attorney:

The Board was presented with an engagement letter for water attorney representation from Trout Raley Montano Freeman Sinor Thompson P.C. After review and discussion, and upon motion made, seconded and unanimously carried, the Board approved the engagement of Trout Raley Montano Freeman Sinor Thompson P.C.

Water Rights Engineer:

The Board was presented with an engagement letter from Wright Water Engineers, Inc. to serve as the water engineer for to the District water rights analysis. After review and discussion, and upon motion made, seconded and unanimously carried, the Board approved the engagement letter.

INSURANCE MATTERS

Mr. Mielke advised the Board that, pursuant to statutory requirements, his firm has filed Directors' and Treasurer Bonds for the Board of Directors with the Logan County District Court. Mr. Mielke briefly discussed the existence of liability exposure to Board members and the protections from liability available pursuant to the Colorado Governmental Immunity Act and through the acquisition of insurance. The Board discussed the need for insurance and the desire to coordinate obtaining insurance with the transition of operations and maintenance of water and wastewater from the Sage Pointe Homeowners Association, Inc. to the District to avoid duplication of coverage where possible. Michael Lamb, counsel for the Sage Pointe Homeowners Association, Inc., discussed insurance requirements and the process for conveying infrastructure of the Sage Pointe Homeowners Association, Inc. to the District from an HOA perspective.

Mr. Mielke discussed insurance options with the Board. Mr. Mielke presented the Board with a proposed intergovernmental agreement ("IGA") and resolution for the Colorado Special Districts Property and Liability Pool. The Board reviewed and discussed the IGA and resolution. The Board determined to designate Ms. Barrasso and Director Gage as the representatives for the Colorado Special District Property & Liability Insurance Pool and authorized them to complete the necessary tasks to obtain such insurance coverage in coordination with the Sage Pointe Homeowners Association, Inc. Following discussion, and upon motion made, seconded and unanimously carried, the Board ratified the District's purchase of the surety bonds, approved the IGA and resolution, and authorized obtaining insurance, including payroll insurance, by September 1st.

FINANCIAL MATTERS

Public Hearing re 2025 Budget:

Mr. Mielke and Ms. Holder presented the draft 2025 budget to the Board. The Board opened the public hearing on the 2025 budget. There being no comments from the public, the public hearing was closed. The Board reviewed the District's draft 2025 budget. Following discussion and upon motion by Director Gage, seconded by Director Harbart and unanimously carried, the Board approved the resolution adopting the District's 2025 budget, certifying the mill levy of 0.000 mills, and appropriating the funds as set forth in the budget as presented.

PDPA/Tax-Exempt Numbers/EIN:

Mr. Mielke advised that his office will work with the District's accountant to commence the process of applying for a PDPA number, Federal EIN number, and state tax-exempt number on behalf of the District.

OTHER BUSINESS

Indemnification Resolution:

Mr. Mielke presented to the Board a proposed indemnification resolution which provides for the costs of defense by the District for its directors and employees for certain types of actions. Following discussion and upon motion, seconded and unanimously carried, the Board approved and adopted the indemnification resolution as presented.

Colorado Open Records Act ("CORA") Resolution:

Mr. Mielke presented the Board with a resolution setting forth a proposed policy for the District concerning Colorado Open Records Act requests. The Board reviewed the resolution and policy, and upon motion made, seconded and unanimously carried, the Board approved the CORA Policy resolution as presented.

2025 Transparency Notice:

Mr. Mielke presented the Board with a transparency notice for the year 2025, which discloses information regarding the District's contact and financial information. Mr. Mielke advised that the notice will be filed with the Division of Local Government, Logan County Clerk and Recorder's Office, and will be posted on the SDA's website.

Document Retention Policy Resolution:

Mr. Mielke presented to the Board a proposed document retention policy resolution to adopt the Colorado State Archivist's Special District Document Retention Manual. Following discussion and upon motion made, seconded and unanimously carried, the Board approved the document retention policy resolution as presented.

Disposal of Personal Identifying Information Resolution:

Mr. Mielke presented to the Board a resolution adopting a personal identifying information disposal policy and discussed the legal requirements to adopt a policy regarding this matter.

Following discussion and upon motion made, seconded and unanimously carried, the Board adopted the resolution as presented.

Special District Public Disclosure Document/Map:

Mr. Mielke presented the Board with a draft public disclosure document and map, which must be recorded with the Logan County Clerk and Recorder's Office. Mr. Mielke informed the Board that his office would record the document.

Advance and Reimbursement Agreement with HOA:

The Board discussed entering into an agreement with the Sage Pointe Homeowners Association, Inc. for the advance and reimbursement of funds for operational purposes, and for reimbursement of organizational costs already advanced. Upon motion made, seconded, and unanimously carried, the Board approved the concept of entering into such an agreement and directed legal counsel to send the draft agreement to legal counsel for the Sage Pointe Homeowners Association, Inc. for review. Mr. Mielke will present the final agreement for the Board's approval at a future meeting.

Transition Schedule:

Ms. Kana-Veydovec described the tasks anticipated in transitioning operations and maintenance of the water and wastewater from the Sage Pointe Homeowners Association, Inc. to the District.

Assignment of Contracts:

Ms. Kana-Veydovec and the Board described the contracts Sage Pointe Homeowners Association, Inc. anticipates assigning to the District to transition the operations and maintenance of the water and wastewater.

Water/Wastewater:

Ms. Kana-Veydovec, Ms. Fink, Ms. Akraboff and the Board described the anticipated transfer of water rights, easements, Rules and Regulations, and involvement of RCAC in transitioning operations and maintenance of the water and wastewater from the Sage Pointe Homeowners Association, Inc. to the District.

Board Member Appointment:

Mr. Mielke discussed the process for filling Board vacancies. After discussion, and upon motion made, seconded and unanimously carried, the Board voted to appoint O'Ryan Taylor to the vacant 2029 Board member seat and Sean Gibson to the vacant 2027 Board member seat.

ADJOURNMENT

There being no further business to come before the Board, and upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 8:50 p.m.

/s/ Heather Gage

Secretary for the Meeting

4903-9128-5630, v. 1