

## RECORD OF PROCEEDINGS

---

### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE JEFFCO BUSINESS CENTER METROPOLITAN DISTRICT NO. 1 (THE "DISTRICT") HELD MAY 19, 2023

A special meeting of the Board of Directors (the "Board") of the Jeffco Business Center Metropolitan District No. 1 (the "District") was convened on Friday, May 19, 2023, at 2:00 p.m., via video and telephone conference without any individuals (neither District representatives nor the general public) attending in person. The meeting was open to the public.

#### ATTENDANCE

#### Directors In Attendance Were:

Julie von Clausburg  
John Strabel  
Brenda Lamer

#### Also, In Attendance Were:

Paula J. Williams, Esq.; McGeady Becher P.C.

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The Directors were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Directors prior to this meeting in accordance with statute. It was noted by Attorney Williams that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

#### ADMINISTRATIVE MATTERS

Quorum/Confirmation of Meeting Location/Posting of Notice: A quorum was confirmed.

The Board discussed the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made by Director von Clausburg, seconded by Director Lamer, and upon vote unanimously carried, the Board determined to conduct the meeting by electronic means via video and telephone conference, it was determined to conduct the meeting at the above-stated dated, time and location. It was further noted that notice of the time, date and location was duly posted and that no objections to the location or any requests that the meeting place be changed by taxpaying electors within the District's boundaries have been

## RECORD OF PROCEEDINGS

---

received.

**Agenda:** The Board reviewed the Agenda for the meeting. Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Lamer, and upon vote unanimously carried, the Board approved the Agenda.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director von Clausburg, seconded by Director Lamer, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District as least 24 hours prior to each meeting on the District's website.

**Public Comment:** There was no public comment.

### **LEGAL MATTERS**

#### **Discussion Regarding Debt Service Payment:**

**Executive Session pursuant to Section 24-6-402(4)(b), C.R.S., to Received Legal Advice Related to Debt Service Payment:** Pursuant to Section 24-6-402(4)(b), C.R.S. and upon a motion duly made by Director von Clausburg, seconded by Director Lamer and, upon vote, unanimously carried, the Board convened in Executive Session at 2:04 p.m. for the sole purpose of receiving legal advice from the District's attorneys on specific legal questions regarding the debt service payment issue as a result of wire fraud.

Furthermore, pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record or electronic recording will be kept of those portions of the Executive Session that, in the opinion of the Board's attorneys, constitute privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Upon a motion duly made by Director von Clausburg, seconded by Director Lamer and, upon vote, unanimously carried, the Board reconvened in regular session at 2:24 p.m.

Upon a motion duly made by Director von Clausburg, seconded by Director Lamer and, upon vote, unanimously carried, the Board directed Attorney Williams to prepare a demand letter for delivery to the District Accountant, requiring the District Accountant to replace the funds stolen as a result of the wire fraud.

## RECORD OF PROCEEDINGS

---

### ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned.

Respectfully submitted,


By   
Secretary for the Meeting

**RECORD OF PROCEEDINGS**

---

**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 Jeffco Business Center Metropolitan District No. 1 (the "District"), I attended the executive session meeting of the District convened at 2:04 p.m. on May 19, 2023 for the sole purpose of receiving legal advice concerning the debt service payment issue, as authorized by 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(2)(d.5)(II)(B), C.R.S.

Signed   
\_\_\_\_\_  
Paula J. Williams, Esq.

Dated: 01 / 27 / 2024