

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF FOUNDRY LOVELAND METROPOLITAN DISTRICT

HELD
May 27, 2025

The Special Meeting of the Board of Directors of Foundry Loveland Metropolitan District was held via MS Teams and Teleconference on Thursday, May 27, 2025, at 8:00 a.m.

ATTENDANCE

Directors in Attendance:

Brandy Natalzia, President & Chairperson
Ryan Eisenbraun, Director
Vanessa Laureles, Secretary
Cary Wicker, Treasurer
Sebrina Osilka, Director

Also in Attendance:

Allen Pogue; Icenogle Seaver Pogue, P.C.
Shannon McEvoy; Pinnacle Consulting Group, Inc.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. McEvoy noted that a quorum was present, with five out of five Directors in attendance. The Special Meeting of the Board of Directors of the Foundry Loveland Metropolitan District was called to order by Mr. McEvoy at 8:30 a.m.

Director Qualifications/Disclosure of Potential Conflicts of Interest: All Board Members confirmed their qualifications to serve on the Board. Mr. Pogue noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State's office and with the District's Board. Mr. Pogue advised the Board that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Board reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, 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 considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Natalzia, seconded by Director Laureles, and upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the agenda, as presented.

CONSENT AGENDA

Mr. McEvoy reviewed the items on the consent agenda with the Board. Mr. McEvoy 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 by Director Natalzia, Seconded by Director Eisenbraun, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – February 27, 2025, Regular Meeting
 - B. Payment of Claims.
 - C. Ratification of Audit Exemption 2024
-

EXECUTIVE SESSION

Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice on the pending Hughes litigation and potential settlement of same.

Mr. Pogue advised the Board that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Board to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to specific legal questions. Upon a motion duly made by Director Natalzia, seconded by Director Eisenbraun, and upon vote, unanimously carried, it was

RESOLVED to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice on the pending Hughes litigation and potential settlement of same. The Executive Session began 8:35 a.m.

The Board returned from Executive Session at 8:42 a.m. No decisions or actions were taken in the Executive Session.

ADJOURNMENT

There being no further business to come before the Board, upon motion duly made by Director Natalzia, seconded by Director Eisenbraun, the meeting was adjourned at 8:46 a.m.

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

RECORD OF PROCEEDINGS

Respectfully submitted,



John Callahan III, Recording Secretary for the Meeting