



**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
TUSCAN FOOTHILLS VILLAGE METROPOLITAN DISTRICT
HELD April 22, 2025, AT 1:00 PM.**

Pursuant to posted notice, the regular meeting of the Board of Directors of the Tuscan Foothills Village Metropolitan District was held on Tuesday, April 22, 2025, at 1:00 PM, via video teleconference.

Attendance

In attendance were Directors:

Raymond O'Sullivan,
Jack Wallace Mason
Jennifer Mullins
Dave Talbot
Donald Gressly

Also in attendance were:

Jakrapong Pattamasaeви, WSDM Managers
Danielle Daigle-Chavez, WSDM Managers
Blair Dickhoner, WBA
Tim Morzel, DADCO

1. Call to Order: Mr. Pattamasaeви called the meeting to order at 1:04 PM. Prior to any action being taken by the Board, Director Mason and Director O'Sullivan both tendered their resignation from the Board of Directors of the Tuscan Foothills Village Metropolitan District. This resignation was accepted without opposition from the remaining Board members.
2. Declaration of Quorum/Director Qualifications/ Disclosure Matter: Mr. Pattamasaeви declared a quorum was present and confirmed that the director qualifications and filings of disclosures were made previously.
3. Approval of the Agenda: Director Talbot moved to approve the Agenda, seconded by Director Gressly. Motion passed unanimously.
4. Consent Agenda Items:
 - a. Approve Board Meeting Minutes from March 18, 2025.
 - b. Approve Payables.
 - c. Approve unaudited 3-31-25 financial statements. After discussion, Director Gressly motioned to approve consent agenda items, seconded by President Mullins. Motion passed unanimously.
5. Bond Matters:
 - a. Approve Special Fee Disclosure Letter from White Bear Ankele Tanaka & Waldron. After review, Director Gressly motioned to approve the Disclosure as presented, seconded by President Mullins. Motion passed unanimously.

- b. Approve Engagement of Taft Law LLP as Bond Counsel. After discussion, President Mullins motioned to approve the Engagement of Taft LLP as Bond counsel as presented, seconded by Director Gressly. Motion passed unanimously.
- c. Approve Engagement of D.A. Davidson & Co. as Placement Agent. After discussion, Director Gressly motioned to approve the Engagement of D.A. Davidson as presented, seconded by President Mullins. Motion passed unanimously.
- d. **Consider ratification of a final determination to issue and refund general obligation indebtedness consisting of its Series 2025 Loan Agreement and Promissory Note for the purpose of refunding the District's existing general obligation indebtedness, up to a maximum principal amount of \$1,750,000, which amount is subject to increase or decrease as determined by the Board, or as otherwise permitted by any resolution adopted by the Board at such meeting, for the purpose of refunding limited tax general obligation indebtedness of the District, and in connection therewith, consider approval of a resolution authorizing the issuance of such indebtedness; approving, ratifying and confirming the execution of certain documents; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions.** After review and discussion Director Gressly motioned to approve ratification of determination to issue and refund general obligation indebtedness consisting of its Series 2025 Loan Agreement and Promissory Note for the purpose of refunding the District's existing general obligation indebtedness, up to a maximum principal amount of \$1,750,000, seconded by Director Talbot. Motion passed unanimously.

6. Financial Matters:

- a. Conduct Public Hearing on a 2025 Budget Amendment. No public comment.
- b. Adopt Resolution to Amend 2025 Budget. After discussion Director Gressly motioned to adopt resolution to amend 2025 budget as presented, seconded by Director Talbot. Motion passed unanimously.

7. Legal Matters: No items to discuss.

8. Management Matters:

- a. Review Brightview proposal for capital improvement. After review President Mullins motioned to approve the Brightview proposal in the amount of \$3,016.79 to re-grade dirt work for water to drain and install cobble rock, seconded by Director Gressly. Motion passed unanimously.

9. Public Comment: (Items not on the Agenda Only.) No public comment.

10. Other Business: Mr. Dickhorner provided the update that the Treasurer position must be filled by the board. After discussion, Director Talbot motioned for Director Gressly to step into the Treasurer position, seconded by President Mullins. Motion passed unanimously.

11. Adjournment: Director Gressly moved to adjourn the meeting at 1:47 p.m., seconded by President Mullins. Motion passed unanimously.

Approved,

District Officer