

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
VENTANA METROPOLITAN DISTRICT
HELD DECEMBER 16, 2025**

A Regular Meeting of the Board of Directors (the “Board”) of the Ventana Metropolitan District (the “District”) was convened on Friday, December 16, 2025, at 6:00 p.m. at 11007 Hidden Prairie Parkway, Fountain, Colorado 80817 and via Zoom video/telephone conference. The meeting was open to the public.

ATTENDANCE

Directors Present:

Kevin E. Whatley
Keisha Layton
Mick Schuhmacher

Director Gonzalez-Carroll was absent and excused.

Also Present:

Amy Hord; Public Alliance LLC, District Manager

Tate Crosby; WBA, PC, District General Counsel

Jessica Harris; Public Alliance, Lifestyle Assistant

LaMont Harris; Clifton Larson Allen, District Accountant

**ADMINISTRATIVE
MATTERS**

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

Attorney Crosby noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Crosby noted that Disclosure Statements have been filed for all directors. No additional conflicts were disclosed.

Agenda: Attorney Crosby distributed, for the Board's review and approval, a proposed agenda for the District's Regular Meeting.

Following discussion, and upon motion duly made by Director Whatley, seconded by Director Schuhmacher and, upon vote, unanimously carried, the Board approved the agenda, as amended to add a discussion regarding grants available from the City of Fountain.

RECORD OF PROCEEDINGS

CONSENT AGENDA The Board considered the following actions:

- Approval of Minutes from October 29, 2025 Special Meeting, November 17, 2025 Regular Meeting and December 8, 2025 Special Meeting.

Following discussion, upon motion duly made by Director Whatley, seconded by Layton and, upon vote, unanimously carried, the Board approved the Consent Agenda as presented.

FINANCIAL MATTERS

Cash Position Schedule and Property Tax Reconciliation: Mr. Harris discussed with the Board the Cash Position Schedule, dated September 30, 2025 and Property Tax Reconciliation.

Following discussion, upon motion duly made by Director Whatley, seconded by Director Layton and, upon vote, unanimously carried, the Board accepted the Cash Position Schedule, dated September 30, 2025 and Property Tax Reconciliation.

Claims: Mr. Harris presented the Board with claims in the amount of \$25,402.84 for the period dated October 27, 2025 through December 12, 2025.

Following discussion, upon a motion duly made by Director Whatley, seconded by Director Layton and, upon vote unanimously carried, the Board ratified and approved the claims as presented.

Resolution Amending Fee Schedule: The Board reviewed a Resolution Amending Fee Schedule.

Following discussion, the Board determined to defer making any changes to the trash fee schedule.

Cash Access and Internal Controls Memorandum from CliftonLarsonAllen LLP: Mr. Harris reviewed with the Board a Cash Access and Internal Controls Memorandum from CliftonLarsonAllen LLP.

Following discussion, upon a motion duly made by Director Whatley, seconded by Director Layton and, upon vote unanimously carried, the Board acknowledged the Cash Access and Internal Controls Memorandum from CliftonLarsonAllen LLP.

2025 Audit: The Board reviewed the proposal from BiggsKofford, P.C. to perform the 2025 Audit.

Following discussion, upon motion duly made by Director Whatley, seconded by Director Schuhmacher and, upon vote, unanimously carried, the Board approved the

RECORD OF PROCEEDINGS

Engagement Letter with BiggsKofford, P.C. to perform the 2025 Audit, for a not to exceed amount of \$8,900.

CliftonLarsonAllen LLP 2026 Statements of Work: Mr. Harris reviewed with the Board the 2026 Statements of Work from CliftonLarsonAllen LLP.

Following discussion, upon motion duly made by Director Whatley, seconded by Director Layton and, upon vote, unanimously carried, the Board approved the 2026 Statements of Work from CliftonLarsonAllen LLP.

Accounts Receivable Update: The Board deferred discussion at this time.

Grants Available from the City of Fountain: The Board entered into discussion regarding grant opportunities available from the City of Fountain. Following discussion, the Board directed Ms. Hord to research the available grant programs and report back to the Board.

2027 Budget Preparation: The Board discussed preparation of the 2027 Budget.

Following discussion, upon motion duly made by Director Whatley, seconded by Director Schuhmacher and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2027 Budget. The Board determined to hold the public hearing to consider adoption of the 2027 Budget on November 16, 2026, at 1:00 p.m., at 11007 Hidden Prairie Parkway, Fountain, Colorado 80817 and via Zoom.

Other Financial Matters: There were no other financial matters.

LEGAL MATTERS

Ventana Community Covenants: Attorney Crosby discussed the Ventana Community Covenants and the District's covenant enforcement authority with the Board.

2026 Annual Administrative Resolution: The Board reviewed the 2026 Annual Administrative Resolution.

Following discussion, upon motion duly made by Director Whatley, seconded by Director Schuhmacher and, upon vote, unanimously carried, the Board adopted the 2026 Annual Administrative Resolution, subject to finalization.

2026 Regular Meeting Dates: The Board entered into discussion regarding business to be conducted in 2026. Following discussion, the Board directed Ms. Hord to email the Board to determine the 2026 Regular Meeting Dates.

RECORD OF PROCEEDINGS

Engagement Letter with WBA, PC for Legal Services: Attorney Crosby reviewed with the Board an Engagement Letter with WBA, PC for Legal Services. Ms. Crosby stated that as she and Ms. Murphy are not independent as to the engagement, the Board is advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement.

Following discussion, upon motion duly made by Director Whatley, seconded by Director Layton and, upon vote, unanimously carried, the Board approved the Engagement Letter with WBA, PC for Legal Services.

Other Legal Matters: There were no other legal matters.

MANAGEMENT MATTERS

District Manager's Report: There was no District Manager's Report to present. Ms. Hord introduced herself to the Board.

Decommission Agreement with the Colorado Statewide Internet Portal Authority ("SIPA"): The Board reviewed the Decommission Agreement with SIPA.

Following discussion, upon motion duly made by Director Whatley, seconded by Director Schuhmacher and, upon vote, unanimously carried, the Board approved the Decommission Agreement with SIPA.

District Insurance and Special District Association ("SDA") Membership: The Board discussed insurance and SDA 2026 membership.

Following discussion and review, upon a motion duly made by Director Layton, seconded by Director Whatley and, upon vote unanimously carried, the Board approved renewing the District's general liability insurance coverage, public officials' coverage, workers' compensation coverage and instructed consultants to proceed accordingly. The Board further directed the renewal of the District's SDA membership.

Independent Contractor Agreement between the District and Public Alliance LLC for District Management Services: Following discussion, the Board directed Public Alliance to submit a revised proposal for consideration at the next regular meeting.

Proposal from Environmental Designs, LLC for Landscape Maintenance Services: The Board engaged in discussion regarding additional native grass mowing. Following discussion, the Board directed Public Alliance to request an updated scope of services and pricing for consideration at the next regular meeting.

RECORD OF PROCEEDINGS

Other District Management Matters: There were no other District management matters.

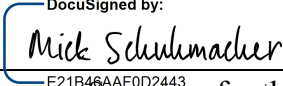
PUBLIC COMMENT There were no public comments.

EXECUTIVE SESSION The Board did not enter into executive session.

OTHER BUSINESS There was no other business.

ADJOURNMENT There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned at 7:08 p.m.

Respectfully submitted,

By  _____
Secretary for the Meeting

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