

**MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF THE  
VENTANA METROPOLITAN DISTRICT  
HELD FEBRUARY 4, 2026 AT 10:00 A.M.  
VIA TELECONFERENCE**

The joint special meeting of the Board of Directors of Ventana Metropolitan District was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, having confirmed their qualifications to serve, were in attendance:

**Attendance**

Kevin E. Whatley, President  
Keisha Layton, Treasurer  
Mick Schuhmacher, Assistant Secretary/Assistant Treasurer

Director Gonzalez-Carroll was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were Megan J. Murphy, Esq. and Tate E. Crosby, Esq., WBA, PC, Attorneys at Law, District General Counsel; and Jonathan Eddy, Esq., SGR, LLC, District Special Counsel.

**Call to Order/Declaration of Quorum**

It was noted that a quorum of the Board was present, and Ms. Murphy called the meeting to order.

**Conflict of Interest Disclosures**

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors that provided WBA, PC, with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Murphy inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted.

**Confirmation of Posting of Meeting Notice**

Ms. Murphy confirmed the meeting notice was posted as required by law.

## Approval of Agenda

The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

## Legal Matters

Executive Session – Upon motion of Director Schuhmacher, seconded by Director Whatley, and upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 10:07 a.m. for the purpose of receiving legal advice pursuant to § 24-6-402(4)(b), C.R.S., as it relates to *The People of Ventana Metropolitan District v. The Ventana Metropolitan District, 2025CV560*, El Paso County District Court.

Pursuant to § 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of any portion of this executive session that, in the opinion of the District’s attorney constitutes privileged attorney-client communication pursuant to § 24-6-402(4)(b), C.R.S.


Also pursuant to § 24-6-402(2)(d.5)(II)(B), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation, or take formal action during executive session.

The Board reconvened in regular session at 10:24 a.m.

## Adjourn

There being no further business to come before the Board, following discussion and upon a motion duly made, seconded, and unanimously carried, the Board determined to adjourn the meeting.

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

DocuSigned by:  
  
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Secretary for the Meeting

The foregoing minutes were approved on the 23rd day of February, 2026.

**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 Ventana Metropolitan District, I attended the executive session meeting Ventana Metropolitan District convened at 10:07 a.m. on February 4, 2026, for the sole purpose of discussing legal advice as it relates to The People of Ventana Metropolitan District v. The Ventana Metropolitan District, 2025CV560, El Paso County District Court 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)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.

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Megan J. Murphy, Esq.