MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE VENTANA METROPOLITAN DISTRICT HELD FEBRUARY 23, 2026

A Special Meeting of the Board of Directors (the "Board") of the Ventana Metropolitan District (the "District") was convened on Monday, February 23, 2026, at 4:00 p.m. by Zoom video/telephone conference. The meeting was open to the public.

ATTENDANCE

Directors Present:
Kevin E. Whatley
Keisha Layton
Mick Schuhmacher

Directors Absent:
Crystal Gonzalez-Carroll

Also Present:
Dominique Devaney; Public Alliance LLC

Tate Crosby; WBA, PC, District General Counsel

LaMont Harris; Clifton Larson Allen, District Accountant

Theresa Archuleta; Residents

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: Ms. Devaney distributed, for the Board's review and approval, a proposed agenda for the District's Special Meeting.

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

RECORD OF PROCEEDINGS

DIRECTOR MATTERS

Resignation of Beatriz Juarez-Barrientos: The Board entered into discussion regarding the resignation of Beatriz Juarez-Barrientos. Following discussion, the Board acknowledged the resignation of Beatriz Juarez-Barrientos, effective December 9, 2025.

Vacancy on the Board: The Board deferred discussion until the April 20, 2026 meeting.

CONSENT AGENDA

The Board considered the following actions:

- Approval of Minutes from the December 16, 2026 Special Meeting.
- Approval of Minutes from the February 4, 2026 Special Meeting.
- Acknowledge the filing of the Transparency Notice pursuant to Section 32-1-809, C.R.S.
- Approval of Resolution Designating Meeting Notice Posting Location.
- Ratify approval of 2024 Audited Financial Statements.

Following discussion, upon motion duly made by Director Schuhmacher, seconded by Whatley 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 December 31, 2025 and Property Tax Reconciliation.

Following discussion, upon motion duly made by Director Whatley, seconded by Director Schuhmacher and, upon vote, unanimously carried, the Board accepted the Cash Position Schedule, dated December 31, 2025 and Property Tax Reconciliation.

Claims: Mr. Harris presented for the Board's consideration the payment of claims for the period from December 13, 2025 through February 17, 2026, in the amount of $34,946.56.

Following review, upon a motion duly made by Director Schuhmacher, seconded by Director Whatley and, upon vote, unanimously carried, the Board ratified approval of the payment of claims for the period from December 13, 2025 through February 17, 2026, in the amount of $34,946.56.

Trash Collection Fee: The Board entered into discussion regarding the Trash Collection Fee.

Resolution Amending Fee Schedule: The Board reviewed and discussed the Resolution Amending Fee Schedule. The Board directed Public Alliance to develop a strategy to communicate the fee increase to residents prior to implementation. The Board discussed the timing of the effective date of the fee increase and the messaging regarding the District subsidizing the cost increase for a period of time.

Following discussion, upon a motion duly made by Director Schuhmacher, seconded by Director Whatley and, upon vote, unanimously carried, the Board adopted the Resolution Amending Fee Schedule subject to finalization by legal to reflect an effective date of July 1, 2026.

Accounts Receivable Update: The Board reviewed the Accounts Receivable Update. Following discussion, the Board directed Ms. Devaney to proceed with the process listed in the Collections Resolution.

Other Financial Matters: It was noted Public Alliance LLC will proceed with lien filing.

LEGAL MATTERS

There were no legal matters at this time.

MANAGEMENT MATTERS

District Manager's Report: Ms. Devaney reviewed with the Board the District Manager's Report.

Independent Contractor Agreement between the District and Public Alliance LLC for District Management Services: The Board reviewed an Independent Contractor Agreement between the District and Public Alliance LLC for District Management Services.

Following review, upon a motion duly made by Director Whatley, seconded by Director Layton and, upon vote, unanimously carried, the Board approved the Independent Contractor Agreement between the District and Public Alliance LLC for District Management Services.

Architectural Review Committee/Covenant, Conditions and Restrictions Committee: The Board entered into discussion regarding the re-establishment of the Architectural Review Committee/Covenant, Conditions and Restrictions committee.

Resolution Establishing an Architectural and Design Review Committee: The Board reviewed a Resolution Establishing an Architectural and Design Review Committee.

RECORD OF PROCEEDINGS

Following review, upon a motion duly made by Director Whatley, seconded by Director Schuhmacher and, upon vote, unanimously carried, the Board adopted the Resolution Establishing an Architectural and Design Review Committee.

Architectural and Design Review Committee Charter: The Board entered into discussion regarding an Architectural and Design Review Committee Charter.

Following review, upon a motion duly made by Director Schuhmacher, seconded by Director Whatley and, upon vote, unanimously carried, the Board approved the Architectural and Design Review Committee Charter.

Appointment of Board Liaison to Architectural and Design Review Committee: The Board entered into discussion regarding the appointment of Board Liaison to Architectural and Design Review Committee.

Following review, upon a motion duly made by Director Whatley, seconded by Director Layton and, upon vote, unanimously carried, the Board appointed Director Layton as the Board Liaison to Architectural and Design Review Committee. Director Layton accepted the nomination.

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

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PUBLIC COMMENT There were no public comments.

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EXECUTIVE SESSION **Executive Session**: The Board determined an Executive Session was not needed at this time.

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OTHER BUSINESS There was no other business.

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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 5:11 p.m.

Respectfully submitted,

DocuSigned by:

By Mick Schuhmacher

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Secretary for the Meeting