

***Blackstone Metropolitan District***  
**SPECIAL MEETING OF THE BOARD OF DIRECTORS**  
**MINUTES**  
**NOVEMBER 21, 2022**

**ATTENDANCE & CALL TO ORDER** - The special meeting held via Microsoft Teams was called to order at 4:01 pm by President, Shawn McGoff. Board Members in attendance were Shawn McGoff, Lee McCall, Rick Schroder, Perry Deeds, & Marty Liles. Others in attendance were Chris Herron and Shantelle Esquivel (Westwind), Clint Waldron (WBA), and Steven Louis-Prescott (HROD Law), plus 84 members of the public were present.

**DISCLOSURE OF ANY CONFLICTS OF INTEREST** – There were no conflicts to disclose.

**AGENDA REVIEW / UPDATES OR APPROVAL** – The Agenda was approved as provided.

**DISCUSSION OF OIL AND GAS LEASING** - Attorney Steven Louis-Prescott with HROD Law provided general background information regarding Oil, Gas and Mineral Rights as it relates to the proposed lease for District property.

Executive Session – On a motion duly made, seconded and unanimously carried, the Board entered into an executive session at 4:15pm pursuant to § 24-6-402(4)(b), C.R.S. , to hold conference with an attorney for the District for the purpose of receiving legal advice as it relates to a proposed Oil and Gas Lease with Axis Exploration LLC for the following real property owned by the District: T5S-R65W, Section 33: Tracts A, B, C, D, E, G & H of the High Plains Country Club Subdivision Filing No. 3 (the “Oil and Gas Lease”) and pursuant to § 24-6-402(4)(e), C.R.S., for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators related to the proposed Oil and Gas Lease.

Pursuant to Section 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

At 4:50pm, on a motion duly made, seconded and unanimously carried, the Board returned to Regular Session for further discussion of the Oil and Gas Lease.

Public Comment - President Shawn McGoff opened the meeting for public comment. Several members of the public had questions and comments concerning the Oil and Gas Lease matter. The Board determined that in response to the questions and concerns raised, there will be FAQ’s posted on the District’s website, provided by Steven Louis-Prescott, for owner consideration. Members of the public who had questions pertaining to individual owner lot requests were advised to seek personal legal representation.


**CONSIDER APPROVAL OF OIL AND GAS LEASE DOCUMENTS** - A motion was made by Shawn McGoff to approve the Oil and Gas Lease documents, with the three revisions discussed, and to authorize any member of the Board to execute the Lease Agreement and related documents. The motion failed due to lack of second.

A motion to table the matter for up to 30 days was made by Lee McCall to allow members of the public to review all items presented at the meeting, the FAQ’s posted on the District website, and for the Board to schedule another Special Meeting. This motion was seconded by Shawn McGoff and unanimously carried without objection.

**ADJOURNMENT** – A motion was duly made by Shawn McGoff, second by Perry Deeds and unanimously carried

to adjourn the meeting at 5:57pm.

The foregoing Minutes were approved on February 21, 2023.



Richard Schroder (Mar 8, 2023 14:53 MST)

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Secretary for the Meeting

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 Blackstone Metropolitan District, I attended the executive session at the special meeting of Blackstone Metropolitan District convened at 4:15 p.m. on November 21, 2022 for the purpose of receiving legal advice pursuant to Section 24-6-402(4)(b), as it relates to a proposed Oil and Gas Lease with Axis Exploration LLC for the following real property owned by the District: T5S-R65W, Section 33: Tracts A, B, C, D, E, G & H of the High Plains Country Club Subdivision Filing No. 3 (the "Oil and Gas Lease") and pursuant to § 24-6-402(4)(e), C.R.S., for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators related to the proposed Oil and Gas Lease. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication, and based on that opinion, no record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.



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Clint C. Waldron, Esq.

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Steven Louis-Prescott, Esq.