

**RECORD OF PROCEEDINGS**

	<p style="text-align: center;"><b>MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE MUEGGE FARMS METROPOLITAN DISTRICT NO. 1</b></p> <p>Held: Thursday, October 27, 2022, at 9:00 a.m.</p> <p style="text-align: center;">Virtually via Zoom videoconference</p>
<p>Attendance</p>	<p>A Special Meeting of the Board of Directors of the Muegge Farms Metropolitan District No. 1 (the “District”), Town of Bennett, County of Adams, State of Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:</p> <p style="text-align: center;">James E. Marshall James A. Hayes John P. Vitella Brandon S. Wyszynski Dean Kilbourne</p> <p><u>Also present were:</u></p> <p>Suzanne Meintzer, Esq., McGeady Becher P.C. Eric Weaver and James Shultz, Marchetti &amp; Weaver, LLC Kurt C. Schlegel, Special District Solutions, Inc.</p> <p>The meeting was open to the public.</p> <p>Mr. Schlegel confirmed the presence of a quorum and Director Hayes called the meeting to order.</p>
<p><b>ADMINISTRATIVE MATTERS:</b></p>	
<p>Disclosure of Potential Conflicts of Interest</p>	<p>The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested 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 statute. It was noted by Attorney Meintzer that disclosures of potential conflicts of interest were filed with the Secretary of State for</p>

	<p>all directors, and no new conflicts of interest were disclosed at the meeting.</p>
<p>Quorum / Meeting Location and Manner / Posting of Notices / Agenda</p>	<p>The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the venue for the District’s board meeting. Following discussion, and upon motion duly made by Director Kilbourne, seconded by Director Hayes, and upon vote unanimously carried, the Board determined to conduct the meeting virtually. The Board further noted that notice of this meeting venue was duly posted and that no objections or any requests that the meeting venue be changed were received from taxpaying electors within its boundaries.</p> <p>Mr. Schlegel reported that the Meeting Notice and Agenda was posted to the District’s website at least 24-hours prior to the meeting, and the 2023 Budget Hearing Notice was published in the <i>Eastern Colorado News</i>, all in accordance with statute.</p> <p>Upon a motion duly made by Director Kilbourne, seconded by Director Hayes and, upon vote unanimously carried, the Agenda was approved.</p>
<p>Consent Agenda</p>	<p>Upon motion duly made by Director Wyszynski, seconded by Director Kilbourne and, upon vote, unanimously carried, the Board approved the Consent Agenda items, as follows:</p> <p style="padding-left: 40px;">A. Approve the minutes of the July 27, 2022 Special Meeting.</p>
<p>Resolution No. 2022-10-01, Resolution Establishing Regular Meeting Dates, Times, and Location, and Designating Location for Posting of 24-Hour Notices</p>	<p>Mr. Schlegel reviewed the proposed Resolution with the Board. The Board determined to hold special meetings as needed in 2023 and scheduled regular meetings be held virtually at 9:00 AM on Thursday, May 18 and Thursday, October 19. The Board further determined that notices of meetings shall be posted on the District’s website or at the Western Terminus of Marketplace Drive, West of Highway 70 if the website is unavailable.</p> <p>Following review and discussion and upon a motion duly made by Director Hayes, seconded by Director Kilbourne, and upon vote unanimously carried, the Board adopted Resolution No. 2022-10-01, Resolution Establishing Regular Meeting Dates, Times, and Location, and Designating Location for Posting of 24-Hour Notices.</p>

District Insurance and Special District Association (SDA) of Colorado Membership	The Board discussed renewing the District’s insurance coverage and the District’s SDA membership for 2023. Upon a motion duly made by Director Wyszynski, seconded by Director Hayes, and upon vote unanimously carried, the Board instructed District Management to proceed accordingly
<b>PUBLIC COMMENT:</b>	None.
<b>OPERATIONS AND MAINTENANCE MATTERS:</b>	
Requests for Proposals (RFP) for the Engagement of Various District Consultants	Director Wyszynski stated that the process of obtaining proposals for District Management, Covenant Enforcement, and Legal Counsel for Covenant Enforcement matters had not yet begun but noted that the district consultant committee was working to issue RFPs. Director Hayes noted that Oakwood Homes, LLC anticipates closings in Quarter 1 of 2023.
Resolution to Impose Operations and Maintenance (O&M) Fees	The Board briefly discussed a Resolution Imposing O&M Fees, but ultimately deferred adoption of same.
<b>FINANCIAL MATTERS:</b>	
Claims for Payment	Mr. Weaver presented a list of payments made since the Board’s last meeting and a list of current District payables for the Board’s review and consideration. Upon a motion duly made by Director Wyszynski, seconded by Director Hayes, and upon vote unanimously carried, the Board ratified the payment of previous claims and approved the payment of current claims presented, in the amount of \$35,585.25.
Cost Verification Report No. 2	Attorney Meintzer reviewed with the Board the Engineer’s Report and Verification of Costs Associated with Public Improvements, Report and Verification No. 2 (“Cost Verification Report No. 2”), prepared by Schedio Group, LLC.  Following discussion and upon a motion duly made and seconded, and upon vote unanimously carried, the Board approved Cost Verification Report No. 2.

<p>Requisition from the Project Fund of the District's \$9,525,000 Limited Tax General Obligation Bonds, Series 2021<sup>(3)</sup></p>	<p>Mr. Weaver and Attorney Meintzer presented and summarized the proposed Project Fund Requisition for the Board's review and consideration. Mr. Weaver explained that the Requisition related to the verified costs to be reimbursed per the above-approved Cost Verification Report No. 2.</p> <p>Following discussion and upon a motion duly made and seconded, and upon vote unanimously carried, the Board accepted approved the Project Fund Requisition, payable to Clayton Properties Group II, Inc.</p>
<p>Unaudited Financial Statements</p>	<p>Mr. Weaver presented the District's unaudited financial statements for the period ending September 30, 2022.</p> <p>Following review and discussion and upon a motion duly made by Director Hayes, seconded by Director Kilbourne, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2022.</p>
<p>Resolution No. 2022-10-02; Resolution Amending the 2022 Budget</p>	<p>Director Marshall opened the public hearing to consider the proposed amendment to the 2022 Budget.</p> <p>The Board noted that publication of Notice stating that the Board would consider amending the 2022 budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.</p> <p>No public comments were received, and the public hearing was closed.</p> <p>Mr. Weaver reviewed with the Board the proposed amendment to the 2022 budget, which would amend the Debt Service Fund to include a \$5,000 contingency.</p> <p>Upon a motion duly made by Director Marshall, seconded by Director Kilbourne, and upon a vote unanimously carried the Board adopted Resolution No. 2022-10-02 to Amend the 2022 Budget.</p>

<p>Resolution No. 2022-10-03 Adopting the 2023 Budget and Resolution No. 2022-10-04 Setting the Mill Levy for the 2023 Budget Year</p>	<p>Director Marshall opened the public hearing to consider the proposed 2023 Budget and discuss related issues.</p> <p>The Board noted that publication of Notice stating that the Board would consider adoption of the budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.</p> <p>No public comments were received, and the public hearing was closed.</p> <p>Mr. Weaver reviewed with the Board the estimated 2023 expenditures and the proposed 2023 revenues and expenditures.</p> <p>The Board determined to certify a general fund mill levy of 11.059 mills, a debt service mill levy of 55.292 mills, and a Bennett Regional Improvement (BRI) mill levy of 1.106 mills, for a combined total of 67.457 mills, for the 2023 Budget year.</p> <p>Upon a motion duly made by Director Marshall, seconded by Director Wyszynski, and upon a vote unanimously carried the Board adopted Resolution No. 2022-10-03 to Adopt the 2023 Budget and Appropriate Sums of Money, and Resolution No. 2022-10-04 to Set Mill Levies, pending final Certification of value and adjustments. The Board directed staff to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County no later than December 15, 2022, and to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2023.</p>
<p>DLG-70 Certification of Tax Levies</p>	<p>Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Marshall, and upon vote unanimously carried, the Board directed the District's Accountant to prepare, sign, and file the DLG-70 Certification of Tax Levies with the Board of County Commissioners and other interested parties.</p>
<p>Resolution No. 2022-10-05; Adjustment of the District Mill Levy</p>	<p>Attorney Meintzer noted that, per the 2023 Budget, the District would be adjusting the mill levy in accordance with the District's Service Plan. Upon motion duly made by Director Wyszynski, seconded by Director Hayes, and upon a vote unanimously carried the Board adopted Resolution No. 2022-10-05 to Adjust the Mill Levy in Accordance with the District's Service Plan.</p>

Preparation of 2024 Budget	Upon a motion duly made by Director Wyszynski, seconded by Director Hayes, and upon vote unanimously carried, the Board directed the District Accountant to prepare the 2024 Budget.
2022 Audit Engagement	Mr. Weaver discussed the engagement of Haynie & Co. to perform the 2022 Audit. Following discussion, and upon a motion duly made by Director Wyszynski, seconded by Director Hayes, and upon vote unanimously carried, the Board approved and accepted the 2022 Audit Engagement Letter from Haynie & Co.
<b>LEGAL MATTERS:</b>	
Resolution No. 2021-10-06; Calling May 2, 2023 District Election	Attorney Meintzer presented a Resolution calling for a Regular Election for Directors on May 2, 2023. Following discussion and upon a motion duly made by Director Wyszynski, seconded by Director Hayes, and upon vote unanimously carried, the Board approved and adopted Resolution No. 2022-10-06 Calling a Regular Election for Directors on May 2, 2023, appointing Kurt Schlegel as the Designated Election Official (“DEO”) and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.
Amended and Restated Multiple-Year Operation Funding Agreement	Attorney Meintzer presented the First Amendment to the Amended and Restated Multiple-Year Operation Funding Agreement by and between the District and Clayton Properties Group II, Inc. Following review and upon a motion duly made by Director Marshall, seconded by Director Wyszynski, and upon vote unanimously carried, the Board approved the Amended and Restated Multiple-Year Operation Funding Agreement.

<p>Amended Facilities Acquisition and Reimbursement Agreement and Amendment to Cost Sharing Agreement</p>	<p>Attorney Meintzer explained various amendments to the funding and cost sharing agreements that may be needed in order to provide for cost sharing for certain roads projects to also include Muegge Farms Metropolitan District No. 3 (“District No. 3”), the amount of which would be determined by a cost verification report from Schedio Group, LLC. Attorney Meintzer also explained that the exact titles of the agreements were not yet known, given that the structure of the anticipated cost sharing with District No. 3 was also not yet known.</p> <p>Following discussion and upon a motion duly made by Director Marshall, seconded by Director Vitella, and upon vote unanimously carried, the Board authorized the agreements or amendments to agreements necessary to effectuate the anticipated cost sharing with District No. 3, subject to final review and sign-off by Clayton Properties Group II, Inc.</p>
<p>Section 32-1-809, C.R.S. Requirements (Annual Transparency Notice)</p>	<p>Following discussion, and upon a motion duly made by Director Marshall, seconded by Director Vitella, and upon vote unanimously carried, the Board directed management to prepare and file the Annual Transparency Notice for the District.</p>
<p><b>OTHER BUSINESS:</b></p>	
<p>Status of Development</p>	<p>Director Hayes noted that off-site roads have been paved, electrical infrastructure has been installed and energized, and natural gas infrastructure is being installed.</p>
<p><b>ADJOURNMENT:</b></p>	<p>There being no further business coming before the Board, upon motion duly made by Director Marshall, seconded by Director Wyszynski, and upon vote unanimously carried, the meeting was adjourned.</p>
	<p>The foregoing Minutes were approved by the Board of Directors on February 6, 2023.</p>
	<p>The foregoing record constitutes a true and correct copy of the Minutes of the above referenced meeting.</p> <p style="text-align: center;"><i>Kurt C. Schlegel</i></p> <hr style="width: 20%; margin: auto;"/> <p style="text-align: center;">Secretary</p>