

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE MUEGGE FARMS METROPOLITAN DISTRICT NO. 1 HELD OCTOBER 26, 2023

A Special Meeting of the Board of Directors (the “Board”) of the Muegge Farms Metropolitan District No. 1 (the “District”) was convened on Thursday, October 26, 2023, at 9:00 a.m. by Zoom video/telephone conference. The meeting was open to the public.

#### ATTENDANCE

##### Directors In Attendance Were:

James E. Marshall  
John P. Vitella  
Brandon S. Wyszynski  
Randy Bauer

##### Also In Attendance Were:

AJ Beckman; Public Alliance, LLC  
Suzanne Meintzer, Esq. and Jay Morse, Esq.; McGeady Becher P.C.  
Eric Weaver and James Shultz; Marchetti and Weaver, LLC  
Brett Price; Oakwood Homes (for a portion of the meeting)

#### ADMINISTRATIVE MATTERS

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

Mr. Beckman 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 Meintzer noted that Disclosure Statements have been filed for all directors. No additional conflicts were disclosed.

Agenda: Mr. Beckman distributed, for the Board's review and approval, a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Vitella, seconded by Director Wyszynski and, upon vote, unanimously carried, the Agenda was approved, as amended.

Meeting Location and Posting of Meeting Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning

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the location of the District's Board meeting.

Following discussion, upon motion duly made by Director Vitella, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board determined the meeting would be held by video/telephonic means, and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location was duly posted and that no objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries, have been received.

**Board Vacancy:** The Board entered into discussion regarding the vacancy on the Board. It was noted that there have been no interested candidates to date, and no action was taken.

**Resolution No. 2023-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices:**

Mr. Beckman discussed with the Board Resolution No. 2023-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

The Board determined to meet at 9:00 a.m. on May 16, 2024 and October 19, 2024 via Zoom video/telephone conference.

Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

**Insurance:**

*Cyber Security and Increased Crime Coverage:* The Board entered into discussion regarding insurance renewals. Attorney Meintzer discussed Cyber Security and increased Crime Coverage. Director Marshall noted that in his opinion the increase in premium is well worth the additional coverage for protection against incidents such as wire-fraud.

Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board approved the renewal of Cyber Security and Crime coverage, with an increase to the premium in the amount of approximately \$460 per year for coverage of up to \$100,000.

*Insurance Committee:* The Board determined that establishment of an Insurance Committee would not be necessary and no action was taken.

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Renewal of District's Insurance and Special District Association ("SDA") Membership for 2024: The Board entered into discussion regarding the renewal of the District's insurance and SDA membership for 2024.

Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board authorized the renewal of the District's insurance and SDA membership for 2024.

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**CONSENT AGENDA** The Board considered the following actions:

- Approval of the Minutes of the June 16, 2023 Special Meeting; the June 21, 2023 Continued Special Meeting; the June 29, 2023 Continued Special Meeting; and the September 29, 2023 Special Meeting.
- Ratification of Resolution No. 2023-09-02; Resolution Regarding the Imposition of District Fees.

Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board approved and/or ratified approval of the Consent Agenda items.

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**PUBLIC  
COMMENTS**

There were no public comments.

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**FINANCIAL  
MATTERS**

**Claims**: Mr. Weaver presented for the Board's review and consideration the claims list for the period ending October 19, 2023.

Following review, upon motion duly made by Director Marshall, second by Director Wyszynski and, upon vote, unanimously carried, the Board ratified approval of the payment of claims for the period ending October 19, 2023.

**Cost Reimbursement to Clayton Properties Group II, Inc. and/or MGV Investments, LLC**: The Board discussed potential additional reimbursements to Clayton Properties Group II, Inc. ("Clayton") and/or MGV Investments, LLC ("MGV") for costs incurred to construct public infrastructure, noting that all project funds from the bonds had been expended.

Therefore, any additional reimbursements to those entities under the terms of the Facilities Acquisition and Reimbursement Agreement by and between the District, Clayton, and MGV would come from the funds the District received from Muegge Farms Metropolitan District No. 2 ("District No. 2") under the Cost Sharing Agreement with District No. 2.

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Following review and discussion, the Board did not take any action.

**Unaudited Financial Statements:** Mr. Weaver reviewed with the Board the unaudited financial statements for the period ending September 30, 2023.

Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2023.

**Public Hearing on Amendment to 2023 Budget:** Director Marshall opened the public hearing to consider the amendment of the 2023 Budget and to discuss related issues.

It was noted that publication of Notice stating that the Board would consider the amendment of the 2023 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 this public hearing.

No public comments were received, and the public hearing was closed.

Following review and discussion, Director Marshall moved to adopt the Resolution to Amend 2023 Budget, Director Wyszynski seconded the motion and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2023 Budget to amend the General Fund and create an Operations Fee Fund.

**Public Hearing on 2024 Budget:** Director Marshall opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2024 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 or at this public hearing.

No public comments were received, and the public hearing was closed.

Mr. Weaver reviewed the estimated year-end 2023 revenues and expenditures and the proposed 2024 revenues and expenditures.

Upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote unanimously carried, the Board approved the 2024 Budget, and considered adoption of Resolution No. 2023-10-03 to Adopt the 2024 Budget and Appropriate Sums of Money, and Resolution No. 2023-10-04 to Set Mill Levies (11.492 mills in the General Fund, 57.456 mills in the Debt Service Fund, and 1.150 mills for Bennett Regional Improvements (“BRI”) for a total mill levy of 70.098 mills). Following discussion, upon a motion duly made by Director Marshall,

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seconded by Director Wyszynski and, upon vote unanimously carried, the Board adopted the Resolutions and authorized the execution of the Certification of Budget. Mr. Beckman was authorized to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County not later than January 10, 2024 and transmit the Certification of Budget to the Division of Local Government no later than January 30, 2024.

**Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan:** The Board entered into discussion regarding a Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

Following review and discussion, Director Marshall moved to adopt the Resolution to Amend 2023 Budget, Director Wyszynski seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-05; Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

**DLG-70 Mill Levy Certification Form:** The Board considered authorizing the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

**2025 Budget:** The Board entered into discussion regarding the appointment of the District Accountant to prepare the 2025 Budget.

Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

**2023 Audit:** The Board entered into discussion regarding the statutory and bond requirements for an Audit.

Following review and discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board approved the engagement of Haynie & Co. to prepare the 2023 Audit, in an amount not to exceed \$8,500.

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**Updated Signers for Bill.com:** The Board entered into discussion regarding authorizing updated signers for Bill.com. Following discussion, the Board ratified the authorization of updated signers for Bill.com, being Directors Marshall and Wyszynski. Mr. Beckman requested that he be added as a reviewer.

**Proposal from American Conservation & Billing Solutions, Inc. (“AmCoBi”) for Monthly Operations and Maintenance Fee Billing Services:** The Board reviewed a proposal from AmCoBi for monthly Operations and Maintenance Fee billing services.

Following review and discussion, upon motion duly made by Director Wyszynski, seconded by Director Marshall and, upon vote, unanimously carried, the Board approved the proposal from AmCoBi for monthly Operations and Maintenance Fee billing services.

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### **OPERATIONS AND MAINTENANCE MATTERS**

**Design Review Committee Report/Update:** Mr. Beckman reviewed with the board the welcome letter recently distributed to residents outlining the process for design review submittals. He noted that Public Alliance is conducting inspections and advising residents of covenant violations.

Following review and discussion, upon motion duly made by Director Wyszynski, seconded by Director Marshall and, upon vote, unanimously carried, the Board ratified the appointment of the Design Review Committee as follows:

John Vitella, or designee  
Terracina Design, on behalf of Oakwood Homes, CO  
Debra Hessler, on behalf of Lennar Colorado, LLC

**Other:** There were no other operations and maintenance matters to discuss at this time.

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### **LEGAL MATTERS**

**Covenant Enforcement:** Attorney Meintzer reported she has been in contact with Special Counsel to discuss the requirements of the Master Declaration of Covenants, Conditions and Restrictions for Muegge Farms Filing No, 4, and to determine if additional governing documents are necessary for the neighborhood being constructed by Lennar Colorado, LLC. Attorney Meintzer reported that Special Counsel had determined that a sub-declaration is not necessary.

**§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2024:** Attorney Meintzer discussed with the Board §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2024.

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Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board directed staff regarding compliance for 2024 and to post the Transparency Notice on the Special District Association's website and the District's website.

**Resolution Amending Policy on Colorado Open Records Act Requests:** The Board entered into discussion regarding Resolution No. 2023-10-06; Resolution Amending Policy on Colorado Open Records Act Requests.

Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-06; Resolution Amending Policy on Colorado Open Records Act Requests.

**First Amendment to Amended and Restated Multiple-Year Operation Funding Agreement between the District and Clayton:** Attorney Meintzer reviewed with the Board a First Amendment to Amended and Restated Multiple-Year Operation Funding Agreement between the District and Clayton.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Marshall and, upon vote, unanimously carried, the Board approved the First Amendment to Amended and Restated Multiple-Year Operation Funding Agreement between the District and Clayton.

**Task Order No. 3 under the Master Service Agreement ("MSA") with Public Alliance LLC:** The Board reviewed Task Order No. 3 under the MSA with Public Alliance LLC.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Marshall and, upon vote, unanimously carried, the Board approved Task Order No. 3 under the MSA with Public Alliance LLC.

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### **OTHER BUSINESS**

**Status of Development:** Mr. Price noted that Oakwood Homes expects to complete the interior roads sometime in 2025. He discussed repairs being made to the water quality detention pond and reported that he is working with the Town of Bennett to achieve compliance with the Town's design criteria.

**Other:** There were no other matters to discuss at this time.

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### **ADJOURNMENT**

Following discussion and review, upon a motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By  \_\_\_\_\_  
DocuSigned by:  
27EBD9C9E274CB Secretary for the Meeting