

**MINUTES OF A REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF THE  
MUEGGE FARMS METROPOLITAN DISTRICT NO. 1 (THE “DISTRICT”)  
HELD OCTOBER 17, 2024**

A Special Meeting of the Board of Directors of the Muegge Farms Metropolitan District No. 1 (referred to hereinafter as the “Board”) was convened on Thursday, October 17, 2024, 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

**Also In Attendance Were:**

AJ Beckman, Mark McGarey and David Frazier; Public Alliance, LLC  
Suzanne Meintzer, Esq. and Jay Morse, Esq., McGeady Becher Cortese Williams P.C.  
Eric Weaver and James Schultz; Marchetti & 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 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 statute. Attorney Meintzer noted that Disclosure Statements were filed for all directors with the Secretary of State, and no additional conflicts were disclosed at the meeting.

**Agenda:** Mr. Beckman distributed, for the Board’s review and approval, a proposed Agenda for the District’s Regular Meeting.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote, unanimously carried, the Agenda was approved and the Board excused the absence of Director Bauer.

**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 the location of the District’s Board meeting. Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella 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

## RECORD OF PROCEEDINGS

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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.

**Resolution No. 2024-10-01; 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. 2024-10-01; 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 15, 2025, and October 16, 2025, via Zoom video/telephone conference.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote, unanimously carried, the Board adopted Resolution No. 2024-10-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

**2025 Annual Meeting:** The Board entered into discussion regarding scheduling the 2025 Annual Meeting.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote, unanimously carried, the Board determined to schedule the Annual Meeting for October 16, 2025 at 8:45 a.m.

**§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2025:** Mr. Beckman discussed Section 32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2025 with the Board.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote, unanimously carried, the Board directed staff to post the 2025 Transparency Notice on the Special District Association (“SDA”) website and the District’s website.

**Renewal of the District’s Insurance and SDA Membership for 2025:** The Board entered into discussion regarding the renewal of the District’s insurance and SDA membership for 2025.

**Renewal of Property and Liability Schedule and Limits, Workers’ Compensation Coverage, and SDA Membership for 2025:** 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 2025. The Board directed Mr. Beckman to verify the limit for the District’s crime coverage and increase the limit of coverage to \$250,000 if that was not the current limit.

## RECORD OF PROCEEDINGS

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**Website Compliance Matters:** Mr. Beckman provided an update to the Board regarding website compliance matters. The Board entered into discussion regarding posting the Declaration and Guidelines to the District's website.

Following discussion, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board approved posting the Declaration and Guidelines to the District's website.

### **CONSENT AGENDA**

The Board considered the following actions:

- Approval of the Minutes of the June 12, 2024 Special Meeting.
- Rescind approval of Amendment to Cost Sharing Agreement between the District and Muegge Farms Metropolitan District No. 2 previously approved on October 27, 2022.

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

### **PUBLIC COMMENTS**

There were no public comments.

### **FINANCIAL MATTERS**

**Claims:** Mr. Weaver reviewed the payment of claims for the period ending October 17, 2024 for approval and ratification, as appropriate, with the Board. Following review, upon motion duly made by Director Marshall, seconded by Director Wyszynski and, upon vote, unanimously carried, the Board ratified approval of the payment of claims for the period ending October 17, 2024 in the amount of \$42,052.93.

**Unaudited Financial Statements:** Mr. Weaver reviewed with the Board the unaudited financial statements for the period ending September 30, 2024. 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, 2024.

**2024 Audit:** Mr. Weaver reviewed a proposal from Haynie & Company for preparation of 2024 Audit with the Board. Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote, unanimously carried, the Board directed staff to obtain proposals for an Auditor. The Board further appointed Director Wyszynski as the Audit Committee and authorized said committee to engage an Auditor to perform the 2024 Audit.

## RECORD OF PROCEEDINGS

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**2024 Budget Amendment Hearing:** Director Marshall opened the public hearing to consider the amendment of the 2024 Budget.

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

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

Following discussion, it was determined that an amendment to the 2024 Budget was not required.

**2025 Budget Hearing:** Director Marshall opened the public hearing to consider the proposed 2025 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2025 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 2024 revenues and expenditures and the proposed 2025 revenues and expenditures.

Upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote unanimously carried, the Board approved the 2025 Budget, and considered adoption of Resolution No. 2024-10-02 to Adopt the 2025 Budget and Appropriate Sums of Money and Resolution No. 2024-10-03 to Set Mill Levies (12.270 mills in the General Fund, 61.348 mills in the Debt Service Fund, and 1.227 mills for Contractual Obligations for a total mill levy of 74.845 mills). Following discussion, upon a motion duly made by Director Wyszynski, seconded by Director Vitella 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 December 15, 2024, and transmit the Certification of Budget to the Division of Local Government no later than January 30, 2025.

**Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan:** The Board reviewed Resolution No. 2024-10-04, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote, unanimously carried, the Board adopted Resolution No. 2024-10-04, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

## RECORD OF PROCEEDINGS

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**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 Wyszynski, seconded by Director Vitella 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.

**2026 Budget Preparation:** The Board discussed preparation of the 2026 Budget.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2026 Budget. The Board determined to hold the public hearing to consider adoption of the 2026 Budget on October 16, 2025, at 9:00 a.m., via Zoom.

**Repayment to Clayton Properties Group II, Inc. or Clayton Properties Group, Inc. (“Clayton”) and/or MGV Investments, LLC (“MGV”) pursuant to the Facilities Acquisition and Reimbursement Agreement between the District, Clayton and MG, with revenue received under the Cost Sharing Agreement between the District and Muegge Farms Metropolitan District No. 2 (the “Repayment”):** The Board entered into discussion regarding the Repayment, noting that an additional cost verification report was needed before approving any repayments. No action was taken by the Board.

## **COVENANT ENFORCEMENT AND OPERATIONS AND MAINTENANCE MATTERS**

### **Status of Supplemental Declarations:**

*Supplemental Declaration of Covenants, Conditions, and Restrictions for Muegge Farms American Dream (Filing No. 4):* Attorney Meintzer discussed with the Board the status of the Supplemental Declaration of Covenants, Conditions, and Restrictions for Muegge Farms American Dream (Filing No. 4).

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Marshall and, upon vote, unanimously carried, the Board adopted a Resolution Acknowledging and Adopting the Supplemental Declaration of Covenants, Conditions, and Restrictions for Muegge Farms American Dream (Filing No. 4).

*Supplemental Declaration of Covenants, Conditions, and Restrictions for Muegge Farms Coach House (Filing No. 4):* Attorney Meintzer discussed with the Board the status of the Supplemental Declaration of Covenants, Conditions, and Restrictions for Muegge Farms Coach House (Filing No. 4).

## RECORD OF PROCEEDINGS

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Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Marshall and, upon vote, unanimously carried, the Board adopted a Resolution Acknowledging and Adopting the Supplemental Declaration of Covenants, Conditions, and Restrictions for Muegge Farms Coach House (Filing No. 4).

**Policies and Procedures Governing the Enforcement of the Master Declaration of Covenants, Conditions, and Restrictions for Muegge Farms Filing No. 4, and Enforcement of Supplemental Declarations:** The Board entered into discussion regarding Policies and Procedures Governing the Enforcement of the Master Declaration of Covenants, Conditions, and Restrictions for Muegge Farms Filing No. 4, and for the enforcement of the supplemental declarations are needed.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Marshall and, upon vote, unanimously carried, the Board adopted a Resolution Adopting Policies and Procedures Governing the Enforcement of the Master Declaration of Covenants, Conditions, and Restrictions for Muegge Farms Filing No. 4, subject to final revisions by legal counsel.

**Design Standards for the American Dream and Coach House Products:** The Board entered into discussion regarding design standards for the American Dream and Coach House products.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote, unanimously carried, the Board adopted a Resolution Adopting the First Amended and Restated Design Standards for Muegge Farms Filing No. 4, subject to final approval by Directors Bauer and Wyszynski and final revisions by legal counsel.

**District Fees:** The Board deferred discussion at this time.

**Design Review Committee Report/Update:** Director Vitella reported to the Board that the design review process is working well.

**Covenant Enforcement Matters:** Mr. Frazier discussed covenant enforcement matters with the Board.

**District Services for 2025:** The Board discussed District services and determined that no additional services were needed for 2025.

**Other:** Mr. Beckman informed the Board that Public Alliance LLC's fees would be increasing in 2025.

## **CONSTRUCTION AND CAPITAL MATTERS**

**Construction and Detention Pond Construction:** Mr. Price updated the Board on the status of the pond.

## RECORD OF PROCEEDINGS

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

### **LEGAL MATTERS**

#### **Status of the Following:**

*First Amendment to District No. 1 Facilities Acquisition and Reimbursement Agreement between the District, Clayton Properties Group, Inc., and MGV Investments, LLC:* Attorney Meintzer discussed the status with the Board. No action was taken by the Board.

*Termination of the Amended and Restated Multiple-Year Operation Funding Agreement between the District and Clayton Properties Group II, Inc.:* Attorney Meintzer discussed the status with the Board. No action was taken by the Board.

*Multiple-Year Operation Funding Agreement between the District and Clayton Properties Group, Inc.:* Attorney Meintzer discussed the status with the Board. No action was taken by the Board..

**Additional Amendment to the Multiple-Year Operation Funding Agreement between the District and Clayton Properties Group, Inc. (“Multiple-Year OFA”):** Attorney Morse discussed with the Board whether an additional amendment to the Multiple-Year OFA was needed.

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 Properties Group, Inc.

**May 6, 2025 Regular Directors’ Election:** Attorney Meintzer discussed with the Board Resolution No. 2024-10-05, Resolution Calling a Regular Election for Directors on May 6, 2025, appointing the Designated Election Official (“DEO”) and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

Following discussion, upon motion duly made by Director Wyszynski, seconded by Director Vitella and, upon vote, unanimously carried, the Board adopted Resolution No. 2024-10-05, Resolution Calling a Regular Election for Directors on May 6, 2025, appointing the DEO and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

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

### **OTHER BUSINESS**

The Board entered into discussion regarding the vacancy on the Board and directed Mr. Beckman to reach out to a resident that had expressed interest in serving on the Board.

### **ADJOURNMENT**

## RECORD OF PROCEEDINGS

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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,

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By *A. J. Beckman*  
Secretary for the Meeting