

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

THE BRANDS EAST METROPOLITAN DISTRICT NOS. 1-4

Held: Thursday, November 17, 2022 at 1:00 p.m.

This meeting was held via teleconference.

Attendance

The joint special meeting of the Boards of Directors of The Brands East Metropolitan District Nos. 1-4 was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, having confirmed their qualifications to serve, were in attendance:

Martin Lind
Justin Donahoo
Marissa Donahoo
Austin Lind
Garrett Scallon

Also present were Zachary P. White, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Gary Kerr and Lara Wynn, Water Valley Land Company.

Call to Order/Declaration
of Quorum

It was noted that a quorum of the Boards was present, and the meeting was called to order.

Conflict of Interest
Disclosures

Mr. White advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. White inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Approval of Agenda

Mr. White presented the proposed agenda to the Boards for

consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Joint Meetings

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Public Comment

None.

Consent Agenda

Mr. White reviewed the items on the consent agenda with the Boards. Mr. White advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- July 21, 2022 Joint Special Meeting Minutes
- 2023 Joint Annual Administrative Resolution
- District Website Maintenance and Management with Heatherly Creative for Website Maintenance Services
- Renewal of General Liability Schedule and Limits Consider Approval and Authorization to Bind Coverage, Renewal of Special District Association of Colorado Membership, Payment of Agency Fee, and Inclusion of Workers' Compensation Coverage

Legal Matters

Consider Approval of Joint Resolution Calling May 2, 2023 Election

Mr. White presented the Joint Resolution Calling the May 2, 2023 Election to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Designation of Method for Providing Notice of Call for Nominations

Mr. White discussed the Designation of Method for Providing Notice of Call for Nominations with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved providing the notice by posting on the District website.

Discussion re Director Contact Information on

Mr. White discussed the requirement for Director Contact Information on the District Website. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved

Website the purchase of an email account through GoDaddy and directed legal counsel to set up the account.

Financial Matters

Consider Approval of Payables/Financials Mr. Kerr presented the Payables and Financials to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the payables and financials.

Conduct Public Hearing on 2022 Budget Amendments and Consider Adoption of Resolutions Amending 2022 Budget Director Martin Lind opened the public hearing on the 2022 Budget Amendment. Mr. White noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Mr. Kerr reviewed the Resolution Amending the 2022 Budget with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution amending the General Fund to \$486,358.

Conduct Public Hearing on 2023 Budgets and Consider Adoption of Resolution Adopting 2023 Budgets, Imposing Mill Levy and Appropriating Funds Director Martin Lind opened the public hearings on the proposed 2023 Budgets. Mr. White noted that the notice of public hearing was provided in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Mr. Kerr reviewed the 2023 Budget Resolution with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying 39.000 mills for the General fund, 0.000 mills for the Debt Service fund, 0.000 mills for the Capital Projects Fund, and 0.000 mills for the Contractual Obligation fund.

Mr. Kerr reviewed the 2023 Budget Resolution with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying 0.000 mills for the General fund, 0.000 mills for the Debt Service fund, 0.000 mills for the Capital Projects Fund, and 39.000 mills for the Contractual Obligation fund.

Mr. Kerr reviewed the 2023 Budget Resolution with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying 0.000 mills

for the General fund, 0.000 mills for the Debt Service fund, 0.000 mills for the Capital Projects Fund, and 45.310 mills for the Contractual Obligation fund.

Mr. Kerr reviewed the 2023 Budget Resolution with the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying 0.000 mills for the General fund, 30.000 mills for the Debt Service fund, 0.000 mills for the Capital Projects Fund, and 0.000 mills for the Contractual Obligation fund.

Consider Authorization to Approve Auditor Engagement Letter for 2022 Audit

The Boards engaged in a discussion regarding Authorization to Approve an Auditor Engagement Letter for the 2022 Audit. Following discussion, upon a motion duly made and seconded, the Boards unanimously authorized Director Martin Lind to approve an engagement letter.

Consider Approval of CLA Master Services Agreement and Statement of Work

Mr. Kerr presented the CliftonLarsonAllen Master Services Agreement and Statement of Work to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

Other Business


Next Meeting

November 13, 2023.

Adjourn

There being no further business to come before the Board, and following discussion and upon a motion duly made, seconded, and unanimously carried, the Board determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.


Justin Dinahoo (Jan 18, 2024 14:20 MST)

Secretary for the Meeting

The foregoing minutes were approved on the 13th day of November 2023.