

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE COORDINATED BOARDS OF DIRECTORS

OF THE

ANDREWS FARM METROPOLITAN DISTRICT NO. 1  
ANDREWS FARM METROPOLITAN DISTRICT NO. 2

Held: Tuesday, November 1, 2021, at 11:30 a.m., at 12460 1<sup>st</sup>  
Street, Eastlake, Colorado and by telephone: 1-866-931-  
7845.

### Attendance

The coordinated special meeting of the Boards of Directors (the “Boards”) of the Andrews Farm Metropolitan District No. 1 and Andrews Farm Metropolitan District No. 2 (the “Districts”) was called and held as shown in accordance with the Colorado law. The following directors confirmed their qualification to serve on the Boards:

Ryan Carlson  
Scott Carlson  
Kent Carlson  
Clay Carlson

Also present were Matt Ruhland of Collins Cockrel & Cole, P.C.; and Margaret Henderson of CliftonLarsonAllen, LLP (via telephone).

### Call to Order

Director Ryan Carlson noted that a quorum of the Boards was present and the directors confirmed their qualifications to serve.

### Disclosure Matters

Mr. Ruhland advised the Boards that, pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each director confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required by Colorado law, to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

### Approval of Minutes

The Boards reviewed the minutes from the meeting which was held on November 3, 2020. Upon a motion of Director Kent Carlson and a second by Director Scott Carlson, the minutes of the meeting were unanimously approved.

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- Public Hearing on 2021 Budget Amendment for District No. 1 Ms. Henderson presented District No. 1's proposed amended budget for 2021, as prepared by CliftonLarsonAllen, LLP. Director Ryan Carlson opened the public hearing and, no one appearing to be heard, closed the hearing.
- Approval of 2021 Amended Budget for District No. 1 After discussion and upon motion of Director Scott Carlson, second of Director Kent Carlson, the Board of District No. 1 unanimously approved the Resolution to Amend the 2021 Budget. Mr. Ruhland was directed to file the 2021 Amended Budget with the Division of Local Government, in accordance with statute.
- Public Hearings on 2022 Budgets Ms. Henderson and then presented the proposed budgets for 2022, as prepared by CliftonLarsonAllen, LLP. Director Ryan Carlson opened the public hearings and, no one appearing to be heard, closed the hearings.
- Approval of 2022 Budgets After discussion and upon motion of Director Scott Carlson, second of Director Kent Carlson, the Boards each unanimously approved their respective Resolution to Adopt Budget and Appropriate Sums of Money, thereby approving and certifying the 2022 Budgets, copies of which are attached hereto and incorporated herein by this reference. Mr. Luetjen was directed to file the 2022 Budgets with the Division of Local Government, in accordance with statute.
- Financial Report Ms. Henderson discussed the September 30, 2021 financials with the Boards. Following discussion and upon motion duly made by Director Kent Carlson, seconded by Director Scott Carlson, the Boards unanimously approved and ratified the Districts' financial statements.
- Ms. Henderson then discussed the Districts' expenditures with the Boards. Following discussion and upon motion duly made by Director Kent Carlson, seconded by Director Scott Carlson, the Boards unanimously approved and ratified the Districts' expenditures.
- 2020 Audit Exemption Applications Following discussion and upon motion duly made by Director Kent Carlson, seconded by Director Scott Carlson and unanimously carried, the Boards ratified approval of the Districts' Applications for 2020 Audit Exemption, which have been filed with the State Auditor.
- Intergovernmental Agreement between District No. 1 and District No. 2 Mr. Ruhland reviewed the Intergovernmental Agreement regarding Administrative Services between District No. 1 and District No. 2. Upon discussion and motion duly made by Director Scott Carlson, seconded by Director Kent Carlson, the Boards unanimously approved the Intergovernmental Agreement regarding Administrative Services.

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Assignments of Operating Reimbursement Agreements	Mr. Ruhland then reviewed the draft Assignments of Operating Reimbursement Agreements between Parkwood East, LLC and Andrews Farm Holdings, LLC. Upon discussion and motion duly made by Director Scott Carlson, seconded by Director Kent Carlson, the Boards unanimously approved the Assignments.
Assignments of Infrastructure Acquisition Agreements	Mr. Ruhland then reviewed the draft Assignments of Infrastructure Acquisition Agreements between Parkwood East, LLC and Andrews Farm Holdings, LLC. Upon discussion and motion duly made by Director Scott Carlson, seconded by Director Kent Carlson, the Boards unanimously approved the Assignments.
2022 Annual Administrative Resolutions	The Boards discussed various administrative matters to be determined by the Districts. Mr. Ruhland discussed the proposed 2022 Annual Administrative Resolutions designating officers for the Districts and establishing director compensation, regular meeting dates, notice provisions and other matters. Upon motion of Director Kent Carlson second of Director Scott Carlson, the Boards each unanimously approved and adopted their respective 2022 Annual Administrative Resolution.
Workers Compensation Resolutions	Mr. Ruhland reviewed the Resolutions Exercising Option to Not Provide Workers' Compensation Insurance Coverage for Board Members for Policy Year 2022. Upon motion duly made by Director Kent Carlson, seconded by Director Scott Carlson, the Boards each unanimously approved and adopted their respective Resolutions.
Election Resolutions	Mr. Ruhland presented to the Boards with 2022 Election Resolutions (i) calling a regular elections to occur on May 3, 2022 to elect members of the Boards, (ii) to appoint Sarah H. Luetjen as the Designated Election Official for such elections, and (iii) to authorize the Designated Election Official to conduct the elections in accordance with relevant laws, which include, but not limited to, the authority to appoint election judges, appoint a canvass board and to cancel the elections, if applicable. Upon motion by Director Clay Carlson, seconded by Director Ryan Carlson, the Boards each unanimously approved and adopted their respective 2022 Election Resolution.
Posting Location Resolutions	Mr. Ruhland presented the Boards with Resolutions Designating Location to Post Notices of Public Meetings. Following discussion and upon motion duly made by Director Kent Carlson, seconded by Director Scott Carlson, the Boards each unanimously approved and adopted their respective Resolution Designating Location to Post Notices of Public Meetings.

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Meeting Location Resolutions

Mr. Ruhland summarized the new enacted in 2021 clarifying what qualifies as a meeting location for purposes of regular and special meetings of the Boards, which now includes telephonic, electronic or other virtual locations in addition to physical locations. Mr. Ruhland reviewed the Resolutions Designating the Location of Regular and Special Meetings of the Boards to allow for virtual and telephonic meetings and setting the physical location of any meetings as 12460 1<sup>st</sup> Street, Eastlake, Colorado. Following discussion, upon a motion duly made by Director Scott Carlson, seconded by Director Kent Carlson, the Boards each unanimously approved and adopted their respective Resolution Designating the Location of Regular and Special Meetings of the Board of Directors.

Intergovernmental Agreement with the CSD Pool

Following discussion, upon a motion duly made by Director Scott Carlson, seconded by Director Kent Carlson, the Boards each unanimously approved their respective Intergovernmental Agreement with the Colorado Special Districts Property and Liability Pool.

Addendum to CliftonLarsonAllen, LLP Engagement Letter

Following discussion and upon motion duly made by Director Kent Carlson, seconded by Director Scott Carlson, the Boards each unanimously approved their respective updated Engagement Letters with CliftonLarsonAllen LLP, subject to final negotiation.

Discussion of Legal Counsel

Mr. Ruhland discussed the engagement of Cockrel Ela Glesne Greher & Ruhland, P.C. as the Districts' legal counsel. Following discussion and upon motion duly made by Director Kent Carlson, seconded by Director Scott Carlson, the Boards each unanimously approved their respective engagement of Cockrel Ela Glesne Greher & Ruhland, P.C.

Adjournment

There being no further business to come before the Boards the meeting was adjourned. The next regular meeting of the Boards is scheduled for Monday, February 7, 2022 at 11:30 a.m.

  
Secretary for the Meeting