

RECORD OF PROCEEDINGS

**MINUTES OF
A SPEICAL MEETING OF
THE BOARD OF DIRECTORS OF THE
RED BARN METROPOLITAN DISTRICT
HELD
OCTOBER 9, 2023**

A special meeting of the Board of Directors (the “Board”) of the Red Barn Metropolitan District (the “District”) was convened on Monday, the 9th day of October, 2023, at 10:00 a.m. This meeting was held via Zoom videoconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Cynthia Myers
Nash Verano
Skyler Hager

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the absence of Director Taylor Lilly was excused.

Also In Attendance Were:

Ann Finn; Public Alliance LLC

Elisabeth Cortese, Esq.; McGeady Becher P.C.

Diane Wheeler and Daisey Garcia; Simmons & Wheeler, P.C.

Eric Barney; Century Communities and Board Candidate (for a portion of the meeting)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board and to the Secretary of State. Ms. Finn noted that a quorum was present and requested members of the Board 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 Cortese noted that all Directors’ Disclosure Statements had been filed and that no additional conflicts were disclosed at the meeting.

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ADMINISTRATIVE MATTERS

Agenda: Ms. Finn 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 Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Location of Meeting and Posting of Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Board meeting. The Board determined that 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 format of the meeting was duly posted and that the District had not received any 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.

Public Comment: There were no public comments.

May 2, 2023 Cancelled Regular Directors' Election: Ms. Finn noted that the election was cancelled as allowed by statute as there were not more candidates than seats available. Director Verano was deemed elected to a two-year term and Directors Hager and Lilly were deemed elected to four-year terms.

Resignation of Director: The Board acknowledged the resignation of Brian Mulqueen from the Board of Directors, effective July 28, 2023.

Appointment of Director: The Board discussed the appointment of Eric Barney to fill a vacancy on the Board of Directors. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was made September 13, 2023, in a newspaper having general circulation within the District. No Letters of Interest from qualified eligible electors were received within ten (10) days of such publication.

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board appointed Eric Barney to fill a vacancy on the Board of Directors.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

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Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the following slate of officers were appointed:

President	Cindy Myers
Treasurer	Taylor Lilley
Secretary	Nash Verano
Assistant Secretary	Skyler Hager
Assistant Secretary	Eric Barney

Minutes: The Board reviewed the minutes of the November 29, 2022, Special Meeting and the April 6, 2023, Regular Meeting Minutes.

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the minutes of the November 29, 2022, Special Meeting and the April 6, 2023, Regular Meeting Minutes were approved, as presented.

Insurance Agent: The Board reviewed the Agency Services Agreement with TCW Risk Management.

Following discussion, upon motion duly made by Director Myers, seconded by Director Hager and, upon vote, unanimously carried, the Board approved the Agency Services Agreement with TCW Risk Management.

Mr. Barney joined the meeting at this time.

Disclosure Documents for Homeowners: Attorney Cortese discussed the following disclosure documents with the Board:

- a. Section 32-1-306, C.R.S. (Order and Decree, Recorded November 21, 2019)
- b. Section 38-35.7-110, C.R.S. (Newly constructed residence)
- c. Section 32-1-104.8, C.R.S. (Public Disclosure, Recorded April 5, 2021)
- d. Section 32-1-809, C.R.S. (Transparency Notice/Service Plan Compliance)
- e. Additional disclosures

No action was needed by the Board.

FINANCIAL MATTERS

Application for Audit Exemption for 2022: Ms. Wheeler reviewed with the Board the Application for Audit Exemption for 2022.

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Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board ratified approval and filing of the Application for Audit Exemption for 2022.

Claims: Ms. Wheeler presented for the Board's review and consideration a list of the payment of claims for the period beginning June 30, 2023 through October 4, 2023.

Following discussion and review, upon a motion duly made by Director Myers, seconded by Director Verano and, upon vote unanimously carried, the Board ratified approval of the payment of claims in the amount of \$54,832.67, and approved the payment of claims in the amount of \$42,996.27.

Unaudited Financial Statements: Ms. Wheeler presented for the Board's review the unaudited financial statements for the period ending June 30, 2023.

Following discussion and review, upon a motion duly made by Director Myers, seconded by Director Verano and, upon vote unanimously carried, the unaudited financial statements were accepted as presented.

2024 Budget: Ms. Wheeler reviewed the draft 2024 Budget with the Board. Ms. Finn noted that the 2024 Budget hearing is scheduled for December 7, 2023.

General Obligation Limited Tax Bonds, Series 2023: Attorney Cortese discussed the schedule of events for the closing on the Series 2023 bonds.

LEGAL MATTERS

Town Hall/Annual Meeting: The Board determined to schedule the Town Hall/Annual Meeting on December 7, 2023 at 9:45 a.m. via Zoom.

Resolution Regarding the Imposition of District Fees: Attorney Cortese reviewed with the Board the Resolution Regarding the Imposition of District Fees.

Following discussion and review, upon a motion duly made by Director Myers, seconded by Director Verano and, upon vote unanimously carried, the Board adopted a Resolution Regarding the Imposition of District Fees.

Facilities Acquisition Agreement by and among the District, Century Land Holdings, LLC, and Century Communities Investments LLC, with 13-32 Development LLC joining: Attorney Cortese reviewed with the Board the Facilities Acquisition Agreement by and among the District, Century Land Holdings, LLC, and Century Communities Investments LLC, with 13-32 Development LLC joining.

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Following discussion and review, upon a motion duly made by Director Myers, seconded by Director Verano and, upon vote unanimously carried, the Board approved the Facilities Acquisition Agreement by and among the District, Century Land Holdings, LLC, and Century Communities Investments LLC, with 13-32 Development LLC joining.

Operation Funding Agreement by and among the District, Century Land Holdings, LLC, and 13-32 Development LLC: Attorney Cortese discussed with the Board rescinding approval of the Operation Funding Agreement by and among the District, Century Land Holdings, LLC, and 13-32 Development LLC.

Following discussion and review, upon a motion duly made by Director Myers, seconded by Director Verano and, upon vote unanimously carried, the Board rescinded approval of the Operation Funding Agreement by and among the District, Century Land Holdings, LLC, and 13-32 Development LLC.

Operation Funding Agreement by and between the District and Century Land Holdings, LLC: Attorney Cortese reviewed with the Board the Operation Funding Agreement by and between the District and Century Land Holdings, LLC.

Following discussion and review, upon a motion duly made by Director Myers, seconded by Director Verano and, upon vote unanimously carried, the Board approved the Operation Funding Agreement by and between the District and Century Land Holdings, LLC.

Termination of Funding and Reimbursement Agreement by and among the District, Century Land Holdings, LLC, and 13-32 Development LLC: Attorney Cortese reviewed with the Board the Termination of Funding and Reimbursement Agreement by and among the District, Century Land Holdings, LLC, and 13-32 Development LLC.

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board acknowledged prior approval of the Termination of the Funding and Reimbursement Agreement by and among the District, Century Land Holdings, LLC, and 13-32 Development LLC.

Termination of Funding and Reimbursement Agreement by and between the District and 13-32 Development LLC: Attorney Cortese reviewed with the Board the Termination of Funding and Reimbursement Agreement by and between the District and 13-32 Development LLC.

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board acknowledged prior

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approval of the Termination of the Funding and Reimbursement Agreement by and between the District and 13-32 Development LLC.

Termination of Infrastructure Acquisition Agreement by and between the District and 13-32 Development LLC: Attorney Cortese reviewed with the Board the Termination of Infrastructure Acquisition Agreement by and between the District and 13-32 Development LLC.

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board acknowledged prior approval of the Termination of the Infrastructure Acquisition Agreement by and between the District and 13-32 Development LLC.

Termination of Infrastructure Acquisition Agreement by and between the District and Century Land Holdings, LLC: Attorney Cortese reviewed with the Board the Termination of Infrastructure Acquisition Agreement by and between the District and Century Land Holdings, LLC.

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board acknowledged prior approval of the Termination of the Infrastructure Acquisition Agreement by and between the District and Century Land Holdings, LLC.

OPERATIONS

Status of Development: Director Myers noted homebuilders will be starting to sell homes this weekend.

O&M Budget: The Board discussed the operations and maintenance budget. No action was taken.

Landscape Services: The Board discussed a proposal from BrightView Landscape Services, Inc. for landscape services.

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board authorized execution of a Service Agreement between the District and BrightView Landscape Services, Inc. for landscape services, subject to final review by Director Myers.

Snow Removal Services: The Board discussed a proposal from BrightView Landscape Services, Inc. for snow removal services.

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board authorized

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execution of a Service Agreement between the District and BrightView Landscape Services, Inc. for snow removal services, subject to final review by Director Myers.

COVENANT CONTROL

Resolution Declaring the District’s Intent to Furnish Covenant Enforcement and Design Review Services: The Board discussed a Resolution Declaring the District’s Intent to Furnish Covenant Enforcement and Design Review Services.

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board adopted the Resolution Declaring the District’s Intent to Furnish Covenant Enforcement and Design Review Services.

Design Review Guidelines: The Board deferred discussion.

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

Following discussion, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the Board approved the proposal from AmCoBi for monthly billing services and authorized execution of a Service Agreement between the District and AmCoBi regarding same, subject to final review by Director Myers.

Covenant Enforcement and Fee Collection Legal Services: The Board discussed the engagement of Special Counsel for covenant enforcement and fee collection legal services. Attorney Cortese will obtain proposals for presentation at the December Board meeting.

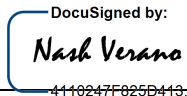
OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Myers, seconded by Director Verano and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By  _____
Secretary for the Meeting