

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
SECOND CREEK FARM METROPOLITAN DISTRICT NO. 3  
HELD  
AUGUST 22, 2023

A special meeting of the Board of Directors (“Board”) of the Second Creek Farm Metropolitan District No. 3 (“District”) was convened on Tuesday, August 22, 2023, at 11:30 a.m. via conference call. The meeting was open to the public via conference call.

### ATTENDANCE

#### Directors in Attendance Were:

Joel H. Farkas  
Toni Serra

#### Also in Attendance Were:

Paula Williams, Jay Morse and Jennifer Henry, McGeady Becher P.C.  
Margaret Henderson, CliftonLarsonAllen LLP  
Chase Hanusa, Independent District Engineering Services, LLC (“IDES”)

### ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Attorney Williams discussed the requirements pursuant to the Colorado Revised Statutes (“C.R.S.”) to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Attorney Williams 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. It was noted that Disclosure Statements for all Directors had been filed by the statutory deadline.

Agenda: The Board reviewed the proposed Agenda for the District’s special meeting. Following discussion, upon motion duly made by Director Serra, seconded by Director Farkas, and upon vote unanimously carried, the Board approved the Agenda and excused the absence of Director Gold.

Approval of Meeting Location: 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, and upon motion duly made by Director Serra, seconded by Director Farkas, and upon vote unanimously carried, the Board determined to hold this meeting via conference call and encouraged public participation via telephone. The Board noted that notice of this meeting and conference call number was duly posted and that no taxpaying electors within the District’s boundaries

objected to the telephonic meeting or requested that the meeting be changed.

Results of May 2, 2023 Regular Director Election: Attorney Williams noted that the May 2, 2023 Regular Director Election was cancelled, as allowed under the statute, as there were not more candidates than seats available. Directors Farkas and Serra were elected by acclamation to 4-year terms ending May 4, 2027.

Resignation of Board Member: Following discussion, the Board acknowledged the resignation of Kristin Sullivan from the Board of Directors of the District effective June 30, 2023.

Appointment of Officers: Following discussion, upon a motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the following slate of officers were appointed for the District:

President:	Joel Farkas
Treasurer:	Toni Serra
Secretary:	Jennifer S. Henry, McGeady Becher P.C.
Assistant Secretary:	Jean Gold

Public Comment: There were no public comments.

Meeting Minutes: The Board reviewed the minutes from the October 17, 2022 Regular Meeting. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the minutes from the October 17, 2022 Regular Meeting.

## FINANCIAL MATTERS

Payment of Directors' Fees: Following discussion, the Board determined to waive the payment of Directors' Fees.

Unaudited Financial Statements and Cash Position: Following discussion, upon motion duly made by Director Serra, seconded by Director Farkas, and upon vote unanimously carried, the Board accepted the unaudited financial statements and cash position for the period ending June 30, 2023. Ms. Henderson noted that there are remaining Project Funds.

Final Determination of Inability to Make a Scheduled Bond Payment (Section 32-1-903(3), C.R.S.): Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board acknowledged the District's inability to make the scheduled June 1, 2023 bond interest payment without drawing on the Surplus Fund.

Cost Certification Report #20: The Board reviewed Cost Certification Report #20 dated April 25, 2023 prepared by IDES certifying eligible costs. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board accepted Cost Verification Report #20 and the certified eligible costs for reimbursement attributable to the District and authorized necessary actions in connection therewith.

2022 Budget Amendment Hearing: The President opened the public hearing to consider amending the 2022 Budget.

It was noted that a Notice stating that the Board would consider amending the 2022 Budget, along with the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

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

It was determined that an additional amendment to the 2022 Budget was not necessary.

2022 Audit: Following review and discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the 2022 Audit and authorized execution of the Representations Letter.

#### LEGAL MATTERS

Resolution Regarding Continuing Disclosure Policies and Procedures: Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board adopted Resolution No. 2023-08-01 Regarding Continuing Disclosure Policies and Procedures.

Legislative Update: Attorney Williams discussed new and pending legislation with the Board and noted that the District will have to hold an Annual Town Hall Meeting as required under new legislation.

#### CAPITAL IMPROVEMENT MATTERS

Transfer of Tracts / O&M: Director Farkas noted a plat amendment is being finalized with the City of Commerce City and once that is completed tract ownership and maintenance will be determined.

#### OTHER BUSINESS

None.

#### ADJOURNMENT

Upon motion duly made and seconded, and, upon vote, unanimously carried, the meeting was adjourned.

The foregoing record constitutes a true and correct copy of the Minutes of the above-referenced meetings.

Respectfully submitted,

By Jennifer S. Henry  
Secretary for the Meeting