

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
SECOND CREEK FARM METROPOLITAN DISTRICT NO. 3
HELD
NOVEMBER 27, 2023

A regular meeting of the Board of Directors (“Board”) of the Second Creek Farm Metropolitan District No. 3 (“District”) was convened on Monday, November 17, 2023, at 3:00 p.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 and Jay Morse, 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 regular 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.

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.

Public Comment: There were no public comments.

Meeting Minutes: The Board reviewed the minutes from the August 22, 2023 Special 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 August 22, 2023 Special Meeting.

Resolution No. 2023-11-01 Establishing 2024 Regular Meeting Dates, Time, and Location, and Designating Location for Posting of 24-Hour Notices: The Board discussed the business to be conducted in 2024, determined to hold meetings virtually, and scheduled regular meetings on July 22, 2024 and November 25, 2024, at 2:00 p.m., via conference call. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board adopted Resolution No. 2023-11-01.

District Insurance Coverage: The Board discussed insurance coverage.

Cyber Security and increased Crime Coverage: Discussion deferred.

Insurance Committee: Establishment of an Insurance Committee was not necessary.

Workers' Compensation Coverage and Renewal of District Insurance and Special District Association ("SDA"): Following discussion, the Board determined to obtain workers' compensation coverage through the Colorado Special Districts Property and Liability Pool, and further authorized renewal of the District insurance and SDA membership for 2024.

FINANCIAL MATTERS

Unaudited Financial Statements and Cash Position: Ms. Henderson reviewed the unaudited financial statements and cash position statement with the Board and discussed the remaining Project Funs and status of capital improvements. 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 September 30, 2023.

Final Determination of Inability to Make a Scheduled Bond Payment (Section 32-1-903(3), C.R.S.): Ms. Henderson discussed with the Board the inability of the District to make its scheduled bond payment. Following discussion, the Board acknowledged the District's inability to make the scheduled bond payment.

Junior Subordinate Lien Limited Tax General Obligation Draw Down Bonds, Series 2022D₍₃₎ ("2022D Bonds"): The Board discussed the remaining

balance on the District's 2022D Bonds. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board adopted Resolution No. 2023-11-02 Recognizing Draw on the District's 2022D Bonds and authorized necessary actions in connection therewith.

Cost Certification Report #21: The Board reviewed Cost Certification Report #21 dated November 27, 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 #21 and the certified eligible costs for reimbursement attributable to the District and authorized necessary actions in connection therewith.

2023 Budget Amendment Hearing: The President opened the public hearing to consider amending the 2023 Budget.

It was noted that a Notice stating that the Board would consider amending the 2023 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.

Following discussion, it was determined that an amendment to the 2023 budget is not necessary at this time.

2024 Budget Hearing: The President opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that a Notice stating that the Board would consider adoption of the 2024 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.

Ms. Henderson reviewed the proposed 2024 Budget with the Board. Following discussion, the Board considered the adoption of the Resolution No. 2023-11-03 to Adopt the 2024 Budget and Appropriate Sums of Money and Resolution No. 2023-11-04 to Set Mill Levies (a General Fund Mill Levy of 11.671 mills and a Debt Service Mill Levy of 51.971, for a total Mill Levy of 63.642 mills), subject to receipt of final assessed value from the county and statutory and legislative changes. Upon motion duly made by

Director Farkas, seconded by Director Serra, and upon vote unanimously carried, Resolution Nos. 2023-11-03 and 2023-11-04 were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final assessed value from the county and statutory and legislative changes. The District Accountant was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Adams County by the filing deadline. Legal Counsel was authorized to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2024.

Resolution Authorizing Adjustment of District Mill Levy in Accordance with the Service Plan: Following discussion, upon motion made by Director Serra, seconded by Director Farkas, and upon vote unanimously carried, the Board adopted Resolution No. 2023-11-05 Authorizing Adjustment of District Mill Levy in Accordance with the Service Plan.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion made by Director Serra, seconded by Director Farkas, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Certification of Tax Levies form (“Certification”), and directed the District Accountant to file the Certification with the Board of County Commissioners and other interested parties.

2023 Audit: The Board discussed the requirements of an audit. Following discussion, upon motion duly made by Director Serra, seconded by Director Farkas, and upon vote unanimously carried, the Board engaged Fiscal Focus Partners, LLC to perform the 2023 Audit.

Master Service Agreement and Statement of Work for Accounting Services: Ms. Henderson discussed the Master Service Agreement and Statement of Work with CliftonLarsonAllen LLP for 2024 services (“MSA/SOW”) with the Board. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the MSA/SOW, subject to final legal review, and appointed CliftonLarsonAllen LLP to prepare the 2025 budget, and directed that the draft 2025 budget be the same as the adopted 2024 budget unless there was input from a Board Member to adjust those assumptions.

LEGAL MATTERS

Termination of Amended and Restated Facilities Funding, Construction and Operations Agreement: Attorney Williams discussed with the Board the removal of Second Creek Farm Metropolitan District No. 2 (“District No. 2”) from the Amended and Restated Facilities Funding, Construction and Acquisition Agreement among Second Creek Farm Metropolitan District Nos. 1, 2, 3 and 4 (“FFCOA”). Following discussion, upon motion duly made by Director Serra, seconded by Director Farkas, and upon vote unanimously carried, the Board approved the Termination of the FFCOA as to District No. 2.

Resolution Amending Policy on Colorado Open Records Act Requests: Following discussion, upon a motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board adopted Resolution No. 2023-11-06 Amending Policy on Colorado Open Records Act Requests.

Section 32-1-809, C.R.S., Requirements (Transparency Notice): Attorney Williams discussed the special district transparency requirements of Section 32-1-809, C.R.S., with the Board. Following discussion, the Board directed District Counsel to post the Transparency Notice on the SDA website and the District's website.

2024 Services: Attorney Williams discussed with the Board the need for other services in 2024. Following discussion, the Board determined there were no other services needed at this time.

CAPITAL
IMPROVEMENT
MATTERS

Transfer of Tracts / O&M: Discussion deferred.

OTHER BUSINESS

The Board directed staff to work with Mr. Shandor at Martin/Martin, Inc. to ensure that the District facilitates all landscape maintenance (mowing) required by Commerce City.

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