

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
SECOND CREEK FARM METROPOLITAN DISTRICT NO. 1
HELD
JUNE 29, 2022

A special meeting of the Board of Directors (“Board”) of the Second Creek Farm Metropolitan District No. 1 (“District”) was convened on Wednesday, June 29, 2022 at 8:00 a.m. via conference call. The meeting was open to the public via conference call.

ATTENDANCE

Directors In Attendance Were:

Joel H. Farkas, President
Toni Serra, Secretary
Kristin Sullivan, Treasurer

Also in Attendance Were:

Paula Williams, McGeady Becher P.C.
Margaret Henderson, CliftonLarsonAllen LLP

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Attorney Williams 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 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 Farkas, seconded by Director Serra, 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 Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board determined to hold this meeting via conference call and encouraged public participation via telephone. There was at least one person present at the physical location as posted. The Board noted that notice of this meeting and conference call number was duly

posted and that it had not received any objections to the telephonic meeting or any requests that the meeting be changed by taxpaying electors within the District's boundaries.

Public Comment: There were no public comments.

FINANCIAL MATTERS

Cost Share Report: The Board reviewed the Cost Share Report dated June 21, 2022, related to Cost Certification Report #6, #14, and #16 prepared by Independent District Engineering Services, LLC, recognizing shared costs among Second Creek Farm Metropolitan District Nos. 1, 2, 3 and 4. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board acknowledged and recognized the Cost Share Report and certified costs eligible for reimbursement attributable to the District, as certified in Cost Certification Reports #6, #14 and #16, and further authorized reimbursement in the amount certified attributable to the District, and authorized necessary actions in connection therewith.

LEGAL MATTERS

First Amendment to Amended and Restated Facilities Funding, Construction and Operations Agreement: Attorney Williams provided an overview of the First Amendment to Amended and Restated Facilities Funding, Construction and Operations Agreement by and among Second Creek Farm Metropolitan District Nos. 1, 2, 3 and 4. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the First Amendment to Amended and Restated Facilities Funding, Construction and Operations Agreement by and among Second Creek Farm Metropolitan District Nos. 1, 2, 3 and 4.

Cost Sharing Agreement: Attorney Williams provided an overview of the Cost Sharing Agreement by and among Second Creek Farm Metropolitan District Nos. 1, 2, 3 and 4. Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the Cost Sharing Agreement by and among Second Creek Farm Metropolitan District Nos. 1, 2, 3 and 4.

Declaration of Easements and Covenants (Stormwater Management System): Following discussion, upon motion duly made by Director Farkas, seconded by Director Serra, and upon vote unanimously carried, the Board approved the Declaration of Easements and Covenants (Stormwater Management System) between Centennial 615 Fund LLC, Second Creek Holdings LLC, KIW Second Creek Venture, LLC and the District.

OTHER BUSINESS

There was no other business to come before the Board.

ADJOURNMENT

Upon motion duly made by Director Farkas, seconded by Director Serra 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 Jon Deane
Secretary for the Meeting