

# RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
BRAMMING FARM METROPOLITAN DISTRICT NO. 1 (THE  
“DISTRICT”)  
HELD  
NOVEMBER 17, 2022

A special meeting of the Board of Directors of the Bramming Farm Metropolitan District (referred to hereafter as the “Board”) was convened on Thursday, November 17, 2022, at 10:30 a.m., via video and telephone conference. The meeting was open to the public.

## ATTENDANCE

Directors In Attendance Were:  
Brandon Robinson

Also, In Attendance Were:  
Paula J. Williams, Esq.; McGeady Becher P.C.  
Cathy Hamilton; Simmons & Wheeler, P.C.

## DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested 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 statute. It was noted by Attorney Williams that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

## ADMINISTRATIVE MATTERS

Quorum/Confirmation of Meeting Location/Posting of Notice: A quorum was confirmed.

The Board discussed 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 and seconded by Director Robinson, and upon vote unanimously carried, it was determined to conduct the meeting at the above-stated date, time via video and telephone conference. It was further noted that notice of the time, date and location or manner of meeting was duly posted and that no objections to the location or any requests that the meeting place be changed by taxpaying electors within the District's boundaries have been received.

Agenda: The Board reviewed the Agenda for the meeting. Following

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discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board approved the Agenda, as presented.

Minutes of June 15, 2022 Regular Meeting: The Board reviewed the Minutes of the June 15, 2022 Regular Meeting. Following review and discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board approved the Minutes, as presented.

Public Comment: There was no public comment.

District Insurance: The Board approved renewing the District's general liability insurance coverage, public officials' coverage, workers' compensation coverage and instructed consultants to proceed accordingly. The Board further directed renewal of the District's Special District Association membership.

Resolution No. 2022-11-01 Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices: The Board discussed the business to be conducted in 2023. Following discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board adopted Resolution No. 2022-11-01 Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices, and determined to hold 2023 meetings on June 14, 2023, and November 15, 2023, at 10:30 a.m. via video and telephone conference.

Board Vacancies: The Board discussed the current vacancies. It was noted that there are no interested eligible electors at this time.

### FINANCIAL MATTERS

Payment of Claims: Ms. Hamilton reviewed the payment of claims in the amount of \$9,158.10 for ratification. Following discussion, upon motion duly made and seconded by Director Robinson, and upon vote the Board ratified the payment of claims in the amount of \$9,158.10.

Unaudited Financial Statements and Cash Position through September 30, 2022: Ms. Hamilton reviewed the unaudited financial statements and cash position for the period ending September 30, 2022 with the Board. Following discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board accepted the unaudited financial statements and cash position as presented.

Preparation of 2023 Budget: Following discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board ratified the appointment of the District Accountant to prepare the

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District's 2023 Budget.

2021 Audit: Ms. Hamilton reviewed the 2021 Audit with the Board. Following discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board ratified approval the 2021 Audit.

Public Hearing on Amendment to 2022 Budget: The public hearing to consider an amendment to the 2022 Budget was opened.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. 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 no amendment to the 2022 Budget was required.

Public Hearing on 2023 Budget: The public hearing to consider the proposed 2023 Budget and to discuss related issues was opened.

It was noted that Notice stating that the Board would consider adoption of the 2023 budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

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

The Board reviewed the estimated 2023 expenditures and the proposed 2023 expenditures.

Upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board approved the 2023 Budget, as discussed, and considered adoption of Resolution No. 2022-11-02 to Adopt the 2023 Budget and Appropriate Sums of Money and Resolution No. 2022-11-03 to Set Mill Levies (3.000 mills in the General Fund and 56.933 mills in the Debt Service Fund, for a total mill levy of 59.933 mills.) Following discussion, upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County not later than December 15, 2022. District

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Counsel was directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2023.

2023 Budget of Bramming Farm Homeowners Association, Inc. (“HOA”): The Board discussed the 2023 HOA Budget, noting that it had not yet been received. Director Robinson advised he would reach out to the manager for the HOA for a copy of the budget.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification Form for certification to the Board of County Commissioners and other interested parties.

Resolution Authorizing Adjustment of District Mill Levy in Accordance with the Service Plan: Following discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board adopted Resolution Authorizing Adjustment of District Mill Levy in Accordance with the Service Plan.

Preparation of 2024 Budget: Following discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the District’s 2024 Budget.

2022 Audit Preparation: Following discussion, upon motion duly made by and seconded by Director Robinson, and upon vote unanimously carried, the Board approved the engagement of Hiratsuka and Associates, L.L.P. to perform the District’s 2022 Audit, for an amount not to exceed \$5,000.

### LEGAL MATTERS

Resolution Calling May 2, 2023 Election: The Board discussed the May 2, 2023, election. Following discussion, upon motion duly made and seconded by Director Robinson, and upon vote unanimously carried, the Board adopted Resolution Calling a May 2, 2023 Directors’ Election which appointed Lisa Jacoby as the Designated Election Official and authorized her to perform all tasks required for the May 2, 2023 Regular Election of the Board of Directors for the conduct of a mail ballot election.

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 special district transparency notice on the Special District Association website.

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### OTHER BUSINESS

The Board discussed potential capital projects such as fence staining and landscaping. Director Robinson advised he would discuss the projects with the HOA. No further action was taken.

### ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned.

Respectfully submitted,

By *Jessie Stamper*  
Secretary for the Meeting