

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BRAMMING FARM METROPOLITAN DISTRICT NO. 1

Held: Monday, December 2, 2019, at 3:30 p.m., at
McGeady Becher P.C.
450 E. 17th Ave., Suite 400
Denver, Colorado 80203-1254

Attendance

A Special Meeting of the Board of Directors of the Bramming Farm Metropolitan District No. 1, City of Thornton, County of Adams, State of Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Richard A. Frank, President
Daniel E. Frank, Treasurer
Stephen A. Prokopiak, Assistant Secretary

Upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the absences of Directors Susan W. Frank and Gary L. Yourtz were excused.

Also present were:

Paula J. Williams, Esq. and Craig Sorensen; McGeady Becher P.C.

Cathy Hamilton; Simmons & Wheeler, P.C.

Tiffany Leichman, Esq.; Sherman & Howard L.L.C. (via speakerphone for a portion of the meeting)

Brooke Hutchens; D.A. Davidson & Co. (via speakerphone for a portion of the meeting)

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.

Quorum/Confirmation of Meeting Location/Posting of Notices

Attorney Williams confirmed the presence of a quorum.

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 R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board determined to conduct the meeting at the above-stated date, time and location, which is within 20 miles of the District. It was further noted that notice of the time, date and location 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. Mr. Sorensen reported that notices were posted in three locations within the District boundaries, and that a notice was provided to the Adams County Clerk and Recorder's office for posting at least 72 hours prior to the meeting, in accordance with statute.

Approval of Agenda

The Board reviewed the Agenda for the meeting. Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board approved the Agenda, as amended.

Issuance of the District's Subordinate General Obligation Limited Tax Bonds, Series 2019B (the "Bonds"):

Letter Agreement for Investment Banking Services

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board ratified approval of the Letter Agreement for Investment Banking Services between the District and D.A. Davidson & Co. Fixed Income Capital Markets.

Bond Counsel Engagement Agreement

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board approved the Bond Counsel Engagement Agreement between the District and Sherman & Howard L.L.C.

Bond Resolution

Ms. Hutchens reviewed with the Board the details of the proposed Bonds, noting that pricing is planned for December 4, 2019, and closing is anticipated on

December 13, 2019. She noted that the Bonds are projected to net approximately \$1,200,000, and that the Bonds are subordinate to the District's Series 2015 Bonds.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board appointed Director D. Frank as Sale Delegate for the pricing of the Bonds, and as District Representative.

Attorney Leichman then reviewed with the Board the details of the Resolution authorizing issuance of the Bonds, noting that it is a parameters resolution that authorizes a maximum principal amount of \$1,650,000 and a maximum interest rate of 8.5%. She indicated the Resolution also authorizes execution of an Indenture of Trust with UMB Bank, n.a., and all agreements, documents, instruments, certificates, and actions necessary or appropriate in connection with the issuance of such Bonds.

Following extensive discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board adopted the Resolution authorizing the issuance of the District's Subordinate General Obligation Limited Tax Bonds, Series 2019B, in a maximum aggregate principal amount not to exceed \$1,650,000, and also authorized the execution of an Indenture of Trust with UMB Bank, n.a., and all agreements, documents, instruments, certificates, and actions necessary or appropriate in connection with the issuance of such Bonds.

Agreement Regarding Waiver of Interest

Attorney Williams reviewed with the Board the proposed Agreement Regarding Waiver of Interest Under the Facilities Funding and Acquisition Agreement between the District and Bramming Farm Investors, LLC.

Following review and discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank, and upon vote unanimously carried, the Board approved the Agreement Regarding Waiver of Interest Under the Facilities Funding and Acquisition Agreement between the District and Bramming Farm Investors, LLC.

Attorney Leichman and Ms. Hutchens left the meeting at this point.

Minutes of November 19,
2018 Regular Meeting

The Board reviewed the Minutes of the November 19, 2018 Regular Meeting. Following review and discussion, upon motion duly made by Director Prokopiak, seconded by Director R. Frank, and upon vote unanimously carried, the Board approved the Minutes, as presented.

2020 Meeting Schedule /
Meeting/Posting/Website
Resolution

The Board discussed the regular meeting schedule for 2020, and discussed new legislation regarding the posting of meeting notices on a website. Following discussion, the Board scheduled regular meetings for July 15, 2020 and November 18, 2020 at 10:30 a.m., at the offices of McGeady Becher P.C. 450 E. 17th Ave. Suite 400, Denver, CO 80203.

Following further discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board adopted Resolution No. 2019-12-01, Resolution Establishing Regular Meeting Dates, Time and Location, Establishing District Website, and Designating Location for Posting of 24-Hour Notices.

Eligible Governmental Entity
Agreement with Statewide
Internet Portal Authority

Attorney Williams reviewed with the Board the proposed Eligible Governmental Entity Agreement between the Statewide Internet Portal Authority of the State of Colorado and Bramming Farm Metropolitan District No. 1 (the "SIPA Agreement").

Following review and discussion, upon motion duly made by Director R. Frank, seconded by Director Prokopiak, and upon vote unanimously carried, the Board adopted, and upon vote unanimously carried, the Board approved the SIPA Agreement.

Insurance Renewal / SDA
Membership

Mr. Sorensen informed the Board that the renewal of the District's existing liability, crime, and workers' compensation insurance coverage for 2020 is in process. He noted that the renewal of the District's membership in the Special District Association will be done in early 2020.

Claims

Ms. Hamilton reviewed with the Board the claims for the period of November 20, 2018 through December 2, 2019.

Following review and discussion, upon motion duly made by Director R. Frank, seconded by Director Prokopiak, and upon vote unanimously carried, the Board ratified the approval of previously paid claims for 2018 in the amount of \$3,291.11, and for 2019 in the amount of \$290,008.66.

Following further review and discussion, upon motion duly made by Director R. Frank, seconded by Director Prokopiak, and upon vote unanimously carried, the Board approved the payment of new, unpaid claims 2019 in the amount of \$16,950.50.

Unaudited Financial Statements

Ms. Hamilton reviewed with the Board the unaudited financial statements and schedule of cash position for the period ending September 30, 2019.

Following review and discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2019, as presented.

2018 Application for Exemption from Audit

Following review and discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board ratified the approval, execution and filing of the Application for Exemption from Audit for 2018.

2019 Budget Amendment

Director R. Frank opened the public hearing to consider an amendment to the 2019 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider amendment of the 2019 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.

Ms. Hamilton informed the Board that an amendment to the 2019 Capital Projects Fund budget was required.

Following discussion, upon motion duly made by Director Prokopiak, seconded by Director R. Frank, and upon vote unanimously carried, the Board adopted Resolution No. 2019-12-02, Resolution of Bramming

Farm Metropolitan District No. 1 to Amend the 2019 Budget. District Counsel was directed to make the appropriate statutory filings.

2020 Budget of Bramming Farm Homeowners Association, Inc.

The Board noted that the Projected 2020 Budget of the Bramming Farm Homeowners Association, Inc. (“HOA”) had not yet been received by the District.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board authorized written notice of acceptance to the HOA of the Projected 2020 Budget as it relates to Project-Wide Improvements in an amount not to exceed \$20,000.00.

2020 Budget

Director R. Frank opened the public hearing to consider the proposed 2020 Budget and discuss related issues.

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

Ms. Hamilton reviewed with the Board the estimated 2019 expenditures and the proposed 2020 expenditures.

It was noted that the District would impose mill levies of 7.000 mills in the General Fund and 55.664 mills in the Debt Service Fund, for a total mill levy of 62.664 mills.

Director R. Frank then moved (seconded by Director Prokopiak) to adopt the 2020 Budget, with revisions discussed at the meeting, and the Board considered adoption of Resolution No. 2019-12-03 to Adopt the 2020 Budget and Appropriate Sums of Money, and Resolution No. 2019-12-04 to Set Mill Levies.

Following discussion, and upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget.

District Counsel was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County not later than December 15, 2019. District Counsel was further directed to transmit the Certification of Budget to the Division of Local Government no later than January 30,

2020.

Resolution Authorizing
Adjustment of Mill Levy

Following discussion, upon motion duly made by Director R. Frank, seconded by Director Prokopiak, and upon vote unanimously carried, the Board adopted Resolution No. 2019-12-05, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Colorado Constitution, Article X, Section 3.

DLG-70 Certification of Tax
Levies

Following discussion, upon motion duly made by Director Prokopiak, seconded by Director R. Frank, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Certification of Tax Levies form for certification to the Board of County Commissioners and other interested parties.

2021 Budget

Following discussion, upon motion duly made by Director R. Frank, seconded by Director Prokopiak, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2021 Budget.

2019 Audit Preparation

Following review and discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board approved the engagement of Hiratsuka & Associates, LLP to prepare the 2019 Audit, for an amount not to exceed \$4,200.

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.

McGeady Becher P.C.
Document Retention Policy

Attorney Williams presented to the Board the update to the McGeady Becher P.C. Document Retention Policy. The Board approved the update and directed a copy of the approved, updated McGeady Becher P.C. Document Retention Policy be attached to the minutes of this meeting. Accordingly, a copy of the updated McGeady Becher P.C. Document Retention Policy is attached hereto and incorporated herein by this reference.

May 5, 2020 Regular Election for Directors (“Election”) The Board discussed the Election. Following review and discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board appointed Craig Sorensen of McGeady Becher P.C. as Designated Election Official, and adopted Resolution No. 2019-12-07, Resolution Calling a Regular Election for Directors on May 5, 2020.

Other Business There was no other business.

Continuation of Meeting Upon motion duly made by Director D. Frank, seconded by Director R. Frank, and upon vote unanimously carried, the meeting was continued to 4:00 p.m. on December 12, 2019, at the offices of McGeady Becher P.C., such continued meeting to be cancelled if not needed.

The foregoing Minutes were approved by the Board of Directors on July 15, 2020.

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

Craig Sorensen

Secretary

McGeady Becher P.C. Document Retention Policy

Types of Documents

In representing you we will or may take possession of, create, and/or keep various types of documents. These consist of documents you provide to us, documents which constitute the District's official public record, and internal documents we create to assist us in providing services to you.

Documents You Provide to Us

It is our policy to copy and return original documents you provide to us as soon as practicable. Exceptions to this policy are original documents which should be kept as part of the District's official public record, instances where we must have an original document to represent you, or cases where we have affirmatively agreed retain a document for safekeeping.

The District's Record

As a part our engagement, we will maintain the District's official public Record (the "**Record**"). The Record is a highly useful and detailed compilation of documents reflecting the official actions of the District and serves multiple functions. First, it collects those documents which the public is entitled to inspect and copy under various state and federal public records and freedom of information statutes. Second, it organizes the records of the District – such as its contracts, land and title records, and easements - in a manner which is useful in conducting the ongoing business of the District. Third, the Record helps expedite the District's annual audit process. Fourth, in the event you should change legal counsel or employ in-house counsel, the Record will enable that counsel to understand the status and assume representation of the District with maximum efficiency.

The Record includes the District's organizational documents, fully executed agreements which are still in effect, rules, regulations, resolutions adopted by the District, official minutes books, meeting notices, agendas, insurance policies, District maps, election records, bond documents, audit documents, and many more. A comprehensive list of documents comprising the Record is available from us at any time upon request.

Creating and maintaining the Record is an important and complex task, and you agree to pay our actual costs and hourly fees associated with doing this.

Supplemental Documents

All other documents created in course of representing you are referred to as Supplemental Documents. These include our notes, drafts, memoranda, worksheets, electronic communications, and other electronic documents stored in various media or file servers.

Documents We Retain

Except as provided in this Document Retention Policy or an amendment thereto, we will keep the Record and any original documents accepted by us for safekeeping so long as we represent you.

Delivery of the Record

Once a matter is concluded or our representation terminated, we deliver the original, printed Record, together with any original documents we have accepted for safekeeping, to you or the District's designee, provided our fees and costs have been paid in full. If you do not designate someone to receive these records, we will deliver them to a then-current officer or director of the District. If we are unable to deliver these documents because of your failure to designate a recipient, we may retain, destroy, or otherwise dispose of them in manner which assures their continued confidentiality within thirty (30) days following the conclusion of a matter or the termination of our representation.

We will also confidentially destroy the Record of any District in our possession if a final order of dissolution of the District is entered.

All other documents, including all Supplemental Documents, are routinely, periodically, confidentially, and permanently purged by us once they are no longer useful to us in providing services to you.