

RECORD OF PROCEEDINGS

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

Held: Wednesday, July 15, 2020, at 10:30 a.m. via video/telephone conference, due to concerns regarding the spread of the coronavirus (COVID-19).

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 (via video/telephone)
Daniel E. Frank, Treasurer (via video/telephone)
Stephen A. Prokopiak, Assistant Secretary (via video/telephone)

Upon motion duly made by Director Prokopiak, seconded by Director D. Frank, and upon vote unanimously carried, the absence of Director Gary L. Yourtz was excused.

Also present were:

Paula Williams, Esq. and Craig Sorensen; McGeady Becher P.C. (via video/telephone)
Cathy Hamilton; Simmons & Wheeler P.C (via video/telephone)
Brandon Robinson, Board Candidate (via video/telephone)

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 new conflicts of interest were disclosed at the meeting. It was disclosed that Board Candidate Brandon Robinson serves as the Secretary on the Board of the Bramming Farm Homeowners

Association, Inc.

Quorum / Meeting Manner
and Location / Posting of
Notice

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.

The Board determined that, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the meeting would be held by video/telephonic means without any individuals (neither District Representatives nor the General Public) attending in person. Mr. Sorensen reported that notice was duly posted and that no objections to the video/telephonic manner of the meeting or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Approval of Agenda

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

May 5, 2020 Regular
Directors' Election

It was noted that the May 5, 2020 Regular Directors' Election was cancelled, as permitted by statute, because there were not more candidates than seats available. Director Prokopiak was deemed elected to a new 3-year term ending in May 2023, and the vacancy to May 2023 was confirmed.

Appointment of Brandon
Robinson

The Board considered the appointment of qualified candidate Brandon Robinson to the Board of Directors. Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the Board appointed Brandon Robinson to the Board of Directors, to a term ending in May 2023, while noting that Director Robinson will be required to run for a one-year completion term in May 2022.

It was further noted that Director Robinson would not be able to take any action at this meeting, as his Oath of Director has not yet been taken and filed with the Adams County Clerk & Recorder, and no disclosure of potential conflicts of interest has been filed with the Secretary of State.

| | |
|--|---|
| Director Fees | Attorney Williams discussed the potential payment of director fees to Director Robinson for his service on the Board. The Board determined to defer consideration of the payment of director fees to the November 2020 budget hearing. |
| Appointment of Officers | <p>Following discussion, upon motion duly made by Director Prokopiak, seconded by Director R. Frank, and upon vote unanimously carried, the Board appointed the following slate of officers:</p> <p>President – Richard A. Frank Secretary – Craig Sorensen Treasurer – Daniel E. Frank Assistant Secretary – Stephen A. Prokopiak Assistant Secretary – Gary L. Yourtz Assistant Secretary – Brandon Robinson</p> |
| Minutes of December 2, 2019 Special Meeting | The Board reviewed the minutes of the December 2, 2019 Special 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. |
| Establishment of District Website | Mr. Sorensen informed the Board that the appropriate documents have been submitted to the Statewide Internet Portal Authority, and that the District is now in the queue for establishment of a website. |
| Claims | <p>Ms. Hamilton reviewed with the Board the claims for the period of December 3, 2019 through July 15, 2020.</p> <p>Following review and discussion, upon motion duly made by Director Prokopiak, seconded by Director D. Frank, and upon vote unanimously carried, the Board ratified the approval of previously paid claims for 2019 in the amount of \$5,031.92 (check nos. 1190-1194), and for 2020 in the amount of \$234,832.97 (check nos. 1195-1199).</p> |
| Financial Statements | Ms. Hamilton briefly reviewed with the Board the unaudited financial statements for the period ending June 30, 2020. It was noted that corrections to the financial statements were needed, as they did not indicate the repayment of certain developer advances from the bond proceeds. Ms. Hamilton indicated she would investigate and correct the financial statements. The Board deferred action. |

2019 Audit

Ms. Hamilton reviewed the draft 2019 audit with the Board. It was noted that counsel has not yet reviewed the draft audit. Following review and discussion, upon motion duly made by Director Prokopiak, seconded by Director D. Frank, and upon vote unanimously carried, the Board approved the audit, subject to counsel review and as modified, and also subject to a clean opinion from the auditor.

Hydraulic Fluid Stains on District Streets

Attorney Williams discussed the issue of the hydraulic fluid stains on streets in the District, caused by a City of Thornton garbage truck. The staining occurred in mid-June 2020, and the issue was brought to the Board's attention by Brandon Robinson. Attorney Williams recommended to the Board that, to the extent funds are available, the District coordinate the cleaning of the stains by/with the City. Following extensive discussion, upon motion duly made by Director R. Frank, seconded by Director D. Prokopiak, and upon vote unanimously carried, the Board directed counsel to prepare a joint letter from the District/Homeowners Association to the City requesting that the situation be remedied, with appropriate Thornton City Council member(s) to be copied on the letter.

Other Business

There was no other business.

Adjournment

There being no further business coming before the Board, upon motion duly made by Director R. Frank, seconded by Director D. Frank, and upon vote unanimously carried, the meeting was adjourned.

The foregoing Minutes were approved by the Board of Directors on November 18, 2020.

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

Craig Sorensen

Secretary