

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS  
OF DIRECTORS OF

FLAT ROCK METROPOLITAN DISTRICT NOS. 1-4

Held: the 16<sup>th</sup> day of November 2022, at 10:00 A.M., by  
teleconference

**Attendance**

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Cynthia Myers  
Taylor Lilly

Also present were: George M. Rowley, Esq. and Erin K. Stutz, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Diane Wheeler, Simmons and Wheeler, District Accountant.

**Call to Order**

The meeting was called to order.

**Declaration of Quorum and  
Confirmation of Director  
Qualifications**

It was noted that a quorum for each of the Boards was present and that the directors had confirmed their qualification to serve.

**Reaffirmation of  
Disclosures of Potential or  
Existing Conflicts of  
Interest**

Mr. Rowley advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Rowley reported that disclosures for those directors with potential or existing conflicts of interest that were provided to White Bear Ankele Tanaka & Waldron were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Rowley inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Combined Meetings**

The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Flat Rock Metropolitan District Nos. 1, 2, 3 and 4, collectively.

## **Approval of Agenda**

Mr. Rowley presented the Boards with the agenda for the meeting. Upon motion and seconded, the Boards unanimously approved the agenda as presented.

## **Director Matters**

Consider Appointment of  
Director  
Consider Election of  
Officers  
Consent Agenda

- a. Special Meeting Minutes from May 25, 2022 Meeting
- b. Consider Adoption of Resolution Calling May 2023 Election
- c. Consider Approval of Insurance and Limits

## **Legal Matters**

Consider Proposal from  
CliftonLarsonAllen  
regarding Website Services

Mr. Rowley presented the proposals for website services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal from CliftonLarsonAllen.

Consider Approval of  
Infrastructure Acquisition  
and Reimbursement  
Agreement with Century  
Comminutes Inc.

Mr. Rowley presented the Infrastructure Acquisition and Reimbursement Agreement with Century Comminutes Inc. The Boards requested additional changes. No further action was taken.

## **Financial Matters**

Consider Adoption of  
Resolutions to Adopt 2022  
Budget and Set Mill Levies

Ms. Sedgley reviewed the 2022 Budget Resolutions with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolutions adopting the 2022 Budgets, appropriating funds therefor and certifying mills.

## **Director Matters**

Discuss Appointment of  
Board Members

The Boards noted that they wanted to appoint three new Board members to the Boards. No further action was taken.


## **Other Business**

None.

**Adjournment**

There being no further business to come before the Boards and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting

  
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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 28<sup>th</sup> day of March, 2022.