

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

FLAT ROCK METROPOLITAN DISTRICT NOS. 1-4

Held: the 25th day of May, 2022 at 11:00 a.m. via teleconference.

Attendance

The joint special meeting of the Boards of Directors for the Flat Rock Metropolitan District Nos. 1-4 was called and held in accordance with the applicable laws of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Cynthia Myers
Taylor Lilly

Also present were: George M. Rowley, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Diane Wheeler, Simmons & Wheeler, P.C.; and Skyler Hager, Century Communities.

Call to Order

Mr. Rowley noted that a quorum of the Boards was present and that the directors had confirmed their qualification to serve, and, therefore, called the joint special meeting to order.

Joint Meetings

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Disclosure Matters

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 that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Consider Appointment of Director The Boards deferred this item.

Approval of Agenda Mr. Rowley presented the Boards with the agenda for the meeting. Upon a motion duly made and seconded, the Boards unanimously approved the agenda, as presented.

Consent Agenda Upon a motion duly made and seconded, the Board unanimously took the following actions:

- a. Approval of minutes from March 28, 2022
- b. Approval of Engagement Letter for Accounting Services with Simmons & Wheeler

Legal Matters

Consider Approval of Infrastructure Acquisition and Reimbursement Agreement with Century Communities, Inc. The Boards discussed the Infrastructure Acquisition and Reimbursement Agreement with Century Communities, Inc. It was determined to put this matter on hold until the plans for bonds and construction are complete.

Discuss Boundary Adjustments The Boards engaged in general discussion regarding boundary adjustments.

Financial Matters The Boards discussed transition of the Districts' accountant. Director Myers indicated she will ensure CliftonLarsonAllen is informed that the Boards engaged Simmons & Wheeler as the Districts' accountant going forward. Ms. Wheeler informed the Boards that she will request the transition of documents from CliftonLarsonAllen to begin accounting services for the Districts.

Other Business The Boards determined that once the boundary adjustment is further along, they will set another special meeting.

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

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

Taylor Lilly

Secretary for the Meeting