

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

FLAT ROCK METROPOLITAN DISTRICT NOS. 1-4

Held: the 28<sup>th</sup> day of March, 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, White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Debra Sedgely, CliftonLarsonAllen, LLP, 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.

### **Legal Matters**

Consider Approval of Minutes from October 21, 2021

Mr. Rowley presented the Minutes from the October 21, 2021, meeting. Following discussion, upon motion duly made and seconded, the Boards approved the minutes.

Consider Approval of Minutes from November 11, 2021

Mr. Rowley presented the Minutes from the November 11, 2021, meeting. Following discussion, upon motion duly made and seconded, the Boards approved the minutes.

### **Financial Matters**

Public Hearings on 2021 Budget Amendment and Consider Adoption of Resolution (District No. 1)

The Board opened the public hearing on the 2021 Budget Amendment. Ms. Sedgeley noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Sedgeley reviewed the Resolution Amending the 2021 Budget with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution amending the General Fund to \$38,000.

Consider ratification of Audit Exemption Applications

Ms. Sedgeley reviewed the Audit Exemption Applications with the Boards. Following discussion, upon motion duly made and seconded, the Boards ratified the applications.

### **Director Matters**

Discuss Appointment of Board Members

The Boards discussed appointing additional directors at the next meeting.

### **Other Business**

The Boards discussed possible boundary adjustments. Ms. Myers noted that the revised plats are nearly complete and that there will likely be boundary adjustments once finalized. No further action was taken.

### **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

*Taylor Lilly*

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 25<sup>th</sup> day of May, 2022.