

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

FLAT ROCK METROPOLITAN DISTRICT NOS. 1-4

Held: the 29th day of September, 2021, at 11:00 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:

Michael Sheldon  
Todd Johnson

Also present were: George M. Rowley, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Debbie Sedgeley, CliftonLarsonAllen, LLP, District Accountant. Cindy Myers and Taylor Lilly, Century Communities.

**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.

**Public Comment**

None.

**Director Matters**

**Consent Agenda**

Mr. Rowley presented the following matters for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the items on the consent agenda:

- Minutes from November 5, 2020 Special Meeting
- Ratification of the 2020 Audit Exemption Application
- Ratification of the 2020 Annual Report

**Financial Matters**

Consider Approval of Payables and Acceptance of Financials

Ms. Sedgeley presented the Boards with the Claims for consideration, and the District Financial Report. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Claims as presented and accepted the Financials.

Other Financial Matters

None.

Consider Appointment of Directors Cindy Myers and Taylor Lilly

The Board discussed the appointment of officers. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed the following officers:

Cindy Myers  
Taylor Lilly

**Other Business**

Acknowledge Resignation of Directors Todd Johnson and Michael Sheldon

The Boards acknowledged the resignation of Director Todd Johnson and Director Michael Sheldon.

Consider Election of Officers

The Board discussed the election of officers. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed the following officers:

Cindy Myers, President  
Taylor Lilly, Secretary/Treasurer

**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 21<sup>st</sup> day of October, 2021.