

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
BANNING LEWIS RANCH REGIONAL METROPOLITAN DISTRICT
NO. 1
(THE "DISTRICT")
HELD
DECEMBER 6, 2022

A special meeting of the Board of Directors of the Banning Lewis Ranch Regional Metropolitan District No. 1 (referred to hereafter as the "**Board**") was convened on Tuesday, December 6, 2022, at 10:30 a.m. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Jason Brockman, Secretary

Donald Knechtel, Treasurer

Bruce Rau was absent and excused.

Also, In Attendance Were:

Lisa Mayers, Esq.; Spencer Fane, LLP

Josh Miller, Courtney Hoff and Rob Lange; CliftonLarsonAllen, LLP ("CLA")

Bill Fowke; Member of the Public

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Upon a motion duly made by Director Brockman, seconded by Director Knechtel and, upon vote, unanimously carried, the Board called the meeting to order at 10:33 a.m.

Following review, upon a motion duly made by Director Knechtel, seconded by Director Brockman and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Disclosures of Potential Conflicts of Interest: The Directors present are residents and did not identify financial interests in entities active in developing property within the boundaries of the District, nor are they employed by such entities, and that such interests may be affected from time to time by actions of the Districts' Board of Directors. In accordance with state law, Director Rau filed a written disclosure describing potential conflicts of interest with the Secretary of State, however, Director Rau was not present at the meeting.

Quorum, Location of Meeting and Meeting Notices: A quorum of the Board was confirmed. Director Rau's absence was excused. The Board noted the meeting was noticed on the website as required.

Public Comment: None.

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Minutes from April 26, 2022, Regular Board Meeting: The Board discussed Scott Smiths departure from the Board. Mr. Miller explained the cancellation of an Intergovernmental Agreement between Regional District No. 1 and Regional District No. 2. Discussion ensued.

Following review and discussion, upon a motion duly made by Director Knechtel, seconded by Director Brockman and, upon vote, unanimously carried, the Board approved the minutes from the April 26, 2022, as presented.

May 3, 2022 Regular Director Election: The Board discussed the May 3, 2022 Regular Director Election and acknowledged the results of that election.

Resignations of Kelly Leid and Floyd Petty: Following review, upon a motion duly made by Director Brockman, seconded by Director Knechtel and, upon vote, unanimously carried, the Board acknowledged the resignations of Kelly Leid and Floyd Petty from the Board.

Candidate William Fowke to Fill Vacancy: Mr. Fowke introduced himself and reviewed his interest and experience relevant to filling the vacancy on the Board. Following discussion, upon a motion duly made by Director Knechtel, seconded by Director Brockman and, upon vote, unanimously carried, the Board appointed Mr. Fowke to the Board.

Election of Officers: Following discussion, the Board appointed the following slate of Officers:

President: Jason Brockman
Secretary: Donald Knechtel
Treasurer: William Fowke (upon swearing in)
Assistant Secretary: Bruce Rau

Resolution Regarding 2023 Annual Administrative Matters: Mr. Miller and Attorney Mayers reviewed the Resolution regarding 2023 Annual Administrative Matters with the Board. Discussion ensued regarding Board members receiving compensation and the Board determined to wait until the seconded quarter of 2023 to proceed with a decision on compensation. The Board, upon motion duly made by Director Knechtel, seconded by Director Brockman, and upon vote unanimously carried, approved the Resolution as presented, subject to modification in the future to address Director compensation.

2023 Insurance Renewal. Documents Needed to Obtain or Maintain Insurance Coverage through the Colorado Special Districts Property and Liability Pool and T. Charles Wilson Risk Management and Membership

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in the Special District Association: Mr. Miller reviewed the renewal of the District's insurance and Special District Association membership for 2023 with the Board. Following discussion, upon a motion duly made by Director Brockman, seconded by Director Knechtel and, upon vote, unanimously carried, the Board authorized the renewal of the District's insurance for 2023 and authorized Special District Association membership for 2023.

Other: None.

FINANCIAL MATTERS

Previous Claims and Current Claims: Mr. Lange reviewed the previous and current claims with the Board. Discussion ensued. Following review, upon a motion duly made by Director Knechtel, seconded by Director Brockman and, upon vote, unanimously carried, the Board ratified approval of previous claims and approved the current claims.

September 30, 2022 Unaudited Financial Statements: Mr. Lange reviewed the September 30, 2022 Unaudited Financial Statements with the Board. Discussion ensued regarding contingencies and the budget for legal services. Following review and discussion, upon a motion duly made by Director Knechtel, seconded by Director Brockman and, upon vote, unanimously carried, the Board accepted the September 30, 2022 Unaudited Financial Statements, as presented.

Public Hearing to Consider Amendment of the 2022 Budget. Resolution to Amend the 2022 Budget: A public hearing was not held as there were no amendments to the 2022 Budget.

Public Hearing on the Proposed 2023 Budget and Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and Resolutions to Set Mill Levies: Upon a motion duly made by Director Brockman, seconded by Director Knechtel and, upon vote, unanimously carried, the Board opened the public hearing to consider the proposed 2023 Budget.

It was noted that publication of Notice stating that the Board would consider the 2023 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received. Upon a motion duly made by Director Brockman, seconded by Director Knechtel and, upon vote, unanimously carried, the Board closed the public hearing to consider the proposed 2023 Budget.

Mr. Lange reviewed the proposed 2023 Budget with the Board. Discussion ensued. Upon a motion duly made by Director Brockman, seconded by Director

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Knechtel and, upon vote, unanimously carried, the Board adopted the Resolution to Adopt the 2023 Budget and Appropriate sums of Money and adopted the Resolution to Set Mill Levies, subject to final assessed valuation.

Board Member to sign the DLG-70 Certification of Tax Levies: Following review, upon a motion duly made by Director Knechtel, seconded by Director Brockman and, upon vote, unanimously carried, the Board appointed Director Brockman of the District accountant to sign the DLG-70 Certification of Tax Levies.

Engagement Letter with BiggsKofford to Prepare the 2022 Audit: Mr. Lange and Mr. Miller reviewed the engagement letter with the Board. Discussion ensued. Following review and discussion, upon a motion duly made by Director Brockman, seconded by Director Knechtel and, upon vote, unanimously carried, the Board engaged BiggsKofford to prepare the 2022 audit.

Other: None.

LEGAL MATTERS

Notice of Intent to Terminate Intergovernmental Agreement with Banning Lewis Ranch Regional Metropolitan District No. 2: Attorney Mayers reviewed the existence of the Notice of Intent to Terminate Intergovernmental Agreement initiated by Regional District No. 2, with the Board. No action was taken. The Intergovernmental agreement has a one-year termination notice period. Attorney Mayers will follow up with the Board regarding the effective date of the Notice.

Agreements and Other Items Regarding Planning, Design, Funding and Construction for Public Improvements and Related Matters: Mr. Miller reviewed the agreements and other items regarding planning, design, funding and construction for public improvements with the Board. Discussion ensued. The Board determined that this item will no longer need to be addressed moving forward.

Resolution Calling a Regular Election for Directors on May 2, 2023, Appointment of Designated Election Official (DEO) and DEO to Perform all Tasks Required for the Conduct of a Mail Ballot Election: Attorney Mayers reviewed the Resolution Calling a Regular Election for Directors with the Board. Following review, upon a motion duly made by Director Knechtel, seconded by Director Brockman and, upon vote, unanimously carried, the Board adopted the Resolution Calling a Regular Election for Directors, appointed Courtney Linney as the DEO and authorized the DEO to perform all tasks required for the conduct of a mail ballot election.

Other: None.

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MANAGER
MATTERS

CliftonLarsonAllen LLP Statement of Work for 2023: Mr. Miller reviewed the CLA Statements of Work with the Board. Discussion ensued regarding cost rates. Following review and discussion, upon a motion duly made by Director Brockman, seconded by Director Knechtel and, upon vote, unanimously carried, the Board approved the CLA Statement of Work for 2023.

Other: None.

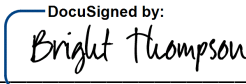
OTHER BUSINESS

Other: Director Knechtel requested to have further discussions regarding the potential future refinancing of Regional District No. 1 Bonds.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Brockman, seconded by Director Knechtel and, upon vote, unanimously carried, the Board adjourned the meeting at 12:03 p.m.

Respectfully submitted,

By 
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Secretary for the Meeting