

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
BROMLEY PARK METROPOLITAN DISTRICT NO. 2
HELD NOVEMBER 16, 2020

A special meeting of the Board of Directors (“Board”) of the Bromley Park Metropolitan District No. 2 (“District”) was held on Monday, November 16, 2020 at 11:00 a.m. Due to concerns regarding the spread of the Coronavirus (COVID-19), the meeting was held via Conference Call. The meeting was open to the public.

Attendance

In attendance were Directors:

Joel Farkas
Toni Serra
Douglas G. Hamilton
Anthony Tucker

Also in attendance:

Matt Urkoski, Lisa Johnson, Jason Carroll & Paul Wilson;
CliftonLarsonAllen LLP (“CLA”)
MaryAnn McGeady, Esq.; McGeady Becher P.C.

**Call to Order
And Quorum**

Director Farkas called the meeting to order at 11:01 a.m. There was a quorum of the Board present for the special meeting.

**Potential Conflict
Of Interest**

Attorney McGeady discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney McGeady that disclosures of potential conflicts of interest were filed with the Secretary of State by the statutory deadline for Directors Farkas, Serra and Hamilton.

**Agenda/Meeting
Location/Posting
of Meeting Notices**

The Board reviewed the proposed Agenda for the District’s special meeting.

Following discussion, upon a motion duly made by Director Serra, seconded by Director Hamilton and, upon vote, unanimously carried, the Agenda was approved, as presented.

The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board

RECORD OF PROCEEDINGS

meeting. The Board determined that due to COVID-19 and the benefit to control the spread of the virus by limiting in-person contact, this meeting was conducted via conference call and encouraged public participation via telephone. The Board further noted that notice of this meeting and conference call-in information was duly posted and that it had not received any objections to the telephonic meeting or any requests that the meeting be changed by taxpaying electors within the District's boundaries.

Minutes

Following review, upon a motion duly made by Director Farkas, seconded by Director Serra and, upon vote, unanimously carried, the Board approved the July 21, 2020 Special Meeting minutes, as presented.

Public Comments

None.

Financial Matters

Prior and Current Claims

Mr. Wilson reviewed the claims with the Board.

Following review, upon a motion duly made by Director Hamilton, seconded by Director Serra and, upon vote, unanimously carried, the Board ratified approval of the prior claims in the amount of \$109,608.50 for the period of July 22, 2020 through September 22, 2020.

Following review, upon a motion duly made by Director Tucker, seconded by Director Hamilton and, upon vote, unanimously carried, the Board approved the current claims in the amount of \$57,130.63 for the period of September 23, 2020 through November 16, 2020.

September 30, 2020 Unaudited Financial Statements

Mr. Wilson reviewed the September 30, 2020 unaudited financial statements with the Board.

Following discussion, upon a motion duly made by Director Serra, seconded by Director Tucker and, upon vote, unanimously carried, the Board accepted the September 30, 2020 unaudited financial statements, as presented.

Disposition of Series 2018D Bonds and status of advances under Advance and Reimbursement Agreement between the District and Kings CO LLC. Authorize necessary actions in connection with a draw on the District's Third Subordinate General Obligation Limited Tax Bonds, Series 2018D.

The Board discussed the disposition of Series 2018D Bonds. Director Farkas noted that the Board will likely require a special meeting at the end of January 2021, to consider additional items relative to the 2018D Bonds

RECORD OF PROCEEDINGS

and associated developer advances with respect to impending capital projects. No action was taken at this time.

Public Hearing on Amendment to 2020 Budget. Resolution No. 2020-11-01 to amend 2020 Budget.

Director Farkas opened the public hearing to consider an amendment to the 2020 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2020 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 was in attendance for comment, and the public hearing was closed.

Mr. Wilson presented the proposed amendment to the 2020 Budget to the Board.

Following discussion, upon motion duly made by Director Hamilton, seconded by Director Tucker, and upon vote unanimously carried, the Board adopted Resolution No. 2020-11-01 to Amend the 2020 Budget.

Public Hearing on 2021 Budget

Director Farkas opened the public hearing to consider the proposed 2021 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2021 Budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

No public was in attendance for comment, and the public hearing was closed.

Mr. Wilson and Mr. Carroll reviewed the draft 2021 Budget with the Board.

Upon motion duly made by Director Tucker, seconded by Director Hamilton, and upon vote unanimously carried, the Board approved the 2021 Budget, as discussed, and considered adoption of Resolution No. 2020-11-02 to Adopt the 2021 Budget and Appropriate Sums of Money and Resolution No. 2020-11-03 to Set Mill Levies (7.300 mills in the General Fund and 57.362 mills in the Debt Service Fund, for a total mill

RECORD OF PROCEEDINGS

levy of 64.662 mills.) Following discussion, upon a motion duly made by Director Tucker, seconded by Director Hamilton and, upon vote, unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County and Weld County not later than December 15, 2020. The District Manager was directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2021.

2020 Audit Preparations

Ms. Johnson reviewed the audit proposal with the Board. Following review and discussion, upon motion duly made by Director Serra, seconded by Director Tucker, and upon vote unanimously carried, the Board approved the engagement of Fiscal Focus Partners, LLC to perform the District's 2020 Audit, for an amount not to exceed \$5,150.

DLG-70 Mill Levy Certification Form

Ms. Johnson reviewed the DLG-70 Mill Levy Certification form with the Board. Following review and discussion, upon motion duly made by Director Hamilton, seconded by Director Tucker, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification Form for certification to the Board of County Commissioners and other interested parties.

Resolution No. 2020-11-04 Authorizing Adjustment of the District Mill Levy in Accordance with the Colorado Constitution, Article X, Section 3

Attorney McGeady reviewed Resolution No. 2020-11-04 Authorizing Adjustment of the District Mill Levy in Accordance with the Colorado Constitution, Article X, Section 3, with the Board. Following review and discussion, upon a motion duly made by Director Tucker, seconded by Director Hamilton and, upon vote, unanimously carried, the Board adopted Resolution No. 2020-11-04 Authorizing Adjustment of the District Mill Levy in Accordance with the Colorado Constitution, Article X, Section 3.

Continuing Disclosure Report for the 3rd Quarter of 2020

Mr. Wilson reviewed the Continuing Disclosure Report with the Board, noting that the requirement to file quarterly continuing disclosures as part of the 2018 bond issuance. The Board acknowledged the filing.

RECORD OF PROCEEDINGS

2022 Budget Preparation

Following discussion, upon a motion duly made by Director Serra, seconded by Director Tucker and, upon vote, unanimously carried, the Board appointed CliftonLarsonAllen LLP as the District's Accountant to prepare the 2022 Budget.

Manager Items

Change Order Nos. 1, 2 and 3 under the Service Agreement for Landscape Services with BrightView Landscape Services, Inc.

Ms. Johnson reviewed the Change Orders with the Board. Following discussion, upon a motion duly made by Director Serra, seconded by Director Hamilton and, upon vote, unanimously carried, the Board ratified the approval of Change Order Nos. 1, 2 and 3 with BrightView Landscape Services, Inc.

Business to be Conducted in 2021; Resolution No. 2020-11-05, Establishing 2021 Regular Meeting Dates, Time, and Location, and Designating Location for Posting 24-Hour Notices

Ms. Johnson reviewed Resolution No. 2020-11-05 Establishing 2021 Regular Meeting Dates, Time, and Location, and Designating Location for Posting 24-Hour Notices with the Board. Following discussion, upon a motion duly made by Director Tucker, seconded by Director Hamilton and, upon vote, unanimously carried, the Board adopted Resolution No. 2020-11-05 Establishing 2021 Regular Meeting Dates, Time, and Location, and Designating Location for Posting 24-Hour Notices, setting the next meeting for Monday, January 25, 2021 at 11:00 a.m., and set the annual budget hearing on Monday, November 15, 2021 at 11:00 a.m.

Insurance Renewal, Insurance Schedules, and Renewal of Special District Association Membership; Confirm Position Schedule Bond is in Place

Ms. Johnson reviewed the annual renewal process with the Board. Director Tucker offered to assist staff with the property schedule review process. Following discussion, upon a motion duly made by Director Hamilton, seconded by Director Tucker and, upon vote, unanimously carried, the Board authorized renewal of the insurance and the Special District Association membership ("SDA").

Transparency Notice and Mode to Eligible Elector Notification for 2021 (Post on SDA Website)

Ms. Johnson discussed the Transparency Notice with the Board. Following discussion, upon a motion duly made by Director Tucker, seconded by Director Hamilton and, upon vote, unanimously carried, the

RECORD OF PROCEEDINGS

Board authorized staff to prepare and post the Transparency Notice on the SDA website.

Change Order No. 1 to Service Agreement for Snow Removal Services with BrightView Landscape Services, Inc. for 2020/2021 Services

Following discussion, upon a motion duly made by Director Tucker, seconded by Director Hamilton and, upon vote, unanimously carried, the Board ratified the approval of Change Order No. 1 with BrightView Landscape Services, Inc. for Snow Removal Services on a Time & Material rate.

Change Order No. 4 to Service Agreement for Landscape Services with Brightview Landscape Services, Inc. for 2021 Services

Following discussion, upon a motion duly made by Director Tucker, seconded by Director Hamilton and, upon vote, unanimously carried, the Board approved Change Order No. 4 with BrightView Landscape Services, Inc. for 2021 Landscape Maintenance Services.

Storm Drainage Operation & Maintenance Responsibilities

1. Facilities Maintenance Agreement for Drainage Facilities Located on Private Property (Brighton East Farms Filing No. 3) between the District, Kings CO LLC and the City of Brighton

Attorney McGeady reviewed the Agreement with the Board, noting that an identical agreement was put in place for the Homestead subdivision. The Agreement is required by the City of Brighton. Director Farkas reported that this Agreement will be the last agreement of its nature to come before the Board. Following review and discussion, upon a motion duly made by Director Tucker, seconded by Director Serra and, upon vote, unanimously carried, the Board approved the Facilities Maintenance Agreement as presented.

Further discussion ensued on the need to retain a District Engineer to conduct a study regarding the District's assets and future maintenance obligations relative to stormwater improvements. The Board requested staff to solicit proposals from qualified engineering firms for their consideration.

Communications with Homestead HOA Manager

Ms. Johnson updated the Board on the latest discussions with the Homestead HOA manager, noting that a meeting has not yet taken place between CLA management and Homestead management. Director Farkas

RECORD OF PROCEEDINGS

requested to be involved in future communications, particularly with regards to shared water expenses in Tracts F and U in the Homestead subdivision.

Homestead Landscape Improvements

Ms. Johnson reviewed the Homestead landscape improvements with the Board. Following review and discussion, upon a motion duly made by Director Serra, seconded by Director Tucker and, upon vote, unanimously carried, the Board accepted the Homestead landscape improvements.

Attorney Items

Acceptance of Tracts I, J and K, Brighton East Farms Filing No. 3, Amendment No. 1 to the District per Plat Conveyance; Conveyance of Tracts B and L, Brighton East Farms Filing No. 3, Amendment No. 1 to the District

Director Farkas reported that these are all Tracts that are being completed by Richmond Homes, and discussion ensued on the Tracts' ownership. Following discussion, upon a motion duly made by Director Tucker, seconded by Director Serra and, upon vote, unanimously carried, the Board approved the acceptance of Tracts I, J and K, and the conveyance of Tracts B and L, upon release of Deed of Trust.

Escrow Agreement (Homestead Phase II and Phase III Public Improvements Surety) between the District, City of Brighton, and Fidelity National Title Company

Director Farkas reported that the Escrow Agreement is still outstanding and will provide an update at the next Board meeting.

Update to McGeady Becher P.C. District Records Retention Policy

Attorney McGeady discussed the update regarding McGeady Becher P.C.'s District Document Retention Policy with the Board. Following discussion, upon a motion duly made by Director Serra, seconded by Director Tucker and, upon vote, unanimously carried, the Board approved the update to the District Records Retention Policy and directed a copy of the updated Policy be attached to the Minutes for the meeting. Accordingly, a copy of the updated Document Retention Policy is attached hereto and incorporated herein by this reference.

Construction Matters

Oil and Gas Well Drilling for BEF and Homestead Well Pads

Director Farkas provided an update on oil and gas well production and drilling activities, noting that Richmond Homes and LGI Homes continue to progress on new home builds within the District. There are over 300 lots being developed in Filing 3 and approximately 30 homes in the

RECORD OF PROCEEDINGS

Homestead subdivision. Director Farkas reported that while the price of oil and gas has decreased, the wells drilled will likely exceed the number of wells originally projected. Further discussion regarding the timing of assessed valuation updates ensued, with Director Farkas providing an update on expected additional wells to be drilled in 2021, including updates to operators with wells located in the District.

**Board Member
Items**

Homestead Phase 1 Trail Construction

Director Farkas reported on the status of the Homestead Phase 1 trail construction, noting that the trail's installation is a City of Brighton requirement. Director Farkas further noted that he and the project managers are set to have further discussions with the City of Brighton. While the trail is within the District's boundaries, this is not a District matter at this time. The Board unanimously stated that there does not appear to be a purpose or need to install these trails on Homestead homeowners' property, and that they disagree with the City's position to require installation.

Other Business

Next Regular Meeting

Following discussion, the Board set their next regular meeting for January 25, 2021 at 11 a.m. and anticipated a quorum.

Adjournment

There being no further business to come before the Board, the meeting adjourned at 12:52 p.m.

Respectfully submitted,

DocuSigned by:
Toni Serra

909489B2D9E14B5...

Secretary for the Meeting

Certificate Of Completion

Envelope Id: 2215C745C7FA48BE8E1C1FEB084C65E6	Status: Completed
Subject: Please DocuSign: BPMD 2 - Minutes - 11-16-2020 - Special Meeting (final).doc	
Client Name: Bromley Park MD 2	
Client Number: 011-030088-OS02-2021	
Source Envelope:	
Document Pages: 8	Signatures: 1
Certificate Pages: 4	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelope Stamping: Enabled	Cindy Jenkins
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 South 6th Street
	Suite 300
	Minneapolis, MN 55402
	Cindy.Jenkins@claconnect.com
	IP Address: 73.169.83.196

Record Tracking

Status: Original	Holder: Cindy Jenkins	Location: DocuSign
3/24/2021 11:08:18 AM	Cindy.Jenkins@claconnect.com	

Signer Events

Toni Serra
toni@garnow.com
Office Manager
Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

909489B2D9E14B5...
Signature Adoption: Pre-selected Style
Using IP Address: 64.207.26.34

Timestamp

Sent: 3/24/2021 11:12:10 AM
Viewed: 3/24/2021 11:14:01 AM
Signed: 3/24/2021 11:15:20 AM

Electronic Record and Signature Disclosure:
Accepted: 3/24/2021 11:14:01 AM
ID: f3a2c047-8ea0-436c-a555-b4f4092f6cb2

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	3/24/2021 11:12:10 AM
Certified Delivered	Security Checked	3/24/2021 11:14:01 AM
Signing Complete	Security Checked	3/24/2021 11:15:20 AM
Completed	Security Checked	3/24/2021 11:15:20 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, CliftonLarsonAllen LLP (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact CliftonLarsonAllen LLP:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: BusinessTechnology@CLAconnect.com

To advise CliftonLarsonAllen LLP of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at BusinessTechnology@CLAconnect.com and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from CliftonLarsonAllen LLP

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with CliftonLarsonAllen LLP

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.