

## RECORD OF PROCEEDINGS

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### MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE CHURCH RANCH METROPOLITAN DISTRICT HELD DECEMBER 8, 2022

A regular meeting of the Board of Directors (the “Board”) of the Church Ranch Metropolitan District (the “District”) was convened on Thursday, the 8th day of December, 2022, at 10:00 a.m. via Zoom. The meeting was open to the public.

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#### ATTENDANCE

#### Directors In Attendance Were:

Gregg Bradbury  
Charles Church McKay

#### Also In Attendance Were:

Larry Loften and Peggy Ripko; Special District Management Services, Inc.

Megan Becher, Esq.; McGeady Becher P.C.

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#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Mr. Loften noted that a quorum was present and requested members of the Board 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 (the “Directors”) prior to this meeting in accordance with the statute. It was noted that all Directors’ Disclosure Statements have been filed, and no additional conflicts were disclosed at the meeting.

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#### ADMINISTRATIVE MATTERS

**Agenda:** Mr. Loften distributed, for the Board’s review and approval, a proposed agenda for the District’s Regular Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the agenda was approved, as presented.

**Location of Meeting and Posting of Meeting Notices:** The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Board meeting. The Board determined that the meeting would be held by video/telephonic means, and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location of

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the meeting was duly posted and that the District had not received any objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay, and upon vote, unanimously carried, the Board determined that notices of meetings of the Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District as least 24-hours prior to each meeting at the following location: on a telephone pole on W. 103<sup>rd</sup> Ave.

**Resignation and Appointment of Secretary to the Board:** The Board discussed the resignation of David Solin as Secretary to the Board and considered the appointment of Larry Loften as Secretary to the Board.

Following discussion, upon motion duly made by McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board acknowledged the resignation of David Solin as Secretary to the Board and appointed Larry Loften as Secretary to the Board.

**Board Vacancies:** Attorney Becher discussed the vacancies with the Board and the process for filling the vacancies through appointment or through the May 2, 2023, Regular Directors' Election.

**May 3, 2022, Regular Directors' Election:** Mr. Loften advised the Board that the May 3, 2022, Regular Directors' Election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were not more candidates than positions available on the Board of Directors. It was noted that Directors Bradbury and McKay were each deemed elected to 4-year terms to May 2027, and the existing vacancies on the Board were confirmed.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay, and upon vote unanimously carried, the following slate of officers was appointed:

President	Gregg Bradbury
Treasurer	Charles Church McKay
Secretary	Larry Loften

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**Minutes:** The Board reviewed the Minutes of the December 9, 2021, Special Meeting.

Following discussion, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Minutes of the December 9, 2021, Special Meeting were approved.

**Resolution No. 2022-12-01, Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting of 24-Hour Notices:** The Board considered Resolution No. 2022-12-01, Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting of 24-Hour Notices.

Mr. Loften reviewed the business to be conducted in 2023 to meet the statutory compliance requirements. The Board scheduled a regular meeting for December 7, 2023, at 10:00 a.m. via Zoom.

Following review, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board adopted Resolution No. 2022-12-01, Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting of 24-Hour Notices.

**§32-1-809, C.R.S., Transparency Notice reporting Requirements and Mode of Eligible Elector Notification:** The Board discussed §32-1-809, C.R.S., reporting requirements and mode of eligible elector notification for 2023.

Following discussion, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board directed staff to post the Transparency Notice on the Special District Association website and the District's website.

**Status of District Website:** Mr. Loften updated the Board on the status of the District's website.

### **FINANCIAL MATTERS**

**Claims:** The Board considered ratifying the approval of the payment of claims as follows:

Fund	Period Ending Dec. 31, 2021	Period Ending Jan. 31, 2022	Period Ending Feb. 28, 2022	Period Ending March 31, 2022
General	\$ 3,287.78	\$ 3,394.78	\$ 4,857.27	\$ 1,797.53
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-	\$ -0-	\$ -0-
<b>Total</b>	<b>\$ 3,287.78</b>	<b>\$ 3,394.78</b>	<b>\$ 4,857.27</b>	<b>\$ 1,797.53</b>

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Fund	Period Ending April 30, 2022	Period Ending May 31, 2022	Period Ending June 30, 2022	Period Ending July 31, 2022
General	\$ 1,597.80	\$ 1,199.80	\$ 1,250.89	\$ 893.62
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-	\$ -0-	\$ -0-
<b>Total</b>	\$ 1,597.80	\$ 1,199.80	\$ 1,250.89	\$ 893.62

Fund	Period Ending Aug. 31, 2022	Period Ending Sept. 30, 2022	Period Ending Oct. 31, 2022	Period Ending Nov. 30, 2022
General	\$ 836.76	\$ 2,428.68	\$ 2,460.43	\$ 3,851.30
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-	\$ -0-	\$ -0-
<b>Total</b>	\$ 836.76	\$ 2,428.68	\$ 2,460.43	\$ 3,851.30

Following discussion, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board ratified approval of the payment of claims, as presented.

**Unaudited Financial Statements/Cash Position Statement:** Mr. Loften presented for the Board's review the unaudited financial statements of the District for the period ending September 30, 2022.

Following review and discussion, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2022.

**2021 Audit Exemption:** The Board reviewed the Application for Exemption from Audit for 2021.

Following review and discussion, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board ratified approval of the preparation, execution and filing of the Application for Exemption from Audit for 2021.

**Preparation of 2022 Audit Exemption:** The Board discussed the statutory requirements for an audit.

Following discussion, it was determined that an audit for 2022 was not required. Upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the Application for Exemption from Audit for 2022.

**2022 Budget Amendment Hearing:** The President opened the public hearing to consider an amendment to the 2022 Budget and discuss related issues.

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It was noted that publication of Notice stating that the Board would consider amendment of the 2022 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 this public hearing. No public comments were received, and the public hearing was closed.

The Board determined that no amendment to the 2022 Budget was necessary.

**2023 Budget Hearing:** The President opened the public hearing to consider the proposed 2023 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of 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 public hearing. No public comments were received, and the public hearing was closed.

Mr. Loften reviewed the estimated 2022 revenues and expenditures and the proposed 2023 revenues and expenditures. It was determined that no mill levy will be certified.

Following discussion, the Board considered the adoption of Resolution No. 2022-12-02, Resolution to Adopt the 2023 Budget and Appropriate Sums of Money. Upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Resolution was adopted, as discussed, and execution of the Certification of Budget was authorized. Staff was directed to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2023. A copy of the adopted Resolution is attached to these minutes and incorporated herein by this reference.

**DLG-70 Certification of Tax Levies Form (“Certification”):** Following discussion, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board authorized the District Accountant to prepare the Certification, and directed the District Accountant to file the Certification with the Board of County Commissioners and other interested parties.

**Preparation of 2024 Budget:** The Board discussed the preparation of the 2024 Budget.

Following discussion, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget and set the date for a public hearing to adopt the 2024 Budget for December 7, 2023.

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### LEGAL MATTERS

**May 2, 2023, Regular Directors' Election ("Election"):** The Board discussed the Election.

Following discussion, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the Board adopted Resolution No. 2022-12-03, Resolution Calling a Regular Election for Directors on May 2, 2023, appointing Peggy Ripko as Designated Election Official ("DEO") and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

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### OTHER BUSINESS

There was no other business.

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### ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director McKay, seconded by Director Bradbury, and upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By



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Secretary for the Meeting