

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
MEADOWBROOK CROSSING METROPOLITAN DISTRICT
(THE "DISTRICT")
HELD
October 25, 2023

A regular meeting of the Board of Directors of the Meadowbrook Crossing Metropolitan District (referred to hereafter as the "**Board**") was convened on Wednesday, October 25, 2023, at 1:00 p.m., at 660 Southpointe Court, Suite 210 Colorado Springs, Colorado. The meeting was open to the public via Microsoft Teams.

ATTENDANCE

Directors In Attendance Were:

Deirdre Aden-Smith, President
Rebecca Mientka, Vice President
Michaele Salsgiver, Secretary/ Treasurer
Kelly Nelson, Assistant Secretary

Director Melissa Harrison, Assistant Secretary, was absent and excused.

Also, In Attendance Were:

Pete Susemihl, Esq.; Susemihl, McDermott, & Downie P.C.
Krista Baptist, Korben Heim, and Rob Lange; CliftonLarsonAllen, LLP

ADMINISTRATIVE MATTERS

Call to Order and Agenda: The meeting was called to order at 1:02 p.m. by Director Aden-Smith. The Board reviewed the Agenda for the meeting. Following discussion, upon motion duly made by Director Aden-Smith, seconded by Director Nelson, and upon vote unanimously carried, the Board approved the Agenda as amended, changing Item II-A to the review and acceptance of September 30, 2023 unaudited financial statements.

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors 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 Susemihl that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors, and no additional conflicts were disclosed at the meeting.

Quorum, Location of Meeting and Posting of Meeting Notices: The Board confirmed the presence of a quorum.

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The Board determined to conduct the meeting at the above-stated dated, time and location. It was further noted that notice of the time, date and location was duly posted and that no objections to the location have been received.

Following review and discussion, upon motion duly made by Director Aden-Smith, seconded by Director Mientka and, upon vote, unanimously carried, the Board excused the absence of Director Harrison.

Public Comment: There was no public comment.

Minutes of June 28, 2023 Regular Meeting: The Board reviewed the Minutes of the June 28, 2023 Regular Meeting. Following review and discussion, upon motion duly made by Director Mientka, seconded by Director Nelson and, upon vote, unanimously carried, the Board approved the June 28, 2023 Regular Minutes, as presented.

2024 Insurance Renewal: The Board deferred this item to be ratified during the next Board meeting, authorizing any Board member to approve once finalized.

FINANCIAL MATTERS

September 30, 2023 Unaudited Financial Statements: Mr. Lange reviewed the September 30, 2023 Unaudited Financial Statements with the Board. Following discussion, upon motion duly made by Director Aden-Smith, seconded by Director Mientka and, upon vote, unanimously carried, the Board accepted the September 30, 2023 Unaudited Financial Statements.

Previous and Prior Claims: Mr. Lange reviewed the previous and current claims with the Board. Discussion ensued regarding overpaid title transfer fee and reimbursement. Following discussion, upon motion duly made by Director Aden-Smith, seconded by Director Mientka and, upon vote, unanimously carried, the Board approved and/or ratified approval of the previous and current claims, subject to adjustment of overpayment of the title transfer fee and reimbursement.

Public Hearing on Proposed 2024 Budget and Resolution to Adopt the 2024 Budget and Appropriate Sums of Money and Resolution to Set Mill Levies: Director Aden-Smith opened the public hearing at 1:15 p.m. to consider the proposed 2024 Budget.

It was noted that Notice stating that the Board would consider adoption of the 2024 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.

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No public comments were received, and the public hearing was closed at 1:40 p.m.

Mr. Lange presented the draft 2024 Budget to the Board. The Board discussed changes to the General Fund.

Upon motion duly made by Director Mientka, seconded by Director Salsgiver and, upon vote, unanimously carried, the Board approved the 2024 Budget, as discussed, and adopted Resolution to Adopt the 2024 Budget and Appropriate Sums of Money and adopted Resolution to Set Mill Levies, subject to final Assessed Valuation.

District Accountant to Prepare the DLG-70 Certification of Tax Levies Form for Certification to the Board of County Commissioners and other interested parties: Upon motion duly made by Director Aden-Smith, seconded by Director Nelson and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare the DLG-70 Certification of Tax Levies form for certification to the Board of County Commissioners and other interested parties.

District Accountant to Prepare 2025 Budget: Upon motion duly made by Director Aden-Smith, seconded by Director Mientka and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget.

Engagement Letter with Biggs Kofford to Prepare 2023 Audit: Upon motion duly made by Director Aden-Smith, seconded by Director Salsgiver and, upon vote, unanimously carried, the Board approved the engagement letter with Biggs Kofford to prepare the 2023 Audit.

LEGAL MATTERS

Attorney Susemihl discussed the impacts of Proposition HH on the Budget with the Board.

MANAGER MATTERS

Covenant Enforcement Update: Ms. Baptist and Mr. Heim provided an update to the Board. Mr. Heim discussed providing a resident portal for covenant enforcement processes and notifications. Further discussion ensued regarding planting alternatives, tree replacement pushback and District fences and maintenance.

CliftonLarsonAllen LLP Master Service Agreement (“MSA”) and Related Statements of Work:

1. SD Preparation Services (Accounting)
2. SD Payroll Services
3. SD Public Management Services

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4. SD Association Management Services
5. SD Billing Services

Upon motion duly made by Director Aden-Smith, seconded by Director Mientka and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP MSA and related Statements of Work.

BrightView Landscape Services, Inc. 2024 Landscape Agreement: Upon motion duly made by Director Nelson, seconded by Director Aden-Smith and, upon vote, unanimously carried, the Board approved the BrightView Landscape Services, Inc. 2024 Landscape Agreement.

BrightView Landscape Services, Inc. 2023-2024 Snow Removal Agreement: Upon motion duly made by Director Nelson, seconded by Director Aden-Smith and, upon vote, unanimously carried, the Board approved the BrightView Landscape Services, Inc. 2023-2024 Snow Removal Agreement.

Proposal for 2024 Management and Maintenance of District Community Website with Heatherly Creative, LLC: Ms. Baptist reviewed the proposal with the Board. She also discussed the additional option of having CLA manage the website. Following discussion, upon motion duly made by Director Aden-Smith, seconded by Director Nelson and, upon vote, unanimously carried, the Board approved the Proposal for 2024 Management and Maintenance of District Website with Heatherly Creative, LLC.

Proposal for Winter Watering from BrightView Landscape Services, Inc. in the amount of \$5,047.00: The Board stated that winter watering is to be handled by the developer. The Board will ratify this item during the next Board meeting.

Amendment to Design Guidelines: The Board discussed restrictions to be added to Jellyfish lights in terms of colors and operation times. The newly proposed operation hours would be 7:00 a.m. to 10:00 p.m. The goal is to receive resident feedback and revisit additional restrictions as necessary. Following discussion, upon motion duly made by Director Aden-Smith, seconded by Director Nelson and, upon vote, the Board approved the amendment to the Design Guidelines.

OTHER BUSINESS

Development Update: Director Nelson provided development updates to the Board.

ADJOURNMENT

There being no further business to come before the Board at this time, Director Aden-Smith adjourned the meeting at 2:30 p.m.