

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE BERKLEY SHORES METROPOLITAN DISTRICT (THE “DISTRICT”) HELD NOVEMBER 1, 2021

A special meeting of the Board of Directors of the Berkley Shores Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, November 1, 2021, at 10:00 a.m., via an online meeting at: <https://us02web.zoom.us/j/5469119353?pwd=SmtlcHJETFhCQUZEcVBBOGZU3Fqdz09>; Meeting ID: 546 911 9353, Passcode: 912873. The meeting was open to the public via conference call at Dial-In: 1-253-215-8782.

Directors In Attendance Were:

Paul Malone, President
Philip Clow, Treasurer
Natalie Satt, Secretary

Following discussion, upon motion duly made by Director Malone seconded by Director Satt and, upon vote, unanimously carried, the absences of Directors Martines and Almagno were excused.

Also In Attendance Were:

David Solin and James Ruthven; Special District Services, Inc. (“SDMS”)

Jennifer L. Ivey; Icenogle Seaver Pogue, P.C.

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

Mr. Solin requested that the Directors consider whether they had any additional conflicts of interest to disclose. Mr. Solin noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes. Attorney Ivey noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting.

**PUBLIC
COMMENTS**

There were no public comments at this time.

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ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the distributed Agenda for the District's special meeting.

Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote unanimously carried, the Agenda for the special meeting was approved, as presented.

Approval of Meeting Location: The Board noted that notice of the time, date, and location of the meeting was duly posted.

Minutes: The Board reviewed the Minutes of the June 7, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Satt, seconded by Director Malone and, upon vote, unanimously carried, the Minutes of the June 7, 2021 Special Meeting were approved, as presented.

FINANCIAL MATTERS

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

Fund	Period Ending May 31, 2021	Period Ending June 30, 2021	Period Ending July 31, 2021	Period Ending Aug. 31, 2021
General	\$ 2,388.56	\$ 1,161.26	\$ 1,009.41	\$ 2,297.26
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ 3,401.23	\$ 1,598.40	\$ 1,263.30	\$ -0-
Total	\$ 5,789.79	\$ 2,759.66	\$ 2,272.71	\$ 2,297.26

Fund	Period Ending August Special Payment	Period Ending Sept. 30, 2021	Period Ending Oct. 31, 2021
General	\$ 3,048.24	\$ 3,073.23	\$ 3,997.77
Debt	\$ -0-	\$ 4,000.00	\$ -0-
Capital	\$ -0-	\$ -0-	\$ 874.20
Total	\$ 3,048.24	\$ 7,073.23	\$ 4,871.97

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

Unaudited Financial Statements and Schedule of Cash Position: Mr. Ruthven reviewed with the Board the unaudited financial statements of the District, setting forth the cash deposits, investments, budget analysis and the schedule of cash position statement updated as of September 30, 2021.

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Following review and discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the unaudited financial statements and the schedule of cash position statement were accepted, as presented.

2020 Audit: Mr. Ruthven reviewed with the Board the 2020 Audit.

Following review and discussion, upon motion duly made by Director Clow, seconded by Director Malone and, upon vote, unanimously carried, the Board ratified approval of the 2020 Audit and authorization of execution of the Audit Representations Letter.

2021 Audit: The Board discussed the 2021 Audit. It was noted the District Accountant is working on obtaining a proposal.

Following discussion, upon motion duly made by Director Satt, seconded by Director Malone and, upon vote, unanimously carried, the Board approved the engagement of an Auditor to perform the 2021 Audit, for an amount not to exceed \$7,000.

2021 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2021 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2021 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.

Mr. Solin reviewed with the Board the proposed 2021 Budget Amendment and Ms. Ivey presented to the Board of Directors a Resolution for approval and adoption of the 2021 budget amendment and appropriating funds therefor.

Following review and discussion, Director Malone moved to adopt the Resolution to Amend 2021 Budget and appropriate the funds, Director Satt seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-01 to Amend the 2021 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

2022 Budget Hearing: The President opened the public hearing to consider the proposed 2022 Budget and discuss related issues.

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

Mr. Solin reviewed with the Board the estimated year-end 2021 revenues and expenditures and the proposed 2022 estimated revenues and expenditures and Ms. Ivey presented to the Board of Directors a Resolution for approval and adoption of the 2022 Budget, appropriating fund therefor and certification of a mill levy thereunder.

Following discussion, the Board considered the adoption of Resolution No. 2021-11-02 to Adopt the 2022 Budget and Appropriate Sums of Money and Resolution No. 2021-11-03 to Set Mill Levies (for the General Fund at 25.000 mills and the Debt Service Fund at 35.000 mills, and 0.230 mills for Refunds and Abatements for a total of 60.230 mills). Upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the Resolutions were adopted, the funds were appropriated, and the mill levies certified, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2021. Mr. Solin was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Adams County and the Division of Local Government not later than December 15, 2021. Mr. Solin was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2022. Copies of the adopted Resolutions are attached hereto and incorporated herein by this reference.

Cost Verifications Report from Ranger Engineering, LLC: There was no Cost Verifications Report from Ranger Engineering, LLC to discuss at this time.

Reimbursement to HDC 6300 Lowell Boulevard, LLLP under Facilities Funding and Acquisition Agreement: There were no reimbursements to HDC 6300 Lowell Boulevard, LLLP under Facilities Funding and Acquisition Agreement to approve at this time.

LEGAL MATTERS

Annual Resolution: Ms. Ivey presented to and reviewed with the Board a resolution, prepared annually to handle the District's ongoing operation and business. After review and discussion, upon motion by Director Satt, second by Director Malone, and unanimous vote, the Board of Directors approved the resolution including the election of the following officers to the Board of Directors and regular meeting date/location:

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President/Chairman:	Paul Malone
Treasurer:	Philip Clow
Secretary:	Natalie Satt
Assistant Secretary:	Michael Martines
Assistant Secretary:	Victoria Almagno

June 6, 2022 and November 7, 2022, at 10:00 A.M., via video conference. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2022: The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2022.

Following discussion, upon motion duly made by Director Satt, seconded by Director Malone and, upon vote, unanimously carried, the Board determined to post the required transparency notice information on the Special District Association's website.

DLG-70 Mill Levy Certification Form: The Board considered authorizing 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.

Following discussion, upon motion duly made by Director Satt, seconded by Director Malone 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.

Election Resolution: Ms. Ivey presented to and reviewed with the Board the 2022 Regular Special District Election Resolution. Following discussion and upon motion by Director Clow, second by Director Satt, and unanimous vote, the Board of Directors approved the 2022 Regular Special District Election Resolution. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

2021 Legislative Report: Ms. Ivey presented to and reviewed with the Board a memorandum regarding 2021 Legislation.

Website Compliance: Ms. Ivey presented to and reviewed with the Board a memorandum regarding website compliance.

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COVENANT ENFORCEMENT MATTERS

Executive Session: Pursuant to Section 24-6-402(4)(b), C.R.S., upon motion duly made by Director Malone, seconded by Director Satt and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 10:44 a.m. for the purpose of receiving legal advice on specific legal questions related to covenant enforcement under Section 24-6-402(4)(b), C.R.S.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the remaining portion of this executive session that, in the opinion of the District's general counsel, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Also pursuant to § 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Board reconvened in regular session at 10:55 a.m.

Resolution Adopting an Amended Covenant Enforcement Policy: The Board reviewed a Resolution Adopting an Amended Covenant Enforcement Policy.

Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the Board adopted the Resolution Adopting an Amended Covenant Enforcement Policy.

Resolution Adopting Amended Rules and Regulations of Berkley Shores: The Board reviewed a Resolution Adopting Amended Rules and Regulations of Berkley Shores.

Following discussion, upon motion duly made by Director Malone, seconded by Director Satt and, upon vote, unanimously carried, the Board adopted the Resolution Adopting Amended Rules and Regulations of Berkley Shores.

CONSTRUCTION MATTERS

Development: The Board entered into discussion regarding the status of the development. It was noted the project is expected to close out in July 2022.

OTHER BUSINESS

There was no other business at this time.

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ADJOURNMENT

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

Respectfully submitted,

By Natalie Satt
Secretary for the Meeting