

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

BENNETT CROSSING METROPOLITAN DISTRICT NO. 3

Held: Wednesday, October 26, 2022, at 2:00 P.M. via Video/Zoom

Attendance

The regular meeting of the Board of Directors of the Bennett Crossing Metropolitan District No. 3 was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

Larry Gayeski
Michelle Gayeski
Mark Bush
Brandon Gayeski

Also present were: Dianne Miller, Sonja Steele and Rhonda Bilek of Miller Law pllc; Blake Carlson; Paul Wilson and Anthony Galioto, CliftonLarsonAllen LLP.

Call to Order

Ms. Miller noted that a quorum of the Board was present, and the Directors confirmed their qualification to serve.

Disclosure Matters

Ms. Miller advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Director Larry Gayeski owns property within the boundaries of the Districts. He also disclosed that he has an ownership interest in Gayeski Capital Equities, LLC, an entity that owns or may own real property within the Districts. These disclosures are associated with the approval of items on the agenda that may affect his interests.

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Director Michelle Gayeski owns property within the boundaries of the Districts. She also disclosed that she has an ownership interest in Gayeski Capital Equities, LLC, an entity that owns or may own real property within the Districts. She further disclosed that she is the trustee for the Brandon Edward Gayeski Irrevocable Trust, which has an ownership interest in Gayeski Capital Equities, LLC, an entity that owns or may own real property within the Districts. These disclosures are associated with the approval of items on the agenda that may affect her interests.

Director Bush owns property within the boundaries of the Districts. This disclosure is associated with the approval of items on the agenda that may affect his interests.

Director Brandon Gayeski has an interest in a vacant land contract to purchase property within the District and is the sole beneficiary of the Brandon Gayeski Irrevocable Trust which owns a minority interest of 15% in Gayeski Capital Equities, LLC pertaining specifically to ownership of Bennett Crossing. This disclosure is associated with the approval of items on the agenda that may affect his interests.

Written disclosures of the interests of all of the directors were filed with the Secretary of State prior to the meeting.

Agenda

The agenda was amended to add the payment of claim and current financials provided by CLA after meeting packet was distributed. Upon motion and seconded the amended agenda was approved.

Approval of Minutes – February 14, 2022

The minutes for the February 14, 2022 meeting were reviewed by the Board. Upon motion by Director L. Gayeski and second by Director B. Gayeski, the Board unanimously approved the minutes as presented.

Public Hearings to Consider 2022 Amended Budget and 2023 Proposed Budget

Ms. Miller noted that notice of the public hearing for the amended and proposed budgets were posted within the boundaries of the District and otherwise published in accordance with Colorado law. Upon motion of Director L. Gayeski and second by Director M. Gayeski. Ms. Miller opened the public hearing. No one providing any comments to the budget, upon motion by Director L. Gayeski and second by Director M. Gayeski, Ms. Miller closed the hearing.

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Mr. Wilson and Mr. Galioto noted that the 2022 Budget Amendment is not required.

Mr. Galioto presented the 2023 proposed budget to the Board. The Board discussed the property tax and mill levy, after review and discussion, Mr. Galioto will make changes to proposed budget. After further discussion the Board appointed a committee of Directors L. Gayeski and M. Gayeski to approve the 2023 budget revisions based on final AV to be received from the county assessor. Upon motion of Director L. Gayeski and second by Director M. Gayeski, the Board unanimously approved the proposed budget for 2023.

Payables and Financials

Mr. Galioto reviewed the current claims, cash position and financials for the Boards review. Upon Motion of Direction Bush and second by Director L. Gayeski, the Board unanimously approved the payables and financials as presented.

Approval of 2023 Annual Administrative Resolution

Ms. Miller presented to the Board with a resolution designating officers for the District and establishing director compensation, regular meeting dates, notice provisions and other administrative matters. Upon motion of Director L. Gayeski and second by Director Bush, upon proposed changes the Board unanimously approved the annual administrative resolution.

Consider Resolution Waiving Workers' Compensation Insurance for 2023

Ms. Miller presented to the Board the Resolution Waiving Workers' Compensation Insurance for 2023. Upon motion by Director L. Gayeski and second by Director M. Gayeski, the Board unanimously approved the resolution.

Consider Resolution Calling an Election for May 2023

Ms. Miller presented to the Board the Resolution Calling an Election for May 2, 2023. Upon motion by Director L. Gayeski and second by Director M. Gayeski, the Board unanimously approved the resolution.

Consider Appointment of New Director

Director L. Gayeski moved that the Board appoint Blake Carlson to the Board.

Oath of Office

Ms. Miller explained the process of oaths. Blake Carlson recited his Oath. Documents will be sent via doc-u-sign to New Director Blake Carlson after meeting.

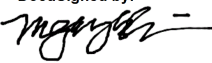
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Other Business

Director L. Gayeski noted project sign and funding options.

Adjournment

There being no further business to come before the Board, upon motion and second, the Board unanimously adjourned the meeting.

DocuSigned by:

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Secretary for the District
