

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

BENNETT CROSSING METROPOLITAN DISTRICT NOS. 1-3.

Held: Friday, June 16, 2023, at 10:00 A.M. via **Zoom**:
<https://us02web.zoom.us/j/84060579495?pwd=MDRXeTBDR1dKNHdhOXZjWnZET28xQTO9&from=addon>
Meeting ID: 840 6057 9495; **Passcode:** 215297;
Teleconference: 1 719 359 4580 US

Attendance

The special meeting of the Board of Directors of the Bennett Crossing Metropolitan District Nos. 1-3 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
Blake Carlson

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

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.

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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.

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 Blake Carlson has an interest in a vacant land contract to purchase property within the District. This disclosure is associated with the approval of items on the agenda that may affect his interests.

Director Mark Bush has an interest in a vacant land contract to purchase property within the District. 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.

Approval of Minutes – The minutes for the October 26, 2022 for Bennett Crossing MD
October 26, 2022 Nos. 1-3 meetings were reviewed by the Board. Upon motion by Director L. Gayeski and second by Director B. Carlson, the Board unanimously approved the minutes as presented.

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Public Hearing to Consider 2022 Budget Amendment

Mr. Wilson presented the proposed budget amendment for 2022. Ms. Miller noted that notice of the public hearing for the budget was posted in accordance with Colorado law. Upon motion by Director L. Gayeski and second by Director M. Gayeski, Director L. Gayeski opened the public hearing. No one provided any comments on the budget, upon motion by Director L. Gayeski and second by Director Bush, Director L. Gayeski closed the hearing.

Approval of 2022 Budget Amendment

Upon review and discussion of the 2022 budget amendment and upon the motion of Director L. Gayeski and second of Director M. Gayeski, the Board unanimously approved the proposed budget amendment for 2022 and appropriated the funds, therefore.

Consider Approval of CliftonLarsonAllen Master Service Agreement and related statements of work

Attorney Miller informed the Board that she is working on an amendment to the CliftonLarsonAllen LLP Master Service Agreement and related statements of work, and advised not to approve these agreements at this time and is working with Jason Carroll of CliftonLarsonAllen. Mr. Wilson to be in contact with Ms. Miller.

Other Business

2022 Draft Audit - Mr. Wilson presented the draft 2022 Audit. The board of directors discussed with Mr. Wilson and was recommended that Developer Advances half be paid now and re-evaluate in October 2023 and was agreed to make a payment of \$20,000.00 upon motion by Director M. Gayeski to approve the payment of \$20,000.00 and second by Director B. Gayeski. The 2022 Draft Audit was approved Upon motion by Director L. Gayeski and second by, Director M. Gayeski subject to final legal review the board unanimously approved the 2022 Draft Audit.

Adjournment

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

DocuSigned by:

Michelle R Gayeski

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Secretary for the District