

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

BENNETT CROSSING METROPOLITAN DISTRICT NO. 1

Held: Thursday, October 3, 2019, at 10:00 AM at 905 West 124th Ave, Suite 200, Westminster, Colorado 80234

### Attendance

The special meeting of the Board of Directors of Bennett Crossing Metropolitan District No. 1 was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

Larry E. Gayeski  
Michelle R. Gayeski  
Kathleen A Rarick  
Mark Bush

Absent was Director Brandon Gayeski, whose absence was excused.

Also present was Dianne Miller, Miller & Associates Law Offices, LLC.

### 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 District. 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 District. 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 Rarick disclosed that she owns property within the boundaries of the District. This disclosure is associated with the approval of items on the agenda that may affect her interests.

Director Bush disclosed that he owns property within the boundaries of the District. 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 –  
February 15, 2019

The minutes for the February 15, 2019 meeting were reviewed by the Board. Upon motion by Director Larry Gayeski and second by Director Michelle Gayeski, the Board unanimously approved the minutes as presented.

Public Hearing to Consider  
2020 Budget

Ms. Miller presented a proposed budget for 2020. Ms. Miller noted that notice of the public hearing for the budget was posted in three locations within the boundaries of the District and otherwise published in accordance with Colorado law. Upon motion of Director Larry Gayeski and second by Director Michelle Gayeski, Director Larry E. Gayeski opened the public hearing. No one providing any comments to the budget, upon motion by Director Larry Gayeski and second by Director Michelle Gayeski, Director Larry E. Gayeski closed the hearing.

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Approval of 2020 Budget

Ms. Miller advised the Board of the details of the 2020 budget. Upon review and discussion and upon the motion of Director Larry Gayeski and second by Director Michelle Gayeski, the Board unanimously approved the proposed budget for 2020, subject to receipt of the final assessed value of the District by the County Assessor, and appropriated the funds therefore. Pursuant to Colorado law, a mill levy of 55.664 mills will be certified for collection in 2020. The Board also authorized the execution of its budget resolution containing details of the Board action.

Approval of 2020 Annual Administrative Resolution

The directors discussed various administrative matters to be determined by the Board on an annual basis in order to comply with Colorado law. Ms. Miller presented the Board with a resolution designating officers for the District, addressing director compensation, establishing regular meeting dates and notice provisions, and other administrative matters. Upon motion of Director Michelle Gayeski and second by Director Rarick, the Board unanimously approved the annual administrative resolution.

Consider Resolution Waiving Workers' Compensation Insurance for 2020

Ms. Miller presented to the Board the Resolution Waiving Workers' Compensation Insurance for 2020. Upon motion by Director Bush and second by Director Michelle Gayeski, the Board unanimously approved the resolution.

Consider 2019 Audit Exemption Resolution

Ms. Miller explained the statutory requirements for filing an audit and requesting an audit exemption and noted that because the District's revenues and expenditures did not exceed \$100,000 in 2019, it may be able to request an exemption from the State Auditor. Upon review and consideration, Director Larry Gayeski moved that the resolution be approved; upon second by Director Michelle Gayeski, the Board unanimously approved the 2019 audit exemption resolution.

Consider Approval of 2020 Election Resolution

Ms. Miller presented to the Board the Election Resolution for 2020. Upon motion by Director Michelle Gayeski and second by Director Larry Gayeski, the Board unanimously approved the resolution.

Consider Approval of Cost Certification Report #1 from IDES Dated October 2019

The Board reviewed the Cost Certification Report from IDES for Phase 1 of Filing 2. Upon motion by Director Larry Gayeski and second by Director Rarick, the Board unanimously approved the report and the reimbursement of developer advances in the amount of \$6,325,271.87 for completed improvements.

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Discussion and Approval of Reimbursement and Payment of Operating Expenses

The Board discussed advances made by the developer for operations expenses of the District. Upon motion by Director Michelle Gayeski and second by Director Rarick, the Board unanimously approved the reimbursement of developer advances for operations in an amount not to exceed \$60,000.

Discussion and Update Regarding Status of Development

The Board had a brief discussion regarding the current status of the development located within the boundaries of the District.

Cancellation of Regular Meeting on November 5, 2019

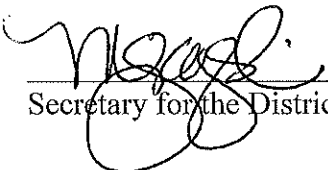
Director Larry Gayeski moved that the regular board meeting scheduled for November 5, 2019 be cancelled. Upon second by Director Michelle Gayeski, the Board unanimously approved the cancellation of such meeting.

Other Business

There was no other business at this time.

Adjournment

There being no further business to come before the Board, upon motion and second, the Board unanimously adjourned the meeting. The next regular meeting of the Board is scheduled for Tuesday, November 3, 2020 at 11:00 AM.

  
Secretary for the District