

RECORD OF PROCEEDINGS

MINUTES OF THE COMBINED REGULAR MEETING OF THE BOARDS OF DIRECTORS OF THE

FOSSIL RIDGE METROPOLITAN DISTRICT NO. 1 FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2 FOSSIL RIDGE METROPOLITAN DISTRICT NO. 3

Held: Monday, May 23, 2022, 6:30 p.m.

Attendance

The combined regular meeting of the Boards of Directors of the Fossil Ridge Metropolitan District Nos. 1-3 was called and held at 6:30 p.m., as shown, in accordance with Colorado law. The meeting was conducted as a virtual meeting. Mr. Pacheco inquired whether any of the Board members had any potential conflicts of interest on matters coming before the board. Daniel Dominic of District No. 3 stated that he has filed a disclosure of a potential conflict of interest with the office of the Secretary of State, noting that he is the President of the HOA. There were no other conflicts disclosed. The following Directors were in attendance:

District 1:

Tom Waterman
Craig Brown
David Wilson
Dave McGraw
Terry Larson

District 2:

Gerry Reese
Terry Larson
Alan Plumhoff
Theodore Michelsen
Tom Waterman

District 3:

Craig Brown
Aaron Hochstein
Andrew Amend
Daniel Dominic
Greg Taylor

Consultants:

Sue Blair, District Manager, Community Resource Services
Marcos Pacheco, District Manager, Community Resource Services
Mat Birkeness, Retreat Manager, Community Resource Services
Phil Schneider, Retreat Manager, Community Resource Services

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Others identified in attendance:

Mike McCleary
Alana Bissonet
Mike Denisio

Call to Order Quorums of the Boards were present, and the Directors confirmed their qualifications to serve. Mr. Pacheco confirmed that the meeting has been properly noticed. The meeting was called to order at 6:30 p.m.

Approve Agenda The Boards reviewed the meeting agenda.

- District 1: Director Waterman moved that the Board approve the agenda as presented. Upon a second by Director McGraw, a vote was taken, and the motion carried unanimously.
- District 2: Director Michelsen moved that the Board approve the agenda as presented. Upon a second by Director Larson, a vote was taken, and the motion carried unanimously.
- District 3: Director Amend moved that the Board approve the agenda as presented. Upon a second by Director Dominic, a vote was taken, and the motion carried unanimously.

Public Comment Mr. Denisio asked about the new development of the community and the potential for restrooms near the playground. He would be interested in an upgrade in facilities to install restrooms as pregnant women in the area currently do not have access. Director Waterman responded to these questions. Also, Director Brown recommended he work with the sales team at Brookfield. Other directors offered comments.

Consent Agenda

Consent Agenda Items 1-2

1. Approval of the payment of claims for the period ending May 12, 2022
 2. Approval of the minutes of the Regular Meeting
- District 1: Director Waterman moved that the Board approve the consent agenda. Upon a second by Director Wilson, a vote was taken, and the motion carried unanimously.
 - District 2: Director Larson moved that the Board approve the consent agenda. Upon a second by Director Reese, a vote was taken, and the motion carried unanimously.
 - District 3: Director Amend moved that the Board approve the consent agenda. Upon a second by Director Dominic, a vote was taken, and the motion carried unanimously.

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Legal

Election of Officers:

District 1 – A slate of candidates was proposed to fill Board Officer Positions. The proposed slate was Tom Waterman President, Craig Brown Vice-President, David Wilson Treasurer, Dave McGraw Secretary, Terry Larson Asst. Secretary.

- Director Brown moved to approve the slate of candidates, as presented. Upon second by Director Larson, a vote was taken and the motion carried unanimously.

District 2 – A slate of candidates was proposed to fill Board Officer Positions. The proposed slate was Terry Larson President, Ted Michelsen Vice-President, Al Plumhoff Treasurer, Gerry Reese Secretary, Tom Waterman Asst. Secretary.

- Director Waterman moved to approve the slate of candidates, as presented. Upon second by Director Michelsen, a vote was taken and the motion carried unanimously.

District 3 – A slate of candidates was proposed to fill Board Officer Positions. The proposed slate was Aaron Hochstein President, Daniel Dominic Vice-President, Craig Brown Treasurer, Andrew Amend Secretary, Greg Taylor Asst. Secretary.

- Director Taylor moved to approve the slate of candidates, as presented. Upon second by Director Amend, a vote was taken and the motion carried unanimously.

Financial Matters

Financial Schedule and Purchasing Policy: Director Reese discussed the purchasing policy and provided pertinent details to the Boards. With no questions, the Boards thanked Director Reese for the hard work put into this project by Director Reese.

- District 1: Director Wilson motioned to approve the Financial Schedule and Purchasing Policy. Upon second by Director Larson, a vote was taken and the motion carried unanimously.
- District 2: Director Michelsen motioned to approve the Financial Schedule and Purchasing Policy. Upon second by Director Plumhoff, a vote was taken and the motion carried unanimously.
- District 3: Director Amend motioned to approve the Financial Schedule and Purchasing Policy. Upon second by Director Hochstein, a vote was taken and the motion carried unanimously.

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Finance Committee Charter: Director Brown presented proposed revisions to the Finance Committee Charter. He then discussed his explanation for these changes. Extensive discussion took place about these changes.

- District 1: Director Wilson moved that the Board approve the charter presented. Upon a second by Director McGraw, a vote was taken, and the motion carried unanimously.
- District 2: Director Michelsen moved that the Board approve the charter presented. Upon a second by Director Waterman, a vote was taken, and the motion carried unanimously.
- District 3: Director Amend moved that the Board approve the charter presented. Upon a second by Director Hochstein, a vote was taken, and the motion carried unanimously.

Approve Fee Resolution Exhibit A: Director Brown discussed the proposed new fees and the reasons for adopting them. Facts and assumptions contained in the resolution were presented and discussed extensively. If approved, the fees would be effective as of July 1, 2022.

- District 1: Director Larson moved that the Board approve the fee resolution, as presented. Upon a second by Director McGraw, a vote was taken, and the motion carried unanimously.
- District 2: Director Waterman moved that the Board approve the resolution, as presented. Upon a second by Director Michelsen, a vote was taken, and the motion carried unanimously.
- District 3: Director Dominic moved that the Board approve the resolution, as presented. Upon a second by Director Amend, a vote was taken, and the motion carried unanimously.

Review and Approve 1st Quarter Variance reports: Director Reese presented and highlighted key points for each district. Overall, the financial status of each District is positive.

- District 1: Director Wilson moved that the Board approve the variance report, as presented. Upon a second by Director Waterman, a vote was taken, and the motion carried unanimously.
- District 2: Director Larson moved that the Board approve the variance report, as presented. Upon a second by Director Reese, a vote was taken,

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and the motion carried unanimously.

- District 3: Director Hochstein moved that the Board approve the variance report, as presented. Upon a second by Director Brown, a vote was taken, and the motion carried unanimously.

Review and Acceptance of Strategic Outline: Director Wilson reviewed and briefly highlighted important elements contained within the plan. The Boards asked Director Wilson questions about the outline and then were provided answers by Director Wilson.

- District 1: Director Brown moved that the Board approve the Strategic Outline, as presented. Upon a second by Director McGraw, a vote was taken, and the motion carried unanimously.
- District 2: Director Reese moved that the Board approve the Strategic Outline, as presented. Upon a second by Director Waterman, a vote was taken, and the motion carried unanimously.
- District 3: Director Hochstein moved that the Board approve the Strategic Outline, as presented. Upon a second by Director Amend, a vote was taken, and the motion carried unanimously.

Maintenance and Operations Matters

Landscape Update: Mr. Birkeness reported on behalf of Pete Hendel of the Landscape Committee. Mr. Birkeness noted extensive plantings are ongoing and the annual flowers survived the recent storm. Mr. Birkeness answered questions from the Boards. The Boards also provided suggestions when dealing with certain issues.

Community and Retreat Manager Update: Mr. Birkeness reported on the recent events that have taken place at the Retreat. He noted food trucks, fitness classes and other operations have been ongoing. Mr. Schneider reported on the doors and outlined steps for repair and replacements. Mr. Schneider requested a not-to-exceed amount of \$33,500 to fix the doors as a security measure.

- After discussion, Director Brown moved to approve the amount not-to-exceed \$33,500 for the repair of doors within the Retreat, with Mr. Birkeness and Mr. Schneider pulling funds in the budget from other over-funded items. Upon second by Director Larson, a vote was taken and the motion carried unanimously.

Mr. Schneider also discussed water filtration units that should be installed at the Retreat and fitness buildings. This installation was budgeted for, and the board agreed to get this work scheduled with an amount not-to-exceed \$31,000.

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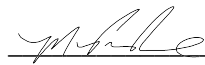
Mr. Birkeness then updated the Boards on a pool heater issue that needed an emergency approval in order for pool operations move ahead as scheduled. Mr. Birkeness answered questions from the Boards and noted the cost of the repair was \$3,800. This was completed prior to the pool opening for the season.

Engineer Update: Director Larson provided an engineering report. First, the townhome buildout in Filing 19 is well underway and they are looking to pull more building permits. He noted two units have already been sold. There is another foundation being poured and construction will start soon. In Filings 18-21, there will be a sub-hoa to control operations. He reported this will be specific to only these Filings of 18-21 with the intent to avoid issues that have come through other Filings, such as 15 and 16. In and out of lot work will be dealt with through the association. Next, Brookfield is close to having all punch-list items done for the City of Lakewood on Filings 14-16. Following that, Brookfield can move into Filing 20 and begin building models. Last item reported was pond B2. It was initially defined as a detention pond and at some point, changed to a retention pond which serves a different purpose. Brookfield planned to fill the evaporated pond with potable water, which is not allowed. At this point, they will need to come up with an augmentation plan, but currently no further information is available. Director Waterman asked that an update be sent about the ponds once available.

Adjournment

There being no further business to come before the Boards, the meeting was adjourned at 9:47 p.m. by unanimous vote.

Respectfully submitted,


Secretary of the Meeting