

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
CAROUSEL FARMS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
DECEMBER 12, 2022

A special meeting of the Board of Directors of the Carousel Farms Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, December 12, 2022, at 11:30 a.m., via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Cynthia Myers, President
Taylor Lilly, Treasurer

Also, In Attendance Were:

Elisabeth A. Cortese Esq. and Emily Murphy Esq.; McGeady Becher P.C.
Lisa Johnson; CliftonLarsonAllen LLP (CLA)
Diane Wheeler; Simmons & Wheeler, P.C.

CALL TO ORDER

The meeting was called to order at 11:34 a.m.

ADMINISTRATIVE MATTERS

Disclosures and Potential Conflicts of Interest: The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Cortese that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

Quorum/Meeting Location/Posting of Notice: The presence of a quorum was confirmed.

The Board entered into discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board Meeting. Following discussion, upon motion duly made by Director Myers, seconded by Director Lilly, and upon vote unanimously carried, the Board determined to conduct this meeting via Microsoft Teams videoconference. The Board further noted that notice of this meeting, the location, and the Microsoft Teams meeting information was duly posted and the Board had not received any objections to the format of the meeting or any requests that the meeting be changed by

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taxpaying electors within the District's boundaries.

Agenda: The Board reviewed the Agenda for the meeting. Following review, upon motion duly made by Director Myers, seconded by Director Lilly and, upon vote unanimously carried, the Board approved the Agenda, as presented and excused the absence of Director Mulqueen.

Public Comment: None.

FINANCIAL MATTERS

Other: None.

LEGAL MATTERS

Resolution No. 2022-12-01; Resolution of the Board of Director of Carousel Farms Metropolitan District Appending the District's Service Plan Pursuant to Town of Parker Town Council Resolution No. 22-065, Series of 2022, A Resolution Approving Adjustment of Mill Levies Resulting from Legislative or Constitutionally Mandated Reductions: Attorney Cortese reviewed the resolution with the Board. Following review, upon a motion duly made by Director Myers, seconded by Director Lilly and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-01, Resolution of the Board of Directors of Carousel Farms Metropolitan District Appending the District's Service Plan Pursuant to Town of Parker Town Council Resolution No. 22-065, Series of 2022, A Resolution Approving Adjustment of Mill Levies Resulting From Legislative or Constitutionally Mandated Reductions.

MANAGER MATTERS

Other: None.

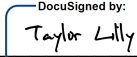
OTHER BUSINESS

Other: None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Myers, seconded by Director Lilly and, upon vote, unanimously carried, the Board adjourned the meeting at 11:37 a.m.

Respectfully submitted,

By  Taylor Lilly
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Secretary for the Meeting