

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE LUPTON VILLAGE RESIDENTIAL METROPOLITAN DISTRICT

Held: Thursday, October 28, 2021 at 2:00 PM by video conference at  
<https://us02web.zoom.us/j/83399974010>, Meeting ID: 833 9997  
4010 by telephonic conference at +1 669 900 9128

### Attendance

The special meeting of the Board of Directors of the Lupton Village Residential Metropolitan District was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

William J. Johanningmeier  
Josef Guetlein  
Dennis Johanningmeier  
Fred Croci  
Andrew Gerck

### Also present:

Alex Carlson, Centennial Consulting Group, LLC  
Jeff Erb, Seter & Vander Wall, P.C.  
Elesha Carbaugh Gonzalez and Barrett Marrocco, Independent  
District Engineering Services  
Michael Davis and Marisa Davis, Michael Davis Law Office,  
LLC

- (a) Call to Order                      Call to Order: Mr. Carlson called the meeting to order at 2:07 p.m.
- (b) Disclosures of Potential      Declaration of Quorum: Mr. Carlson noted that a quorum of the  
Conflicts of Interest              Boards was present, and the Directors confirmed their  
qualification to serve.
- (c) Approve Agenda

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Mr. Davis 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.

The Board discussed approving the Agenda for the October 28, 2021, special meeting of the Board of Directors of the Lupton Village Residential Metropolitan Districts.

Following discussion, upon the motion of Director W. Johanningmeier, seconded by Director Gerck, the Board unanimously approved the Agenda subject to the addition of an item under Other Business to consider approval of the Eastman Properties Infrastructure Acquisition Agreement.

Approval of Minutes from the July 20, 2021, and July 28, 2021 Special Meetings

The Board discussed approving the minutes from the July 20, 2021, and July 28, 2021 special meetings of the Board of Directors of the Lupton Village Residential Metropolitan District. Following review, upon the motion of Director Croci and second by Director W. Johanningmeier, the Board unanimously approved the July 20, 2021, and July 28, 2021 Minutes.

Other Business

(a) Eastman Properties  
Infrastructure  
Acquisition Agreement

The Board discussed the Infrastructure Acquisition Agreement with Eastman Properties, LLC. Following discussion upon a motion made by Director W. Johanningmeier and seconded by Director Guetlein the Board unanimously approved the Agreement as presented.

Review and Consider Approval of Renewal Letter of Engagement for Management, Administrative, and Accounting Services with Centennial Consulting Group, LLC

This item was deferred.

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- 2021 Budget Amendment Public Hearing
- Mr. Carlson presented a proposed amendment to the budget for 2021. Mr. Davis noted that notice of the public hearing for the budget was properly posted and otherwise published in accordance with Colorado law. Director W. Johanningmeier moved to open the public hearing. Hearing no comments from the public Director W. Johanningmeier moved to close the public hearing.
- 2021 Budget Amendment
- Mr. Carlson advised the Board of the details of the 2021 budget amendment. Upon review and discussion and upon the motion of Director Croci and second by Director Guetlein, the Board unanimously approved the proposed amended budget for 2021, and appropriated the funds therefore.
- 2022 Budget Public Hearing
- Mr. Carlson presented a proposed budget for 2022. Mr. Davis noted that notice of the public hearing for the budget was properly posted and otherwise published in accordance with Colorado law. Director W. Johanningmeier moved to open the public hearing. Hearing no public comment Director W. Johanningmeier moved to close the public hearing.
- 2022 Budget
- Mr. Carlson advised the Board of the details of the 2022 budget. Upon review and discussion and upon the motion of Director Croci and second by Director W. Johanningmeier, the Board unanimously approved the proposed budget for 2022, subject to receipt of the final assessed value of the District by the County Assessor, and appropriated the funds therefore, subject to the following adjustments. The line item for legal was to be reduced to \$37,500, district management reduced to \$16,200, audit to be reduced to \$9,000 and the contingency increased to \$25,000.. Pursuant to Colorado law, a mill levy of 65.453 will be certified for collection in 2022. The Board also authorized the execution of its budget resolution containing details of the Board action.
- Agenda Adjustment
- Director W. Johanningmeier moved to move item 11. Review and Consider Approval of Cost Certification Report No. 2 from Independent District Engineering Services between agenda items 6. And 7. Director Croci seconded, and the motion was unanimously carried.

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- Cost Certification Report No. 2 from Independent District Engineering Services      The Board discussed and reviewed the Cost Certification Report No. 2 from Independent District Engineering Services dated October 28, 2021 in the amount of \$4,040,017.88. Upon a motion made by Director Croci and seconded by Director W. Johanningmeier the Board unanimously approved the Cost Certification Report No. 2 from Independent District Engineering Services as presented.
- 2022 Annual Administrative Matters Resolution      The directors discussed various administrative matters to be determined by the Board on an annual basis in order to comply with Colorado law. Mr. Carlson 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.
- Following review, upon a motion made by Director Croci and seconded by Director D. Johanningmeier the Board unanimously approved the 2022 Annual Administrative Matters Resolution.
- Director W. Johanningmeier made a motion to appoint Director Croci as Secretary/Treasurer effective immediately. Director Guetlein seconded, and the motion was unanimously carried.
- May 2022 Election      The Board reviewed the Resolution Calling for a Regular Election on May 3, 2022. Upon a motion made by Director Croci and seconded by Director Guetlein the Board unanimously approved the Resolution Calling for a Regular Election on May 3, 2022.
- Worker's Compensation      The Board discussed the insurance requirements for Board members. Upon a motion made by Director Croci and seconded by Director W. Johanningmeier, the Board unanimously approved the Resolution Waiving Workers' Compensation Insurance for the policy year 2022.
- Audit      The Board discussed the selection process for an Auditor to complete the 2021 audit for the District. Director Croci made a motion to appoint Director D. Johanningmeier to approve an auditor once proposals are received. Director W. Johanningmeier seconded, and the motion was unanimously carried.

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### Reimbursement Request

The Board reviewed and considered a reimbursement in the amount of \$4,040,017.88 to the Developer. Upon a motion made by Director Croci and seconded by Director W. Johanningmeier, the Board unanimously approved the reimbursement in the amount of \$4,040,017.88 to the Developer.

### Adjournment

There being no further business to come before the Board, upon motion by Director Guetlein and seconded by Director Gerke, the Board unanimously adjourned the meeting.

*Fred L Croci*

[Fred L Croci \(Mar 14, 2022 10:47 MDT\)](#)

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Secretary of the meeting