

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE FALLBROOK METROPOLITAN DISTRICT HELD JULY 23, 2020

A Special Meeting of the Board of Directors of Fallbrook Metropolitan District (referred to hereafter as "Board") was convened on Thursday, July 23, 2020, at 6:30 p.m., Due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board Meeting was held by conference call without any individuals (neither district representatives nor the general public) attending in person. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Joshua Bastian
Steven Slaughter

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Paula Williams, Esq.; McGeady Becher P.C.

Matt Vigil; CliftonLarsonAllen LLP

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Mr. Solin noted that a quorum was present and requested members of the Board 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 the statute. It was noted that all Directors' Disclosure Statements have been filed. It was noted that Director Bastian is a Board Member on the Fallbrook Farms Homeowners Association and the Fallbrook Farms Patio Homes Association.

ADMINISTRATIVE MATTERS

Agenda: Mr. Solin distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

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Following discussion, upon motion duly made by Director Bastian, seconded by Director Slaughter and, upon vote, unanimously carried, the Agenda was approved, as amended.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made by Director Bastian, seconded by Director Slaughter, and upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within the District boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of the time, date and location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within the District boundaries.

May 5, 2020 Election: Mr. Solin noted for the Board that the May 5, 2020 election was cancelled, as allowed under Colorado law, by the Designated Election Official, because there were not more candidates than positions available on the Board of Directors.

Vacancies on the Board of Directors: Mr. Solin discussed with the Board the vacancies on the Board of Directors. The Board and Mr. Solin reported that they are not aware of any currently interested candidates to fill Board vacancies.

Appointment of Officers: Following discussion, upon motion duly made by Director Slaughter, seconded by Director Bastian and, upon vote, unanimously carried, the Board appointed the following slate of officers:

President	Joshua Bastian
Treasurer	Steven Slaughter
Secretary	David Solin

Minutes: The Board reviewed the minutes of the November 21, 2019 Special Meeting.

Following discussion, upon motion duly made by Director Bastian, seconded by Director Slaughter and, upon vote, unanimously carried, the Board approved the minutes of the November 21, 2019 Special Meeting, as presented.

2020 SDA Conference: The Board entered into discussion regarding authorizing interested Board Members (and guest) to attend the 2020 SDA Conference via video conference on September 23, 24 and 25, 2020.

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Following discussion, upon motion duly made by Director Bastian, seconded by Director Slaughter and, upon vote, unanimously carried, the Board approved the expenditure for all Board members interested in attending.

FINANCIAL MATTERS

2019 Audit: Mr. Solin reviewed with the Board the 2019 draft Audited Financial Statements.

Following review and discussion, upon motion duly made by Director Bastian, seconded by Director Slaughter and, upon vote, unanimously carried, the Board approved the 2019 Audited Financial Statements, subject to finalization and authorized execution of the Representations Letter.

Claims: The Board considered ratifying the approval of the payment of claims as follows:

	Period Ending Dec. 11, 2019	Period Ending Jan 9, 2020	Period Ending Feb.13, 2020
General Fund	\$ 3,971.64	\$ 4,025.35	\$ 1,736.11
Debt Service Fund	\$ -0-	\$ -0-	\$ -0-
Capital Fund	\$ -0-	\$ -0-	\$ -0-
Total Claims	\$ 3,971.64	\$ 4,025.35	\$ 1,736.11

	Period Ending March 16, 2020	Period Ending April 15, 2020	Period Ending May 11, 2020
General Fund	\$ 2,831.04	\$ 2,265.30	\$ 1,310.77
Debt Service Fund	\$ -0-	\$ -0-	\$ -0-
Capital Fund	\$ -0-	\$ -0-	\$ -0-
Total Claims	\$ 2,831.04	\$ 2,265.30	\$ 1,310.77

	Period Ending June 15, 2020	Period Ending July 7, 2020
General Fund	\$ 1,803.49	\$ 3,144.38
Debt Service Fund	\$ -0-	\$ -0-
Capital Fund	\$ -0-	\$ -0-
Total Claims	\$ 1,803.49	\$ 3,144.38

Following discussion, upon motion duly made by Director Slaughter, seconded by Director Bastian and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as presented.

Financial Statements: Mr. Vigil reviewed the unaudited financial statements of the District for the period ending June 30, 2020.

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Following discussion, upon motion duly made by Director Slaughter, seconded by Director Bastian and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending June 30, 2020, as presented.

Loan Prepayment Options: Mr. Solin discussed loan prepayment options with the Board, and the Agenda was amended to authorize notice of prepayment on the loan, which must be given 45 days prior to the December 1 due date.

Following discussion, upon motion duly made by Director Slaughter, seconded by Director Bastian and, upon vote, unanimously carried, the Board directed Mr. Vigil to make the maximum principal prepayment, and authorized Mr. Vigil to deliver notice of prepayment, and any other required documents, to evidence intent to make prepayment.

2021 Budget Preparation: The Board entered into discussion regarding and setting the date for a Public Hearing to adopt the 2021 Budget for November 19, 2020.

Following discussion, upon motion duly made by Director Bastian, seconded by Director Slaughter and, upon vote, unanimously carried, the Board set the date for a Public Hearing to adopt the 2021 Budget for November 19, 2020 at 6:30 p.m., to be held at Fire Station No. 5, 14051 Colorado Boulevard, Thornton, Colorado 80602.

LEGAL MATTERS

There were no legal matters.

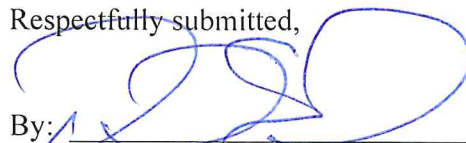
OTHER MATTERS

There were no other matters.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Slaughter, seconded by Director Bastian and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,



By: _____
Secretary for the Meeting