

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE FALLBROOK METROPOLITAN DISTRICT HELD NOVEMBER 17, 2022

A Regular Meeting of the Board of Directors of the Fallbrook Metropolitan District (referred to hereafter as “Board”) was duly held on Thursday, November 17th, 2022, at 6:30 p.m. The District Board Meeting was held, and properly noticed to be held, via Zoom 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:

Steven J. Slaughter
Suzanne Crest

Also In Attendance Were:

David Solin; Special District Management Services, Inc.
Paula Williams, Esq.; McGeady Becher P.C.

PUBLIC COMMENT

None.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of 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 Williams 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.

ADMINISTRATIVE MATTERS

Quorum/Confirmation of Meeting Location/Posting of Notice: Mr. Solin confirmed the presence of a quorum.

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. The Board determined that the meeting would be held by video/conference call and encouraged public participation. The Board further noted that notice of the time,

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date, and location/manner of the meeting was duly posted and that the Board did not receive any objections to the manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed, by taxpaying electors within the District's boundaries.

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

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

Vacancies on the Board of Directors: The Board discussed the vacancies on the Board.

As such, eligible electors, Michelle Slaughter and Elizabeth R. Hernandez, were nominated to serve on the Board. Following discussion, upon motion duly made by Director S. Slaughter, seconded by Director Crest, and upon vote unanimously carried, the Board appointed Michelle Slaughter and Elizabeth R. Hernandez to fill the vacancies on the Board.

Appointment of Officers: Following discussion, upon motion duly made by Director S. Slaughter, seconded by Director Crest and, upon vote, unanimously carried, the following slate of officers were appointed for the District:

President:	Steven J. Slaughter
Treasurer:	Suzanne Crest
Secretary:	David Solin (not an elected position)
Assistant Secretary:	Michelle Slaughter
Assistant Secretary:	Elizabeth R. Hernandez

Minutes: The Board reviewed the minutes of the August 3, 2022 Special Meeting.

Following discussion, upon motion duly made by Director S. Slaughter, seconded by Director Crest and, upon vote, unanimously carried, the Board approved the minutes of the August 3, 2022 Special Meeting, as presented.

Resolution 2022-11-01 Establishing 2023 Regular Meeting Dates, Times and Location and Designating Location for 24 Hour Notices: The Board discussed the business to be conducted in 2023.

Following discussion, upon motion duly made by Director S. Slaughter, seconded by Director Crest, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-01; Establishing Regular Meeting Dates, Time

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and Location, and Designating Location for Posting of 24-Hour Notices and determined to hold 2023 meetings on June 15, 2023 and November 16, 2023 at 6:30 p.m. via teleconference.

Section 32-1-809, C.R.S. reporting requirements, mode of eligible elector notification: Mr. Solin discussed with the Board Section 32-1-809, C.R.S.; Transparency Notice reporting requirements and mode of eligible elector notification.

Following discussion, upon motion duly made by Director Crest, seconded by Director S. Slaughter and, upon vote, unanimously carried, the Board authorized staff to post the required Transparency Notice on the District's website and on the Special District Association website to meet the statutory requirement.

FINANCIAL MATTERS

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

	Period Ending Aug. 31, 2022	Period Ending Sept. 30, 2022	Period Ending Oct. 31, 2022
General Fund	\$ 7,391.49	\$ 3,350.80	\$ 4,640.54
Debt Service Fund	\$ -0-	\$ -0-	\$ -0-
Capital Fund	\$ -0-	\$ -0-	\$ -0-
Total Claims	\$ 7,391.49	\$ 3,350.80	\$ 4,640.54

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

Unaudited Financial Statements: Mr. Solin presented, and the Board considered the acceptance of, unaudited financial statements for the period ending September 30, 2022.

Following discussion, upon motion duly made by Director Crest, seconded by Director S. Slaughter and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2022.

2022 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

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Following review and discussion, upon motion duly made by Director S. Slaughter, seconded by Director Crest and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2022 Budget, amending the Debt Service Fund to \$1,300,000.

2023 Budget Hearing: The President opened the public hearing to consider the proposed 2023 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Mr. Solin reviewed the Board the estimated 2022 expenditures and the proposed 2023 expenditures.

Upon motion duly made by Director S. Slaughter, seconded by Director Crest, and upon vote unanimously carried, the Board approved the 2023 Budget, as modified, and considered adoption of Resolution No. 2022-11-02; Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and Resolution No. 2022-11-03; Resolution to Set Mill Levies (2.333 mills in the General Fund and 15.000 mills in the Debt Service Fund for a total of 17.333 mills). Following discussion, upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. Mr. Solin was directed to transmit the Certification of Mill Levies to the Board of County Commissioners of Adams County, not later than December 15, 2022 and transmit the Certification of Budget to the Division of Local Government no later than January 31, 2023.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made by Director S. Slaughter, seconded by Director Crest and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

Preparation of 2024 Budget: Following discussion, upon motion duly made by Director S. Slaughter, and seconded by Director Crest and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget to be discussed at a Public Hearing to adopt the 2024 Budget for November 16, 2023 at 6:30 p.m. via Zoom videoconference, if the District was not dissolved prior to that date.

2022 Audit: Following discussion, upon motion duly made by Director S. Slaughter, seconded by Director Crest and, upon vote, unanimously carried, the

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Board approved the engagement of an outside accountant to perform the 2022 Audit and directed the District Manager to obtain proposals.

LEGAL MATTERS

Resolution No. 2022-11-05 Calling May 2, 2023 Regular Election: The Board discussed the May 2, 2023 election. Following discussion, upon motion duly made by Director S. Slaughter, seconded by Director Crest, and upon vote unanimously carried, the Board adopted Resolution No. 2022-11-05 Calling a May 2, 2023 Directors' Election which appointed Shawna Stevens as the Designated Election Official and authorized her to perform all tasks required for the May 2, 2023 Regular Election of the Board of Directors for the conduct of a mail ballot election.

Dissolution of the District:

Timeline and Key Events: Attorney Williams discussed the timeline and key events for the dissolution of the District.

Retirement of Debt: Attorney Williams and Mr. Solin discussed with the Board the plans for retirement of the District's outstanding General Obligation debt.


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 S. Slaughter, seconded by Director Crest and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 
Secretary for the Meeting