

RECORD OF PROCEEDINGS

MINUTES OF THE COMBINED SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF THE HUNTERS OVERLOOK METROPOLITAN DISTRICT NOS. 1 - 8 TOWN OF SEVERANCE, WELD COUNTY, COLORADO

HELD: Tuesday, February 18, 2020 at 12:45 p.m. at the Windsor Severance Fire Rescue Station No. 2, 9 Timber Ridge Parkway, Severance, Colorado

ATTENDANCE:

A combined special meeting of the Boards of Directors (collectively, the "Board") of the Hunters Overlook Metropolitan District Nos. 1 - 8 (collectively, the "District") was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

In attendance were Directors:

Larry Buckendorf - President

Laira Ziegler – Secretary/Treasurer

Morgan Kidder - Assistant Vice-President/Secretary/Treasurer

Darrell McAllister - Assistant Vice-President/Secretary/Treasurer

Joseph Schumacher - Assistant Vice-President/Secretary/Treasurer

Also present were:

Cathy Fromm and Megan Holmberg, Fromm & Company LLC
David S. O'Leary, Spencer Fane LLP

CALL TO ORDER:

Mr. Buckendorf called the meeting to order at 12:45 p.m., noted that a quorum of the Board was present, and confirmed qualification of the Directors to serve on the Board.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. O'Leary discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements must be filed for each of the Directors with the Secretary of State and the Secretary of the District at least 72 hours prior to a meeting in which a potential conflict may arise. The Board noted that general disclosure statements had been filed on behalf of the members of the Board of Directors with the Office of the Colorado Secretary of State. Mr. O'Leary advised the Board that, pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which they confirmed the contents of written disclosures previously made by the directors, stating the fact and summary nature of any matters, as required

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by Colorado law, to permit official action to be taken at the meeting.

APPROVAL OF THE AGENDA:

The Board reviewed the agenda. Upon motion duly made by Director McAllister, seconded by Director Schumacher, and unanimously carried, the Board approved the agenda as presented. Mr. O'Leary reported that the meeting notice and agenda had been posted to the district website at www.frommco.us/client-homd.html, at least 24 hours prior to the meeting, pursuant to Statute.

APPROVAL OF MINUTES:

The Board reviewed the Minutes of the combined special meeting held on November 15, 2019. Upon motion duly made by Director McAllister, seconded by Director Kidder, and unanimously carried, the Board approved the Minutes as presented.

FINANCIAL ITEMS:

a. Payment of Claims. Ms. Fromm presented the listing of claims to be ratified in the amount of \$180,121.68, represented by check numbers 01094 - 01108 and noting that check numbers 01096, 01099, 1101 and 1105 had been voided. Ms. Fromm presented the current listing of claims in the amount of \$15,882.65, represented by check numbers 01109 through 01112. Discussion ensued. Upon motion duly made by Director McAllister, seconded by Director Kidder, and unanimously carried, the Board approved the payables for ratification and current payables in the total amount of \$196,004.33.

b. Financial Report. Ms. Fromm reported on the bond payment pledge and tax statements, and discussion ensued regarding audits needed for District Nos. 1 - 6. Further discussion ensued regarding the activity within the Hunters Crossing community, and the completion of Hunters Overlook at build-out.

DISTRICT MANAGER ITEMS:

Discussion ensued regarding the current trash contract with RAM. Ms. Holmberg reported that Mr. Fromm had requested proposals from 2 other companies within the area, and RAM remained the most cost-effective, even with the January increase.

LEGAL ITEMS:

a. Improvement Acquisition and Acceptance of Capital Costs for Public Improvements; Updates to Capital Notes. The Board reviewed the Improvement Acquisition Notice and request

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of the developer for acceptance of the next phase of public improvements within the Districts. The Board reviewed the certifications from the District engineer, the proposed Bill of Sale, Affidavit and Certification of Final Completion. Discussion ensued and Mr. O'Leary and Ms. Fromm responded to questions. The Developer for the phase of improvements had completed the public improvements in accordance with approved development plans of the Town and initial acceptance from the Town and other entities had been granted and provided as necessary. All claims had been paid and lien waivers obtained where required. Ms. Fromm and Mr. O'Leary responded to questions, noting the total amount of capital public improvements that have been requested for acquisition by the District and certified by the District Engineer totaled \$14,026,397.93. Upon motion duly made by Director Kidder, seconded by Director McAllister and unanimously carried, the Boards of Directors approved the acceptance of the dedication of capital improvements.

b. Approval of Resolution to Reimburse Developer for Public Improvements. Mr. O'Leary provided an overview of the Resolution and to reimburse the Developer for the public improvements certified to the Districts. Discussion ensued. Upon motion duly made by Director Kidder, seconded by Director McAllister and unanimously carried, the Boards approved the Resolution to accept the dedication of capital improvements and agreed to reimburse the Developer in accordance with District funding and reimbursement agreements, as presented. The Board further directed that updates to the District capital promissory notes be completed to reflect the acceptance of improvements, any interest accruals and further updates.

c. Approval of Project Fund Requisition No. 2. Ms. Fromm presented the proposed Project Fund Requisition No. 2 for the next draw on the 2020 Bonds and provided an overview of the process and procedure for certification and request to the Bond Trustee as required by the 2020 Bond documents. Upon motion duly made by Director McAllister, seconded by Director Ziegler and unanimously carried, the Boards approved and authorized the payment of Project Fund Requisition No. 2, in the amount of \$2,500,000. Ms. Fromm was directed to update the District Capital Promissory Note to reflect both the Improvement Acquisition of \$14,026,397.93 and the Project Fund Requisition No. 2 of \$2,500,000 appropriately.

OTHER MATTERS:

Future Inclusion. Mr. O'Leary reported that there was a possibility of a future inclusion of the Sunset Ridge community into District No. 7, noting that the inclusion would benefit all of the Districts. The Inclusion would require a service plan amendment, with the appropriate ownership entity once annexation and any necessary Town approvals were received and confirmed. A status update with further information will be provided at the next meeting.

Ms. Holmberg also noted ongoing community requests and enforcement concerns. Ms. Holmberg discussed repeated requests for additional park and recreation improvements and possibility of installation of a community basketball court. Discussion ensued. Upon motion made by Director

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McAllister, seconded by Director Schumacher, and unanimously carried, the Board directed Director Schumacher to look into a plan and accounting of proposed costs related to a proposed court and related improvements as well as approach the Town regarding any requirements or approvals needed (if any). The Boards discussed and requested that the appropriate consultants begin planning the construction and installation of a community basketball court. Ms. Holmberg was directed to follow-up with inquiring residents accordingly.

PUBLIC COMMENT:

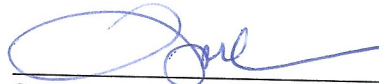
There were no public comments.

ADJOURNMENT:

There being no further business to come before the Board and upon motion duly made by Director McAllister, seconded by Director Kidder, and unanimously carried, the meeting was adjourned at 12:55 p.m.

The foregoing Minutes constitute a true and correct copy of the Minutes of the above-referenced combined meeting and were approved by the Boards of Directors of the Hunters Overlook Metropolitan District Nos. 1 - 8.

Respectfully Submitted,



Secretary for the Meeting