

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF HUNTERS OVERLOOK METROPOLITAN DISTRICT NO. 1

TOWN OF SEVERANCE, WELD COUNTY, COLORADO

HELD: Thursday, February 22, 2024, at 10:00 a.m. (or as soon thereafter)

LOCATION: Via Teleconference: (720) 386-9023; Passcode: 126412.

ATTENDANCE:

A special meeting of the Boards of Directors (collectively, the “Board”) of the Hunters Overlook Metropolitan District No. 1 (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 – Vice-Pres./Assist. Secretary/Treasurer

Joseph Schumacher – Vice-Pres./Assist. Secretary/Treasurer

Adam Bliven – Vice-Pres./Assist. Secretary/Treasurer

Also present were:

Cathy Fromm and Megan VanCamp, Fromm & Company LLC

David S. O’Leary, Spencer Fane LLP

CALL TO ORDER:

Mr. O’Leary called the meeting to order at 10:00 a.m., noted that a quorum of the Board was present, and confirmed the 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 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 Buckendorf seconded by Director Zeigler, 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 websites at <https://homd.specialdistrict.org> (The Overlook), at least 24 hours prior to the meeting, pursuant to Statute.

APPROVAL OF MINUTES:

There were none.

FINANCIAL ITEMS:

There were none.

LEGAL ITEMS:

a. Discussion Regarding Reimbursements Regarding Improvement Acquisition & Capital Costs Certification for Public Improvements and Resolution to Reimburse Developer for Public Improvements between Hunters Overlook District No. 1 (the “District”) & the Hunters Overlook Water Activity Enterprise (HOWAE). Mr. O’Leary presented the Request for Reimbursement Requisition, and discussed the prior certifications from the District engineer, and proposed bill of sale and certificate of final completion previously reviewed and approved by the District and HOWAE. Discussion ensued. The Developer each of the subdivisions for the project 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. Mrs. Fromm and Mr. O’Leary responded to questions, noting the total amount of capital public improvements that have been requested for reimbursement by the Enterprise and certified by the District Engineer totaled \$600,000. Upon motion duly made by Director Buckendorf, seconded by Director Schumacher and unanimously carried, the Board of Directors approved the Resolution of the Board to reimburse from the Enterprise through the authorization of the District and Enterprise 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, payments of any principal any interest accruals and further updates, to reflect the actions of the Board regarding the reimbursement of prior advances and prior capital expenditures accepted by HOWAE and the District accordingly.

b. Promissory Notes. Discussion ensued re the various promissory notes, outstanding. It was requested that the three (3) promissory notes to each developer of each subdivision being served by HOWAE and the District with non-potable water service from the infrastructure constructed by each development entity that built non-potable water improvements and dedicated them to HOWAE for ownership, operation and maintenance be broken-out for each entity accordingly, with Capital Advances and Certifications, and Interest, through February 22nd, 2024. Ms. Fromm

will then make the necessary payments and update the balances accordingly with \$600,000 being paid in total, and \$144,000 being split out to each of the three (3) entities, which includes the deduction of the \$168,000 operating expenses advanced previously by the initial development entity to cover the initial operating expenses of HOWAE. It was noted that there was also an additional promissory note for Severance Reserve that would need to be updated and would be updated per the Board's discussion as of the date of this meeting.

Brief recess was held in order to conduct the Hunters Overlook Water Activity Enterprise Authority (HOWAE) at 10:07 am.

Meeting was reconvened at 10:11 am

DISTRICT MANAGER ITEMS:

There were none.

OTHER MATTERS:

There were none.

PUBLIC COMMENT:

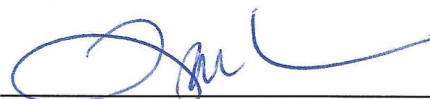
There was no public present to comment.

ADJOURNMENT:

There being no further business to come before the Board and upon motion duly made, seconded, and unanimously carried, the meeting was adjourned at 10:12 a.m.

The foregoing Minutes constitute a true and correct copy of the Minutes of the above-referenced meeting and were approved by the Board of Directors.

Respectfully Submitted,



Secretary for the Meeting