

**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:** Wednesday, April 26, 2023 at 1:30 p.m., 7251 20<sup>th</sup> Street, L-200, Greeley, CO  
Zoom URL:  
<https://spencerfane.zoomgov.com/j/1607947621?pwd=bUNUbjlFeU15KzQ4em5BL3ZxQm1UQT09>  
Dial In: 1-6669-254-5252; Meeting ID: 160 794 7621; Passcode: 949148

**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 (Nos. 1-8)  
Laira Ziegler – Secretary/Treasurer (Nos. 1-8)  
Morgan Kidder - Assistant Vice-President/Secretary/Treasurer (Nos. 1, 4, 7 & 8)  
Joseph Schumacher - Assistant Vice-President/Secretary/Treasurer (Nos. 1-4 & 6-8)  
Nicholas McGraw – Assistant Vice-President/Secretary/Treasurer (via telephone - No. 2)  
Matthew Walter – Assistant Vice-President/Secretary/Treasurer (No. 3)  
Matthew Caldwell – Assistant Vice-President/Secretary/Treasurer (via telephone - No. 5)  
Phillip Jenkins - Assistant Vice-President/Secretary/Treasurer (via telephone - No. 5)  
Gordon Coombes - Assistant Vice-President/Secretary/Treasurer (via telephone - No. 6)

Also present were:

Cathy Fromm and Megan VanCamp, Fromm & Company LLC  
David S. O’Leary, Spencer Fane LLP  
Adam Bliven, Journey Homes  
KC Veio – Kline Alvarado Veio  
P. Jonathan Heroux and Akio Ohtake-Gordon – Piper Sandler  
Various Members of the Public (see attached)

**CALL TO ORDER:**

Mr. Buckendorf called the meeting to order at 1:33 p.m., noted that a quorum of the Board was present in each of the Districts, and confirmed qualification of the Directors to serve on the Board.

**RECORD OF PROCEEDINGS**

Hunters Overlook Metropolitan District Nos. 1 - 8

April 26, 2023

Page 2

**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 Schumacher, seconded by Director Ziegler, 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 [www.frommco.us/client-homd.html](http://www.frommco.us/client-homd.html) (The Overlook), [www.frommco.us/client-hc.html](http://www.frommco.us/client-hc.html) (Hunters Crossing) and [www.frommco.us/client-sr.html](http://www.frommco.us/client-sr.html) (Severance Reserve), at least 24 hours prior to the meeting, pursuant to Statute.

**APPROVAL OF MINUTES:**

The Board reviewed the Minutes of the special meeting held on November 21, 2022. Upon motion duly made by Director Buckendorf, seconded by Director Walter, and unanimously carried, the Board approved the Minutes as presented.

**FINANCIAL ITEMS:**

a. Payment of Claims. Ms. Fromm presented the listing of district claims to be ratified in the amount of \$275,488.08, represented by check numbers 01340 through 01365, and current listing of claims to be approved in the amount of \$61,660.93, represented by check numbers 01367 through 01372. Ms. Fromm presented the listing of HOWAE claims to be ratified in the amount of \$14,923.47 represented by check numbers 10091 – 10105, and current listing of claims to be approved in the amount of \$25,028.57, represented by check numbers 10106 through 10109. Discussion ensued. Director Buckendorf inquired as to the locate invoice and audit costs. Ms. Fromm reported that Xfinity has been laying wires within the community, which is why the invoice was high. Further discussion ensued pertaining to the need for the Xfinity lines, and damages being done to various properties, over the last several weeks. Mr. Walter reported he had seen

## **RECORD OF PROCEEDINGS**

Hunters Overlook Metropolitan District Nos. 1 - 8

April 26, 2023

Page 3

such damages and that it was definitely an issue. Mr. Buckendorf agreed to contact Xfinity for further information. Upon motion duly made by Director Buckendorf, seconded by Director Schumacher, and unanimously carried, the Board approved the payables for ratification and approval in the total amounts of \$337,149.01 (District) and \$39,952.04 (HOWAE).

b. Financial Statements. Ms. Fromm presented the financial statements dated March 31, 2023 to the Board. Upon motion made by Director Buckendorf, seconded by Director Ziegler, and unanimously carried, the Board accepted and approved the financial statements as presented.

c. 2023 Budget Amendments. Mr. O'Leary noted that budget amendments would be needed within District Nos. 1 and 5, in order to appropriate bond funds from the refunding that was being presented, noting that proper publication had been made to permit the Board to conduct a public hearing on said amendments. Director Buckendorf opened the public hearing. Ms. Fromm presented the budget amendments to the Board for review. Discussion ensued. Director Caldwell asked why the refunding was necessary and inquired as to the interest rates, and the current amount outstanding on the District No. 5 bonds. Mr. O'Leary reported that the District was attempting to refund the variable interest rate bonds to a tax-exempt bond, at a fixed rate, decreasing the interest rate from 10% (taxable) down to 8.5 % (tax-exempt) over a fixed period (of 30-years or less), with the rates on existing repayment obligations being at prime plus 2%. Ms. Fromm and Mr. O'Leary provided further explanations. The public hearing was closed. Upon motion duly made by Director Ziegler, seconded by Director Schumacher approved the budget amendment for District No. 1 as presented. With regard to the proposed budget amendment in District No. 5, Director Caldwell asked for a roll call of the vote for District No. 5's proposed amendment, with Directors Caldwell and Jenkins voting no in District No. 5, Directors Ziegler and Buckendorf voting yes in District No. 5. The proposed budget amendment for District No. 5 was denied with a 2 to 2 split vote.

## **LEGAL ITEMS:**

a. Consider Approval of District No. 5 Authorizing Resolution Regarding the Issuance of General Obligation Debt consisting of its Junior Lien Limited Tax General Obligation Bonds Series 2023C(3) in the aggregate principal amount of up to \$5,500,000, and authorizing the execution of an Indenture of Trust, Junior Lien Capital Pledge Agreement and related documents and determinations and findings valorem. Mr. O'Leary presented the Resolution to the Board, again noting that the bonds would be issued in tax exempt bonds, at a fixed, lower rate than what the District is currently paying on. Mr. Veio discussed in more detail, the terms and parameters for issuance of the District No. 5 bonds, pledge agreement and mill levy and interest rate provisions with the Board. Director Caldwell voiced further concerns with the issuance of the debt and repayment believing that this was restarting the debt for the Districts. The bond consultants explained that this was a refinancing of existing repayment obligations at a lower fixed tax-exempt rate, not a variable rate that is taxable. Mr. Lesser (member of the public) inquired as to whether

**RECORD OF PROCEEDINGS**

Hunters Overlook Metropolitan District Nos. 1 - 8

April 26, 2023

Page 4

or not the issuance of the debt would increase the mill levy on the residential tax statements. Mr. Veio, Mr. O'Leary, Ms. Fromm and Director Buckendorf provided further explanation, noting that the mill levy is capped at 50 mills, so property taxes would not be increased. Mr. Buckendorf stated the belief that the Board has a fiduciary responsibility to the District and residents, to keep bond costs and repayment as low as possible. Upon motion duly made by Director Ziegler, seconded by Director Buckendorf, with Directors Caldwell and Jenkins voting no in District No. 5, the Authorizing Resolution to issue debt at \$5,500,000 failed with a 2 to 2 split vote.

b. Consider Approval of District No. 2 Resolution approving the issuance of General Obligation Debt consisting of a Junior Lien Capital Pledge Agreement to be entered into by and among District No. 2, District No. 3, District No. 4, District No. 5 and District No. 6 (Pledge Agreement") in connection with issuance by District No. 5 of Junior Lien Limited Tax General Obligation Bonds Series 2023C(3) in the aggregate principal amount of up to \$5,500,000, and authorizing the imposition of ad valorem property taxes by District No. 2 for application to the payment of the Series 2023C(3) Bond pursuant to the terms of such Junior Lien Capital Pledge Agreement. Mr. Veio and Mr. O'Leary provided further explanation to the general public and board members, outlining the structure and format for the proposed issuance and the proposal that District No. 2 collect property taxes which are then transferred to the District issuing the bonds to pay towards the proposed Bonds. Questions were raised as to how this could proceed without the support of District No. 5. Mr. Buckendorf reported that further options would need to be discussed and agreed to report back to the Board with additional options, and a subsequent meeting date.

Mr. O'Leary asked for a vote of the board based upon the documents presented and discussion. Upon motion duly made by Director Ziegler, seconded by Director Schumacher and unanimously carried, the Board of District No. 2 approved resolution authorizing the execution and delivery of the Pledge Agreement referred to in paragraph (b) requiring the imposition of ad valorem property taxes by District No. 2 and No. 2 and payment of the same to or at the direction of District No. 5 for application to the payment of the Series 2023C(3) Bonds and other obligations identified therein, and including execution, issuance, and delivery of documents necessary to complete the Series 2023C(3) Bonds transaction and related documents; and making the determination and finding as to matters related to such transactions and also authorizing incidental actions and repealing prior inconsistent actions.

c. Consider Approval of District No. 3 Resolution approving the issuance of General Obligation Debt consisting of a Junior Lien Capital Pledge Agreement to be entered into by and among District No. 2, District No. 3, District No. 4, District No. 5 and District No. 6 (Pledge Agreement") in connection with issuance by District No. 5 of Junior Lien Limited Tax General Obligation Bonds Series 2023C(3) in the aggregate principal amount of up to \$5,500,000, and authorizing the imposition of ad valorem property taxes by District No. 3 for application to the payment of the Series 2023C(3) Bond pursuant to the terms of such Junior Lien Capital Pledge Agreement.

**RECORD OF PROCEEDINGS**

Hunters Overlook Metropolitan District Nos. 1 - 8

April 26, 2023

Page 5

Upon motion duly made by Director Walter, seconded by Director Ziegler and unanimously carried, the Board of District No. 3 approved resolution authorizing the execution and delivery of the Pledge Agreement referred to in paragraph (b) requiring the imposition of ad valorem property taxes by District No. 3 and No. 3 and payment of the same to or at the direction of District No. 5 for application to the payment of the Series 2023C(3) Bonds and other obligations identified therein, and including execution, issuance, and delivery of documents necessary to complete the Series 2023C(3) Bonds transaction and related documents; and making the determination and finding as to matters related to such transactions and also authorizing incidental actions and repealing prior inconsistent actions.

d. Consider Approval of District No. 4 Resolution approving the issuance of General Obligation Debt consisting of a Junior Lien Capital Pledge Agreement to be entered into by and among District No. 2, District No. 3, District No. 4, District No. 5 and District No. 6 (Pledge Agreement”) in connection with issuance by District No. 5 of Junior Lien Limited Tax General Obligation Bonds Series 2023C(3) in the aggregate principal amount of up to \$5,500,000, and authorizing the imposition of ad valorem property taxes by District No. 4 for application to the payment of the Series 2023C(3) Bond pursuant to the terms of such Junior Lien Capital Pledge Agreement.

Upon motion duly made by Director Kidder, seconded by Director Schumacher and unanimously carried, the Board of District No. 4 approved resolution authorizing the execution and delivery of the Pledge Agreement referred to in paragraph (b) requiring the imposition of ad valorem property taxes by District No. 4 and No. 4 and payment of the same to or at the direction of District No. 5 for application to the payment of the Series 2023C(3) Bonds and other obligations identified therein, and including execution, issuance, and delivery of documents necessary to complete the Series 2023C(3) Bonds transaction and related documents; and making the determination and finding as to matters related to such transactions and also authorizing incidental actions and repealing prior inconsistent actions.

e. Consider Approval of District No. 6 Resolution approving the issuance of General Obligation Debt consisting of a Junior Lien Capital Pledge Agreement to be entered into by and among District No. 2, District No. 3, District No. 4, District No. 5 and District No. 6 (Pledge Agreement”) in connection with issuance by District No. 5 of Junior Lien Limited Tax General Obligation Bonds Series 2023C(3) in the aggregate principal amount of up to \$5,500,000, and authorizing the imposition of ad valorem property taxes by District No. 6 for application to the payment of the Series 2023C(3) Bond pursuant to the terms of such Junior Lien Capital Pledge Agreement.

Upon motion duly made by Director Schumacher, seconded by Director Ziegler and unanimously carried, the Board of District No. 6 approved resolution authorizing the execution

**RECORD OF PROCEEDINGS**

Hunters Overlook Metropolitan District Nos. 1 - 8

April 26, 2023

Page 6

and delivery of the Pledge Agreement referred to in paragraph (b) requiring the imposition of ad valorem property taxes by District No. 6 and No. 6 and payment of the same to or at the direction of District No. 5 for application to the payment of the Series 2023C(3) Bonds and other obligations identified therein, and including execution, issuance, and delivery of documents necessary to complete the Series 2023C(3) Bonds transaction and related documents; and making the determination and finding as to matters related to such transactions and also authorizing incidental actions and repealing prior inconsistent actions.

f. Consider Approval and Ratification of Engagement of Bond Consultants and Financial Consultants for Issuance of the District No. 5 2023C(3) Bonds. Upon motion duly made by Director Ziegler, seconded by Director Buckendorf, with Directors Caldwell and Jenkins voting no in District No. 5, the Approval and Ratification of Engagement of Bond Consultants and Financial Consultants for the issuance of the District No. 5 2023C(3) Bonds failed with a 2 to 2 split vote.

**MANAGEMENT ITEMS:**

Ms. Fromm reiterated the issues with Xfinity and Mr. Buckendorf noted that follow-up on the issue would be done.

**OTHER MATTERS:**

Director Coombes requested to see copies of District Nos. 1 and 5 financial statements, noting that it would be helpful to see those in order to more fully process all of the financial information, relationship and transfers between the various districts. Ms. Fromm agreed to forward along the statements, as requested.

**PUBLIC COMMENT:**

Several members of the public were present to comment. Mr. Russell within District No. 5 presented concerns pertaining to irrigation costs and watering restrictions, noting that he believed that the \$540 per year was almost double as to several other providers that he had researched. Mr. Buckendorf agreed to have a further discussion with Mr. Russell pertaining to the costs and, after the meeting and requested that Mr. Russell provide him with his research. Mr. Lightfoot also expressed concerns with the costs of the non-potable water and the turn-on/off date, asking why it could not go on earlier in-line with the Windsor turn-on date. Mr. Buckendorf noted that getting the District water supply to the communities is a process, and that the supply must be released into the ditch before that can happen. Several factors contribute to when that is, but that typically the supply is turned on around May 15<sup>th</sup> and shut-off around October 15<sup>th</sup>. It was noted that those dates can change depending on the various contributing factors, but that the District does its best to ensure the water supply for that time-period but again, does not have control over the water

**RECORD OF PROCEEDINGS**

Hunters Overlook Metropolitan District Nos. 1 - 8

April 26, 2023

Page 7

supply and/or release. Director Caldwell presented concerns from the general public pertaining to the common area watering and times, stating that he believed that the system should not be running during the day and should therefore be run at night. Directors Buckendorf and Schumacher responded noting that the common areas are watered at the most optimal time for the supply and pressure, depending on residential usage, and that altering the time to at night does not make that possible. Director Caldwell reiterated his frustrations with the irrigation system and watering times, stating that he had been approached by several members of the general public, expressing the same frustrations. It was Director Walter presented concerns pertaining to the driving speeds within the community and requested that speed limit signs be posted accordingly. Director Buckendorf agreed to look into the matter, but noted that cost, location and overall compliance might be difficult, as there is really no way for the District to enforce the issue. Mr. Buckendorf also requested that residents contact the Town with particular traffic concerns and/or violations, as the Town owns and operates the streets and is able to police such matters, but again, that he would do some research and follow-up.

**ADJOURNMENT:**

There being no further business to come before the Board and upon motion duly made by Director Kidder, seconded by Director Ziegler, and unanimously carried, the meeting was adjourned at 2:27 p.m., with the understanding that an additional meeting would be called pertaining to alternative options for the bond issuance or refinancing of existing payment obligations at lower interest and favorable terms.

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