

RECORD OF PROCEEDINGS
MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS
OF THE HIDDEN VALLEY FARM METROPOLITAN DISTRICTS NOS. 1-4

HELD: Friday, June 23, 2023 at 1:00 PM via teleconference.

ATTENDANCE:

The Special Meeting of the Boards of Directors of the Hidden Valley Farm Metropolitan Districts Nos. 1-4 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present:

Jeffrey Mark (District Nos. 1-4)
S. Alan Vancil (District Nos. 1-4)
Chasity McMorrow (District Nos. 1, 3 & 4)
David Cocolin (District Nos. 1-4) (*joined late*)
Dale Boresen (District No. 2)
Rick Vandenberg (District No. 4)

Directors absent and excused were:

Gerald Gunning (District No. 2)

Also present were:

Alex Carlson and Lane Melott of Centennial Consulting Group
David O'Leary of Spencer Fane, P.C.
K.C. Veio of Kline Alvarado Veio, P.C.
Seef LeRoux of CliftonLarsonAllen, LLP

CALL TO ORDER:

Mr. Carlson called the meeting to order at 1:01 p.m., noting that a quorum was present.

DISCLOSURES, CONFLICTS OF INTEREST, QUORUM:

Mr. Carlson and the Boards discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Boards of Directors and to the Secretary of State. It was noted that meeting notice had been posted in accordance with statutory requirements and a quorum of the Boards of Directors of the Districts was present in each of the Districts. It was noted that all Directors' Disclosure Statements had been filed by the statutory deadline.

APPROVAL OF MEETING AGENDA:

The Boards reviewed and considered approving the agenda. Following discussion, upon a motion by Director Mark, seconded by Director McMorrow and unanimously carried, the Boards approved the agenda as presented.

PUBLIC COMMENT ON NON-AGENDA ITEMS:

None.

FINANCIAL ITEMS

A. Ratify and Approve Payment of Claims:

Alan Vancil and Alex Carlson presented and discussed the ratification of payment of claims and reviewed them with the Boards of Directors. The Boards discussed claims requiring Board approval and ratification. Following review and discussion, upon motion made by Director Mark seconded by Director Vandenberg and unanimously carried, the Boards ratified the claims presented for payment.

B. Financial Report:

Director Vancil presented the financial report. The Boards reviewed and discussed. Following review and discussion, upon motion made by Director Mark seconded by Director Vandenberg and unanimously carried, the Boards approved the financial report as presented.

LEGAL ITEMS

A. Election Update:

Mr. O'Leary presented the Election Update noting that three directors were re-elected for an additional term of office.

B. Election of Officers:

Following review and discussion it was discussed that the Boards would like to reaffirm the current slate of officers of the Districts. Upon a motion by Director Vancil, seconded by director Vandenberg, and unanimously carried, the Boards appointed officers as shown below:

Jeffery Mark – President

S. Alan Vancil – Secretary/Treasurer

David Cocolin – Vice President/Asst. Secretary/Asst. Treasurer

Dale Borezen – Asst. Secretary/Asst. Treasurer

Rick Vandenburg – Asst. Secretary/Asst. Treasurer

C. Legislative Memorandum:

Mr. O'Leary presented the Legislative Memorandum and discussed the matters with the Boards.

D. Consider for Adoption a Resolution to Approve and Accept as Eligible for Reimbursement to Eagle Development Company Pursuant to the Developer Agreements (as defined in such Resolution) \$8,430,000 in Capital Costs of Public Improvements:

The Boards discussed the Resolution to Approve and Accept as Eligible expenses for Reimbursement to Eagle Development Company Pursuant to the Developer Agreements of \$8,430,000 in Capital Costs of Public Improvements. It was noted that confirmation and certifications from both the District Engineer and CliftonLarsonAllen were provided certifying and verifying eligible public improvement costs as authorized by the Service Plan (as amended)

and the Funding and Reimbursement Agreements with the Districts. Following Discussion upon a motion made by Director Mark, seconded by Director McMorrow and upon vote, unanimously carried, the Boards adopted the resolution and authorized the District consultants to take such additional action as necessary to certify costs, update current promissory notes and coordinate payment or repayments with the use of bond proceeds and district funds as previously authorized and further discussed in this meeting.

- E. **Review and Consider for Approval of payment to Eagle Development Company and Tralon Homes under the Improvement Acquisition Agreement and/or Advance and Reimbursement Agreement (Capital Costs) Pursuant to Cost Certification:** The Boards discussed the reimbursement of capital costs to Eagle Development Company and the request for reimbursement in accordance with verified eligible costs and the District funding and reimbursement agreements. Following discussion upon a motion made by Director Mark, seconded by Director McMorrow and upon vote, unanimously carried, the Boards approved the payment or repayments out of authorized funds, pursuant to the Improvement Acquisition Agreement and/or the Advance and Reimbursement Agreement pursuant to the Cost Certification.
- F. **Review and Consider for Approval of Project Funding Requisition under Indenture of Trust:** The Boards discussed approving the Project Funding Requisition under the Indenture of Trust. Mr. O’Leary and Mr. Veio reviewed and discussed the process, procedure and approvals/verifications required by the current bond agreements and Indenture of Trust and answered questions of the Boards. Following discussion and upon a motion made by Director Mark, Seconded by Director McMorrow and upon vote, unanimously carried, the Boards approved the Funding Requisition under the Indenture of Trust.
- G. **Review and Consider for Approval Reimbursement Resolution for Hidden Valley Filings 5 and 6:** The Boards discussed the Reimbursement Resolution for Hidden Valley Filings 5 and 6 as presented. Following discussion upon a motion made by Director Mark, Seconded by Director McMorrow and upon vote, unanimously carried, the Boards approved the Reimbursement Resolution for Hidden Valley Filings 5 and 6.
- H. **Review and Consider for Approval Transfer and Assignment of Public Improvements from Hidden Valley Metropolitan District No. 1 to Hidden Valley Metropolitan District No. 4:** The Boards Considered the Transfer and Assignment of Public Improvements from Hidden Valley Metropolitan District No. 1 to Hidden Valley Metropolitan District No. 4. Following discussion and upon a motion made by Director Mark, Seconded by Director McMorrow and upon vote, unanimously carried, the Board approved the Transfer and Assignment of Public Improvements from Hidden Valley Metropolitan District No. 1 to Hidden Valley Metropolitan District No. 4 for ownership, operation and maintenance of those improvements not otherwise dedicated to the Town, or applicable water or sewer district.

DISTRICT MATTERS:

- A. **Landscape Installation and Maintenance:**
The Board discussed the landscape installation and maintenance. Director Vandenberg reviewed and discussed the current issues and landscaping matters and concerns with the Board. Jeff Mark indicated that he would work with EarthX on resolution of any warranty work, installation of clocks or repairs and any additional matters with the District contractor.

OTHER BUSINESS:

None.

ADJOURNMENT:

Following discussion, upon motion duly made by Director Mark, seconded by Director Vandenberg, and unanimously carried, the meeting was adjourned.

The foregoing minutes constitute a true and correct copy of the minutes of the June 23, 2023 meeting and were approved by the Boards of Directors of Hidden Valley Farm District Nos. 1-4.

S. Alan Vancil
S. Alan Vancil (Jan 24, 2024 08:38 MST)

Secretary for the Meeting