

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
HORIZON METROPOLITAN DISTRICT NO. 3 (THE "DISTRICT")
HELD
NOVEMBER 4, 2021

A special meeting of the Board of Directors (referred to hereafter as the "Board") of the District was convened on Thursday, November 4, 2021, at 9:00 a.m. via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Karen Voit, President
Jason Rutt, Secretary
Lisa Garcia, Treasurer
Steven Oser, Assistant Secretary

Also, In Attendance Were:

Matt Urkoski, Rebecca Mannie, and Margaret Henderson; CliftonLarsonAllen LLP
Megan Becher, Esq.; McGeady Becher P.C.
Eric Keesen; BrightView Landscape Services, Inc.
David Crowder; Board Candidate

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: Director Voit called the meeting to order at 9:06 a.m. The Board reviewed the agenda for the special meeting. Following review, upon a motion duly made by Director Garcia, seconded by Director Voit and, upon vote, unanimously carried, the Board approved the agenda, as presented.

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 Becher 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.

Quorum, Location of Meeting and Posting of Meeting Notice: A quorum was confirmed. 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. Following discussion, and upon motion duly made by Director Voit, seconded by Director Garcia, and, upon vote, unanimously carried, the Board determined to conduct this meeting via Microsoft Teams, without any

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individuals (neither District representatives nor the general public) attending in person. The Board further noted that notice providing the time, date and video link information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries were received.

Appointment of Qualified Candidate to the Board: The Board discussed the vacancy on the Board. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was published in a newspaper having general circulation in the District and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, eligible elector, David Crowder, was nominated to serve on the Board. Following discussion, upon motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board appointed David Crowder to fill the vacancy on the Board. The Oath of Office was administered.

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

President:	Karen Voit
Secretary:	Jason Rutt
Treasurer:	Lisa Garcia
Assistant Secretary:	Steven Oser
Assistant Secretary:	David Crowder

Public Comment: There was no public comment.

Minutes from the August 5, 2021 Special Meeting of the District: The Board reviewed the Minutes of the District's August 5, 2021 Special Board Meeting. Following review, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board approved the Minutes, as presented.

FINANCIAL MATTERS

Master Service Agreement by and between the District and CliftonLarsonAllen LLP ("CLA") and Related Statement(s) of Work: Ms. Henderson reviewed the Agreement and Statements of Work with the Board. Following review and discussion, upon a motion duly made by Director Voit, seconded by Director Rutt and, upon vote, unanimously carried, the Board approved the Master Service Agreement by and between the District and CLA and related Statement(s) of Work.

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Public Hearing on Amendment to 2021: Director Voit opened the public hearing to consider an amendment to the 2021 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2021 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 the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Henderson presented the 2021 Budget Amendment to the Board. Following discussion, upon motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board approved the 2021 Budget Amendment and adopted the Resolution to Amend the 2021 Budget, as presented.

Preparation of 2022 Budget: Following discussion, upon a motion duly made by Director Rutt, seconded by Director Garcia and, upon vote, unanimously carried, the Board ratified the appointment of the District Accountant to prepare the 2022 Budget.

Public Hearing on the 2022 Budget: Director Voit opened the public hearing to consider the proposed 2022 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2022 budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Henderson reviewed the estimated 2021 expenditures and the proposed 2022 expenditures with the Board.

Upon motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board approved the 2022 Budget, subject to inclusion of revisions discussed, and considered adoption of the Resolution to Adopt the 2022 Budget and Appropriate Sums of Money and the Resolution to Set Mill Levies (General Fund: 10.000 mills; Debt Service Fund: 30.000; ARI: 1.000; for a total mill levy of 41.000 mills.) Following discussion, upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Arapahoe County not later than December 15, 2021 and the

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Certification of Budget to the Division of Local Government no later than January 30, 2022.

DLG-70 Mill Levy Certification Form: Following discussion, upon a motion duly made by Director Voit, seconded by Director Garcia 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.

Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan: Attorney Becher reviewed the Resolution with the Board. Following review, upon a motion duly made by Director Voit, seconded by Director Rutt and, upon vote, unanimously carried, the Board adopted the Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan, as presented.

Preparation of 2023 Budget: Following discussion, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2023 Budget.

2021 Application for Exemption from Audit: Following discussion, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2021 Applications for Exemption from Audit.

Other: None.

LEGAL MATTERS

May 3, 2022 Regular Director Election Regarding New Legislative Requirements and Related Expenses for Same: Attorney Becher updated the Board regarding legislative changes that will impact future district elections.

Resolution Calling Regular Election for Directors on May 3, 2022, Appointing the DEO and Authorizing the DEO to Perform All Tasks Required for the Conduct of a Mail Ballot Election: Attorney Becher presented the Resolution to the Board, noting that all director seats are up for election in 2022. Following review, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board adopted the Resolution Calling Regular Election for Directors on May 3, 2022 as presented, appointed the DEO and authorized the DEO to perform all tasks required for the conduct of a mail ballot election.

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Requisition No. 2 (pursuant to Invoice Verification Letter, prepared by 68West Engineering, Inc.) for Reimbursement of District Eligible Public Improvement Costs to Lendlease Horizon Holdings LLC under the Facilities Funding and Acquisition Agreement by and between the District and Lendlease Horizon Holdings LLC: Attorney Becher presented Requisition No. 2 to the Board. Following review, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board acknowledged the authorization of Requisition No. 2 (pursuant to Invoice Verification Letter, prepared by 68West Engineering, Inc.) for Reimbursement of District Eligible Public Improvement Costs to Lendlease Horizon Holdings LLC under the Facilities Funding and Acquisition Agreement by and between the District and Lendlease Horizon Holdings LLC, as presented.

Status of Engineer's Report and Verification of Costs Associated with Public Improvements, Engineer's Report and Verification of Costs No. 2, prepared by Schedio Group LLC: This item was deferred.

Requisition No. 3 (pursuant to Engineer's Report and Verification of Costs No. 2, prepared by Schedio Group LLC) for Reimbursement of District Eligible Public Improvement Costs to Lendlease Horizon Holdings LLC under the Facilities Funding and Acquisition Agreement by and between the District and Lendlease Horizon Holdings LLC: This item was deferred.

First Amendment to Resolution No. 2020-02-04; Regarding Colorado Open Records Act Requests for the District: Attorney Becher reviewed the First Amendment to the Resolution with the Board. Following review, upon a motion duly made by Director Rutt, seconded by Director Voit and, upon vote, unanimously carried, the Board approved the First Amendment to Resolution No. 2020-02-04; Regarding Colorado Open Records Act Requests for the District, as presented.

Other: Attorney Becher informed the Board that she will be resigning as General Counsel for the District after 2021. Mr. Crowder inquired about the inclusions and boundaries for District Nos. 4-10. Attorney Becher stated that this will occur prior to December 15, 2021 and she will be assisting in that process prior to her departure.

MANAGER MATTERS

Resolution Establishing Regular Meeting Dates, Time, and Location, and Designating Posting Location for 24-Hour Notices: The Board discussed business to be conducted, location of meetings and regular meeting dates in 2022. Mr. Urkoski presented the related Resolution to the Board. Following review, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board adopted the Resolution Establishing Regular Meeting Dates, Time, and Location, and Designating Posting Location for 24-Hour Notices, as presented.

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District Insurance and Special District Association (“SDA”) Membership:

Mr. Urkoski reviewed the District’s insurance renewal process with the Board. Following review, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board approved the renewal of the District’s insurance, insurance schedules, and SDA Membership, subject to manager and Director Voit review. Director Voit noted that she would like to maintain higher insurance limits.

Section 32-1-809, C.R.S. (District Transparency Notice):

Following discussion, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board directed the District Manager to post the Transparency Notice on the SDA website, in compliance with the requirements of Section 32-1-809, C.R.S.

Status of Conveyance of Certain Tracts to District for Ownership and Maintenance. Authorize Necessary Actions in Connection Therewith:

Director Voit informed the Board that she is working to identify the infrastructure and tracts to be acquired by the District.

Quality Site Assessment and 2022 Landscape Budget from Brightview Landscape Services, Inc.:

Mr. Keesen reviewed the Quality Site Assessment and 2022 Landscape Budget with the Board. No action was taken.

OTHER BUSINESS

Date and Time for Special Meetings to Return Horizon Metropolitan District Nos. 4-10 to Active Status:

It was noted that a meeting will be held to return District Nos. 4-10 to active status on December 7, 2021 at 12:00 p.m. via Microsoft Teams.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board adjourned the meeting at 10:14 a.m.

Respectfully submitted,

DocuSigned by:

Jason Rutt

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Secretary for the Meeting