

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
HORIZON METROPOLITAN DISTRICT NO. 3 (THE "DISTRICT")
HELD
DECEMBER 7, 2021

A special meeting of the Board of Directors (referred to hereafter as the "Board") of the District was convened on Tuesday, December 7, 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
David Crowder, Jr., Assistant Secretary

Also, In Attendance Were:

Josh Miller, Shauna D'Amato, Stephanie Odewumi and Margaret Henderson;
CliftonLarsonAllen LLP
Megan Becher, Esq.; McGeady Becher P.C.
Alan Pogue, Esq.; Icenogle Seaver Pogue, P.C.

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: Mr. Miller called the meeting to order at 12:04 p.m. The Board reviewed the agenda for the special meeting. Following review, upon a motion duly made by Director Voit, seconded by Director Garcia 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

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determined that due to concerns regarding the spread of COVID-19 and the benefits to the control of the virus by limiting in-person contact, this meeting was conducted via Microsoft Teams, without any 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.

Public Comment: There was no public comment.

Minutes of the November 4, 2021 Special Meeting of the District: The Board reviewed the Minutes of the District's November 4, 2021 Special Board Meeting. Following review, upon a motion duly made by Director Voit, seconded by Director Crowder and, upon vote, unanimously carried, the Board approved the Minutes, as presented.

FINANCIAL MATTERS

Unaudited Financial Statements dated October 31, 2021 for the District: Following review, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board accepted the Unaudited Financial Statements dated October 31, 2021, as presented.

Payment of Prior Claims in the Amount of \$48,853.12: Following review, upon a motion duly made by Director Rutt, seconded by Director Voit and, upon vote, unanimously carried, the Board ratified the approval of the payment of prior claims in the amount of \$48,853,12, as presented.

LEGAL MATTERS

Amendment to Facilities Funding, Construction and Operation Agreement by and among the Districts and Horizon Metropolitan District No. 4: It was noted that there are no changes to report at this time.

Proposed 2022 Bond issuance: This item was not discussed.

Matters related to transition of District General Counsel. Consider approval of Engagement Letter by and between the District, Horizon Metropolitan District Nos. 1, 2, 4, 5, 6, 7, 8, 9 and 10 and Icenogle Seaver Pogue: Following discussion, upon a motion duly made by Director Voit, seconded by Director Crowder and, upon vote, unanimously carried, the Board approved the Engagement Letter by and between the District, Horizon Metropolitan District Nos. 1, 2, 4, 5, 6, 7, 8, 9 and 10 and Icenogle Seaver Pogue effective January 1, 2022, as presented.

Prior adoption (on November 4, 2021) of Resolutions Calling May 3, 2022 Elections for Directors, appointing Designated Election Official ("DEO") and authorizing the DEO to perform all tasks required for the conduct of

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mail ballot elections: Following discussion, upon a motion duly made by Director Rutt, seconded by Director Crowder and, upon vote, unanimously carried, the Board rescinded prior adoption of Resolution Calling May 3, 2022 Election for Directors, appointing Designated Election Official and authorizing the DEO to perform all tasks required for the conduct of mail ballot elections.

Resolutions Calling May 3, 2022 Elections for Directors, appointing Designated Election Official (“DEO”) and authorizing the DEO to perform all tasks required for the conduct of mail ballot elections: Following discussion, upon a motion duly made by Director Rutt, seconded by Director Crowder and, upon vote, unanimously carried, the Board adopted the Resolution Calling May 3, 2022 Elections for Directors, appointing Designated Election Official and authorizing the DEO to perform all tasks required for the conduct of mail ballot elections, as presented.

OTHER BUSINESS

Status of Development and Plans for 2022: No update was provided.

ADJOURNMENT

There being no further business to come before the Board at this time, Attorney Becher adjourned the meeting at 12:32 p.m.

Respectfully submitted,

DocuSigned by:

Jason Rutt

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Secretary for the Meeting