

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
HORIZON METROPOLITAN DISTRICT NO. 3 (THE "DISTRICT")
HELD
AUGUST 5, 2021

A special meeting of the Board of Directors (referred to hereafter as the "Board") of the District was convened on Thursday, August 5, 2021, at 9:00 a.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

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

The absence of Secretary Rutt was noted and excused.

Also, In Attendance Were:

Nic Carlson & Jason Carroll; CliftonLarsonAllen LLP
Megan Becher, Esq.; McGeady Becher P.C.
Eric Keesen; BrightView Landscape Services, Inc.

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: Director Voit called the meeting to order at 9:05 a.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 amended.

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

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meeting. Following discussion, and upon motion duly made by Director Voit, seconded by Director Garcia, and, upon vote, unanimously carried, the Board 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.

Resignation of Iris KirkPilger from the Board of Directors of the District:

Following discussion, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board acknowledged the resignation of Iris KirkPilger from the Board of Directors of the District.

Vacancy on the Board of Directors of the District: The Board discussed the vacancy created by the resignation of Iris KirkPilger and directed District staff to publish a Notice of Vacancy.

Public Comment: There was no public comment.

Minutes from the July 9, 2021 Special Meeting of the District: The Board reviewed the Minutes of the District's July 9, 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

Other: None.

LEGAL MATTERS

Horizon Metropolitan District No. 2 2021 Bond Issuance: Attorney Becher provided an update regarding status and timing of closing of Horizon Metropolitan District No. 2's 2021 Bond issuance.

Verified District Eligible Expenditures and Cost Certification Report prepared by Schedio Group LLC: Attorney Becher and Mr. Carroll reviewed the Engineer's Report and Verification of Costs Associated with Public Improvements, prepared by Schedio Group LLC ("Schedio Cost Certification Report"). Following review, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board accepted the Schedio Cost Certification Report, as presented.

Verified District Eligible Expenditures and Invoice Verification Letter, prepared by 68West Engineering, Inc.: Attorney Becher and Mr. Carroll

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reviewed the Invoice Verification Letter, prepared by 68West Engineering, Inc. (“68West Cost Certification Report”). Following review, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board accepted the 68West Cost Certification Report, as presented.

Requisition Nos. 1 and 2 for Reimbursement of District Eligible Public Improvement Costs to LendLease Horizon Holdings LLC under the Facilities Funding and Acquisition Agreement between the District and LendLease Horizon Holdings LLC: Requisition No. 1 (related to the Schedio Cost Certification Report) was reviewed with the Board, and it was noted that the District Accountant would prepare Requisition No. 2 (related to the 68West Cost Certification Report). Following discussion, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board acknowledged Horizon Metropolitan District No. 1’s approval of Requisition Nos. 1 and 2 and authorized reimbursement of district eligible public improvement costs to LendLease Horizon Holdings LLC under the Facilities Funding and Acquisition Agreement between Horizon Metropolitan District No. 1 and LendLease Horizon Holdings LLC, as presented.

MANAGER
MATTERS

Other: None.

OTHER BUSINESS

Other: None.

ADJOURNMENT

There being no further business to come before the Board at this time, Director Voit adjourned the meeting at 9:18 a.m.

Respectfully submitted,

DocuSigned by:

Jason Rutt

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Secretary for the Meeting