

MINUTES OF THE JOINT SPECIAL MEETING OF THE  
BOARDS OF DIRECTORS

MORGAN HILL METROPOLITAN DISTRICT NOS. 1, 2  
AND 3

Held: April 21, 2021 at 10:30 A.M., via Conference Call.

Attendance/Qualification

A joint special meeting of the Boards of Directors of Morgan Hill Metropolitan District Nos. 1, 2 and 3 was held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Boards, were in attendance:

Jon R. Lee  
Jessica Brothers  
Steve Rane

*Also present for the District: K. Sean Allen, Esq., White, Bear, Ankele, Tanaka & Waldron, Attorneys at Law.*

Combined Meeting

The Boards of Directors of the Districts have determined to hold a joint meeting of the Districts and to prepare joint minutes of actions taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order/Quorum

Director Lee noted that a quorum of the Districts' Boards was present and called the meeting to order.

Disclosure Matters

Mr. Allen advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Allen reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Allen noted that a quorum was present and inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Approval of Agenda

The Boards reviewed the agenda. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the agenda.

Approval of Minutes  
March 18, 2021

The minutes of the March 18, 2021 meeting were submitted to the Boards for approval. Following discussion, upon motion duly made and seconded the Boards approved the minutes as presented.

## **Construction Update**

Director Lee reported on the Filing No. 1 home sales and ongoing public improvement construction in Filing No. 3. Director Lee also indicated that District No. 3 perform public improvement construction in Filing No. 2.

Approval/Ratification of  
Public Improvement  
Construction Contract(s) by  
District; Contract Bids and  
Awards, Construction  
Budgets

Discussion regarding public improvement construction contracts and change orders for District No. 3. Following discussion, upon a motion duly made and seconded, the Board approved the contracts and change orders.

Discuss Developer  
Construction of Public  
Improvements; Developer  
Construction Cost  
Reimbursement  
Application; Engagement of  
Engineer for Certified Cost  
Services

Director Rane indicated that CDG Morgan Hill, Inc., is expected to construct some of the public improvements commencing in late 2021 or first quarter 2022, and will seek reimbursement for such costs. Following discussion, upon a motion duly made and seconded, the Boards authorized engagement of IDES to have the developer reimbursement applications evaluated and the costs certified.

## **Financial Matters**

Financial Statements and  
Payables

Director Rane presented the financial statements date March 31, 2021, current and interim payables for approval. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the financial statements and ratified the payables.

2020 Audit

The Boards reviewed the District Nos. 1-3 Audits. Following discussion, upon a motion duly made and seconded, the Boards approved the audits.

## General Matters

Consider Approval of 2021 Annual Administrative Resolution	The Boards reviewed the 2021 Annual Administrative Resolution. Following discussion, upon a motion duly made and seconded, the Boards adopted the resolution.
District Website	Mr. Rane noted the website is live.
2021 Accounting/Construction Management Renewal and Rates	The Boards reviewed the 2021 Accounting/Construction Management Renewal and Rates. Following discussion, upon a motion duly made and seconded, the Boards approved management renewal and rates.
Discuss District Nos. 2-3 Boundary Adjustment/Final Plat	The Board engaged in a general discussion and noted that certain boundary lines need adjustment to remedy certain lots being bisected. Director Lee noted that he has asked for Town consent for boundary changes per the service plan requirement.
Next Regular Meeting	The next regular meeting is October 28, 2021.
Adjournment	There being no further business to come before the Boards, and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting. The foregoing minutes were approved by the Boards of Directors on October 28, 2021, and constitute a true and correct copy of the minutes of the above-referenced meeting.

*Steve Rane*  
Steve Rane (Nov 24, 2021 09:32 MST)

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Secretary for the Meeting