

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

HARVEST JUNCTION METROPOLITAN DISTRICT

Held: Wednesday, March 27, 2019, at 10:00 A.M. at 7887 E. Belleview Avenue, Suite 475, Denver, CO 80111

Attendance

The special meeting of the Board of Directors of the Harvest Junction Metropolitan District was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

John Lynass
Guillermo Accame

Also present was: Michael Davis, Miller & Associates Law Offices, LLC; and Kevin Collins and Caltara Zoellner-Gillespie, CliftonLarsonAllen, LLP.

Call to Order

Mr. Davis noted that a quorum of the Board was present and the Directors confirmed their qualification to serve.

Disclosure Matters

Mr. Davis advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Director Lynass disclosed his interests as an owner of property within the District; and the fact that he is an employee of Panattoni Development Company, Inc., which may participate in transactions with the District as the developer of property within the District, including an Advance and Reimbursement Agreement with the District. These disclosures are associated with items on the agenda that may affect Director Lynass's interests.

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Director Accame disclosed his interests as an owner of property within the District; and the fact that he is employed by Panattoni Development Company, Inc., which may develop property within the District, including an Advance and Reimbursement Agreement with the District. These Disclosures are associated with approval of items on the agenda that may affect Director Accame's interests.

Written disclosures of the interests of all of the directors were filed with the Secretary of State prior to the meeting.

Approval of Minutes – The minutes for the November 9, 2018 meeting were reviewed by
November 9, 2018 the Board. Upon motion by Director Accame and second by Director Lynass, the Board unanimously approved the minutes as presented.

Public Hearing to Consider Mr. Collins presented the proposed budget amendment for 2018.
2018 Budget Amendment Ms. Miller noted that notice of the public hearing for the budget was posted in accordance with Colorado law. Upon motion by Director Accame and second by Director Lynass, Director Lynass opened the public hearing. No one providing any comments to the budget, upon motion by Director Accame and second by Director Lynass, Director Lynass closed the hearing.

Approval of 2018 Budget Upon review and discussion of the 2018 budget amendment and
Amendment upon the motion of Director Accame and second of Director Lynass, the Board unanimously approved the proposed budget amendment for 2018, and appropriated the funds therefor.

Consider Ratification and Mr. Collins presented the accounts payable records from the
Approval of Payables from District for the period November 9, 2018 through March 23, 2019.
November 9, 2018 to March Upon a motion by Director Accame and second by Director
23, 2019 Lynass, the Board voted unanimously to accept and ratify the payments.

Review Quarterly Financial Mr. Collins presented the Board with the Quarterly Financial
Statements ending February 28, 2019. Upon review and discussion
Statements and upon the motion of Director Accame and Second by Director Lynass, the Board unanimously approved the unaudited quarterly financial statements.

Consider Approval of 2018 Mr. Collins presented a draft version of the District's unaudited
Audit financial statements for 2018. After discussion and upon motion
by Director Accame and second by Director Lynass, the Board unanimously agreed to approve the 2018 financial statements for the purpose of the 2018 audit, subject to final accounting and legal

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review and the filing thereof with the State Auditor's Office by July 30, 2019.

Review and Consider
Acceptance of the District's
Annual Report for 2018

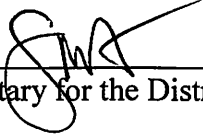
Mr. Davis presented a draft of the District's annual report for 2018. Upon a motion by Director Accame and second by Director Lynass, the Board voted unanimously to accept and approve the 2018 annual report.

Other Business

The Board discussed the next regular meeting scheduled for Monday, May 6, 2019 at 3:00 P.M. The Board unanimously decided to cancel the next regular meeting.

Adjournment

There being no further business to come before the Board, upon motion and second, the Board unanimously adjourned the meeting. The next regular meeting of the Board is scheduled for Monday, November 04, 2019 at 3:00 P.M.



Secretary for the District