

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

HARVEST JUNCTION METROPOLITAN DISTRICT

Held: Wednesday, December 04, 2019, at 1:00 P.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.

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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.

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 – March 27, 2019

The minutes for the March 27, 2019 meeting were reviewed by the Board. Upon motion by Director Lynass and second by Director Accame, the Board unanimously approved the minutes as presented.

Review Ratification of Certain Payment of Claims

Mr. Collins presented the Board with certain claims. Upon review and motion by Director Lynass and second by Director Accame, the Board unanimously approved the ratification of the payment of claims in the amount of \$99,189.82.

Review Unaudited Financial Statements Ending October 31, 2019

Mr. Collins presented the Board with unaudited financial statements ending October 31, 2019. Upon review and motion by Director Lynass and second by Director Accame, the Board unanimously accepted the unaudited financial statements.

Public Hearing to Consider 2020 Budget

Mr. Collins presented a proposed budget for 2020. Mr. Davis noted that notice of the public hearing for the budget was posted in three locations within the boundaries of the District and otherwise published in accordance with Colorado law. Upon motion of Director Lynass and second by Director Accame, Director Lynass opened the public hearing. No one providing any comments to the budget, upon motion by Director Lynass and second by Director Accame, Director Lynass closed the hearing.

Approval of 202 Budget

Mr. Davis advised the Board of the details of the 2020 budget. Upon review and discussion and upon the motion of Director Lynass and second by Director Accame, the Board unanimously

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approved the proposed budget for 2020, subject to receipt of the final assessed value of the District by the County Assessor, and appropriated the funds therefore. Pursuant to Colorado law, a mill levy of 25.000 mills will be certified for collection in 2020. The Board also authorized the execution of its budget resolution containing details of the Board action.

Public Hearing to Consider  
2019 Budget Amendment

Mr. Collins advised the Board that a 2019 Budget Amendment was not required at this time.

Approval of 2020 Annual  
Administrative Resolution

The directors discussed various administrative matters to be determined by the Board on an annual basis in order to comply with Colorado law. Mr. Davis presented the Board with a resolution designating officers for the District and establishing director compensation, regular meeting dates, notice provisions and other administrative matters. Upon motion of Director Accame and second by Director Lynass, the Board unanimously approved the annual administrative resolution.

Consider Resolution Waiving  
Workers' Compensation  
Insurance for 2020

Mr. Davis presented to the Board the Resolution Waiving Workers' Compensation Insurance for 2020. Upon motion by Director Accame and second by Director Lynass, the Board unanimously approved the resolution.

Consider 2020 Election  
Resolution

Mr. Davis presented to the Board a resolution authorizing the conduct of the May, 2020 director election. Upon motion by Director Accame and second by Director Lynass, the Board unanimously approved the resolution.

Discussion and Update  
Regarding Status of  
Development

The Board had a brief discussion regarding the current status of the development located within the boundaries of the District.

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Approval of 2019 Audit Engagement Letter with Dazzio & Associates, PC

Mr. Davis explained the statutory requirements for filing an audit and requesting an audit exemption and noted that because the District's revenues and expenditures did exceed \$750,000 in 2019, the District will be required to prepare and file an audit for 2019.

Mr. Davis presented the Board with an Audit Engagement Letter with Dazzio & Associates to prepare and file an audit for 2019. Upon review and discussion, the Board unanimously approved the audit engagement letter.

The Board scheduled a meeting on July 9, 2020 at 1:00 PM to review the 2019 audit. In light of the July 9th meeting, the Board cancelled the regular Board meeting scheduled for May 21, 2020.

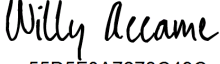
Other Business

There was no other business at this time.

Adjournment

There being no further business to come before the Board, upon motion and second, the Board unanimously adjourned the meeting.

DocuSigned by:

  
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Secretary for the District