

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARDS OF DIRECTORS OF THE
HORIZON METROPOLITAN DISTRICT NOS. 1 AND 3-10 (THE
“DISTRICTS”)
HELD
NOVEMBER 1, 2023

A regular meeting of the Boards of Directors (referred to hereafter as the “Boards”) of the Districts was convened on Wednesday, November 1, 2023, at 9:00 a.m. via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

David Crowder, Jr., President
Karen Voit, Vice President
Jason Rutt, Secretary

Director Lisa Garcia, Treasurer, was absent and excused.

Also, In Attendance Were:

Shauna D’Amato, Kaitlin Frey, Nic Carlson, Margaret Henderson and Terri Boroviak; CliftonLarsonAllen LLP (“CLA”)
Alan Pogue, Esq. and Deborah Early, Esq.; Icenogle Seaver Pogue, P.C.
Eric Keesen and William Medellin; BrightView Landscape Services, Inc.
Peter Navik and Victoria Patridge; Members of the Public

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Director Crowder called the meeting to order at 10:02 a.m. The Boards reviewed the agenda for the meeting. Following review and discussion, upon a motion duly made by Director Rutt, seconded by Director Voit and, upon vote, unanimously carried, the Boards approved the agenda, as amended to defer item A under Legal Matters discussing the approval of First Amendment to Funding and Reimbursement Agreement for Operational Advances between District No. 1 and LendLease Horizon Holdings, LLC to the December 6, 2023 Board meeting and to remove item B under Legal Matters.

Disclosures of Potential Conflicts of Interest: The Boards discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards 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 Boards’ members prior to this meeting in accordance with statute. It was noted by Attorney Pogue that disclosures of potential conflicts of interest were filed with the Secretary of State for the Directors affiliated with the Developer, and no additional conflicts were disclosed at the meeting.

Quorum, Location of Meeting and Posting of Meeting Notice: A quorum was

RECORD OF PROCEEDINGS

confirmed. The Boards entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Boards meeting. The Boards determined that this meeting was to be conducted via Microsoft Teams, without any individuals (neither Districts' representatives nor the general public) attending in person. The Boards 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 Districts' boundaries were received.

Board Meeting Attendance Policy: Attorney Pogue reviewed the attendance policy statute with the Boards. Director Crowder directed CLA to track future attendance of Board members. The Boards excused Director Garcia's absence.

Public Comment: There was no public comment.

CONSENT AGENDA

- **2024 Annual Administrative Matters Resolution**
- **2024 Meeting Resolution**
- **Amended and Restated Public Records Policy**

Upon a motion duly made by Director Rutt, seconded by Director Voit and, upon vote, unanimously carried, the Boards adopted and approved the Consent Agenda items, as presented.

FINANCIAL MATTERS

Public Hearings on the Amendment of the 2023 Budgets and Resolution to Amend 2023 Budgets (District Nos. 1 & 4): Ms. Henderson reviewed the 2023 Budget amendments with the Boards of District Nos. 1 and 4.

Director Crowder opened the public hearing at 10:11 a.m. There was no public that wanted to provide public comment.

Director Crowder closed the public hearing at 10:12 a.m.

Following review, upon a motion duly made by Director Rutt, seconded by Director Voit and, upon vote, unanimously carried, the Boards of District Nos. 1 and 4 approved the 2023 Budget amendments and adopted the Resolutions to Amend the 2023 Budgets, as presented.

Public Hearings on the Proposed 2024 Budgets and Resolution to Adopt 2024 Budgets, Certification of Mill Levies, and Appropriate Sums of Money: Ms. Henderson reviewed the proposed 2024 Budgets with the Boards.

Director Crowder opened the public hearing at 10:20 a.m. There was no public that wanted to provide public comment.

Upon a motion duly made by Director Voit, seconded by Director Rutt and, upon

RECORD OF PROCEEDINGS

vote, unanimously carried, the Boards continued the public hearing to December 6, 2023 at 9:00 a.m.

Engagement Letter with BiggsKofford, P.C. to Prepare 2023 Audits (District Nos. 1 & 3): Ms. Henderson reviewed the engagement letters with the Boards of District Nos. 1 and 3. Following review, upon a motion duly made by Director Voit, seconded by Director Rutt and, upon vote, unanimously carried, the Boards of District Nos. 1 & 3 approved the engagement letters with BiggsKofford, P.C. to prepare the 2023 Audits, as presented.

2024 Fee Schedule (District No. 1): This item was deferred to the December 6, 2023 meeting.

Previous and Current Claims (District No. 1): Ms. Henderson reviewed the previous and current claims with the Board of District No. 1. Following review, upon a motion duly made by Director Voit, seconded by Director Rutt and, upon vote, unanimously carried, the Board of District No. 1 ratified approval of previous claims and approved current claims, as presented.

September 30, 2023 Financial Statements (District Nos. 1, 3 and 4): Ms. Henderson reviewed the Financial Statements with the Boards of District Nos. 1, 3 and 4. Following review and discussion, upon a motion duly made by Director Crowder, seconded by Director Voit and, upon vote, unanimously carried, the Boards of District Nos. 1, 3 and 4 accepted the September 30, 2023 Financial Statements, as presented.

Capital Costs and Improvements Pursuant to the Facilities Acquisition and Reimbursement Agreement (District No. 1): Attorney Early reviewed discussed the public improvement costs incurred by Lendlease Horizon Holdings, LLC on behalf of District No. 1, which costs were certified by Schedio Group and are subject to reimbursement pursuant to the Facilities Funding and Acquisition Agreement. The Board discussed the costs and Director Crowder indicated that Project Management Costs not be included in the total amount of reimbursement, as the Project Management Agreement does not cover these costs. Director Voit was preparing the Bill of Sale to convey the public improvements to District No. 1. Following further review and discussion, upon a motion duly made by Director Rutt, seconded by Director Voit and, upon vote, unanimously carried, the Board of District No. 1 approved the Resolution Accepting Public Improvement Costs pursuant to the Facilities Acquisition and Reimbursement Agreement, with such total costs accepted by District No. 1 subject to adjustment as discussed.

Operation and Maintenance Costs Pursuant to the 2022 Funding and Reimbursement Agreement (District No. 1): Attorney Early discussed the operating and maintenance costs incurred by Lendlease Horizon Holdings, LLC

RECORD OF PROCEEDINGS

on District No. 1's behalf, which costs were certified by the Schedio Group and are subject to reimbursement by District No. 1 pursuant to the Funding and Reimbursement Agreement. The Board discussed the costs and Director Crowder indicated that Project Management Costs not be included in the total amount of reimbursement, as the Project Management Agreement does not cover these costs. Following further review and discussion, upon a motion duly made by Director Rutt, seconded by Director Voit and, upon vote, unanimously carried, the Board of District No. 1 approved the Resolution accepting operation and maintenance costs pursuant to the 2022 Funding and Reimbursement Agreement, with such total costs accepted by District No. 1 subject to adjustment as discussed.

LEGAL MATTERS

First Amendment to Funding and Reimbursement Agreement for Operational Advances between District No. 1 and LendLease Horizon Holdings, LLC, and in connection therewith, the Refunding of a Subordinate Note and Issuance of a new Subordinate Note: This item was deferred to the December 6, 2023 meeting.

Acceptance of Assignment of Stormwater Maintenance Agreement: Attorney Early reviewed the Agreement with the Boards. Following review, upon a motion duly made by Director Voit, seconded by Director Rutt and, upon vote, unanimously carried, the Boards approved the Acceptance of Assignment of Stormwater Maintenance Agreement, as presented.

MANAGER MATTERS

Covenant Enforcement Report: This item was deferred to the December 6, 2023 meeting.

Covenant Enforcement and Community Management:

Design Review Process and Examples of Design Review Request Form and Violation Letter: This item was deferred to the December 6, 2023 meeting.

Quality Site Assessment from BrightView Landscape Services, Inc.: This item was deferred to the December 6, 2023 meeting.

Establishment of Community Garden Committee and Construction of Community Garden: This item was deferred to the December 6, 2023 meeting.

Proposal for Pergola Construction from Churchich Recreation: This item was deferred to the December 6, 2023 meeting.

Proposal for Stormwater Maintenance and Inspection Services from S.A. MIRO, Inc.: This item was deferred to the December 6, 2023 meeting.

RECORD OF PROCEEDINGS

Proposals for 2024 Landscape and Snow Removal Services from Designscapes Colorado, CDI Environmental Contractor/Nature’s Workforce, Environmental Designs, Inc. and BrightView Landscape Services, Inc.: Following discussion, upon a motion duly made by Director Rutt, seconded by Director Voit and, upon vote, unanimously carried, the Boards authorized CLA to coordinate snow removal services with BrightView through year end and to work with Directors Crowder and Voit to determine next steps for the Request for Proposals.

CliftonLarsonAllen LLP Master Services Agreements and Statement(s) of Work for 2024: This item was deferred to the December 6, 2023 meeting.

2024 Insurance Renewals: This item was deferred to the December 6, 2023 meeting.

Worker’s Compensation Insurance for 2024 (District Nos. 1 and 3): This item was deferred to the December 6, 2023 meeting.

Renewal of Membership in the Special District Association for 2024: This item was deferred to the December 6, 2023 meeting.

DIRECTOR MATTERS

Newsletters, Programming and Engagement: This item was deferred to the December 6, 2023 meeting.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Boards at this time, upon a motion duly made by Director Rutt, seconded by Director Voit and, upon vote, unanimously carried, the Boards continued the meeting to December 6, 2023 at 10:38 a.m.

Respectfully submitted,

DocuSigned by:
Jason Rutt
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Secretary for the Meeting