

MINUTES OF A SPECIAL MEETING OF THE BOARD
OF DIRECTORS

OF

CUNDALL FARMS METROPOLITAN DISTRICT

Held: Tuesday, March 2, 2021, at 5:30 p.m. via
Teleconference.

Due to the Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Public Health and Environment, and the threat posed by the COVID-19 coronavirus, this meeting will be held via teleconference.

Attendance

A special meeting of the Board of Directors of the Cundall Farms Metropolitan District was called and 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 Board, were in attendance:

David Scott
Reuben Patrick Maes
Bradley Mark Nelson
Kathy Snyder
Darren Fresquez

Also present was Megan J. Murphy, Esq., and Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Melissa Sykes, Advance HOA Management, Inc., District Manager; Keenan Rice and Chris Harrington, Municap, Inc., District Municipal Advisor; Gigi Pangindian, CliftonLarsonAllen LLP, District Accountant; Mike Ryan and Mike Sullivan, Piper Sandler; Beth Dauer, Seter & Vander Wall; Brian Bair, ET Irrigation; and homeowners.

Call to Order

Mr. Scott noted that a quorum of the Board was present and called the meeting to order.

**Declaration of Quorum/Director
Qualification/Reaffirmation of
Disclosures**

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or

existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Murphy inquired into whether members of the Board 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Agenda

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

Public Comment

Ms. Paula Juhrs provided an update from the Social Committee which is going forward with a Spring event on April 3, 2021.

Consider Approval of February 2, 2021 Special Meeting Minutes

The Board reviewed the February 2, 2021 meeting minutes. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the minutes.

Financial Matters

Consider Ratification of Cash Position and Interim Claims

Ms. Pangindian presented the interim claims to the Board for ratification. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the claims.

Review and Accept Unaudited Financial Statements for the Year Ended December 31, 2020

Ms. Pangindian presented the unaudited financial statements for the year ending December 31, 2021 to the Board for approval. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the financial statements. Ms. Pangindian also noted she will track insurance proceeds separately.

Other Financial Matters

None.

Executive Session

Upon motion of Director Maes, seconded by Director Scott, and upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 5:52 P.M. for the purpose of receiving legal advice on specific legal questions related to: (a) General Obligation Refunding Bonds, Series 2017A, Subordinate Limited Tax General Obligation Improvement Bonds, Series 2017B, and Limited Tax Junior Lien Subordinate General Obligation

Bonds, Series 2017C (collectively, the “Bonds”); and (b) Developer Advance Payment to Cundall Farms, LLC and pursuant to § 24-6-402(4)(e), C.R.S. determining positions relative to matter that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators related to the Bonds and/or the Developer Advance Payment to Cundall Farms, LLC.

Pursuant to § 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of the District’s attorney, constitutes privileged attorney-client communication pursuant to § 24-6-402(4)(b), C.R.S.

Also pursuant to § 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Board reconvened in regular session at 7:03 P.M.

Refinancing Transaction

Discussion Regarding Refinancing Schedule of Events

Mr. Mike Sullivan, presented the schedule of events to the Board. No action was taken.

Consider Approval of Engagement of Special Counsel

Director Scott presented the engagement of Special Counsel to the Board for approval. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of Seter & Vander Wall as special counsel.

Consider Approval of Engagement of Bond Counsel

Mr. Sullivan presented the engagement of bond counsel to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of Kutak Rock.

Presentation from ET Irrigation Regarding Irrigation System

ET Irrigation provided a presentation to the Board regarding irrigation system upgrades and enhancements.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the \$1,500 controller only assessment and preparation of the irrigation request for proposal.

Management Matters

Manager Report

Ms. Sykes presented the Managers report to the Board.

Social Committee – electrical outlet at the 158th entrance and corner of Highway 7th and York and install plugs on street lamps in the park

Director Scott commented that the contract for the electrical outlet at the 158th entrance and corner of Highway 7th and York and install plugs on street lamps in the park was approved in 2018 but the work was never performed. Ms. Pangindian confirmed the budgeted amount was \$5,000. No action was taken.

Discussion Regarding Insurance Claim for Trees and Shrubs

Director Fresquez commented that there will be an additional check sent to the District for \$16,000 for oversight of tree and shrub installation.

Discussion Regarding Basketball Court Repairs

Director Nelson presented the proposal for the basketball court repairs to the Board. Director Nelson recommended to replace the asphalt court with a post-tension system. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Director Nelson to get a proposal for design of a post-tension system in an amount not to exceed \$3,500.

Consider Approval of Tree Inspection Proposal from Shultz

Ms. Sykes presented the Tree Inspection Proposal from Shultz to the Board. The proposal included IPS engraver beetle control on 33 spruce trees for \$898.86 and early season inspect treatment for \$2,229.40. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal.

Consider Ratification of CO Smart Landscape Contract

Ms. Sykes presented the CO Smart Landscape contract to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously rescinded the contract.

Consider Approval of Playground Inspection Proposal from Playground Safety Solutions LLC

Ms. Sykes presented an update regarding the playground inspection proposal from Playground Safety Solutions LLC and commented that she is waiting on additional proposals.

Discussion Regarding Architectural Review Submission for Jellylights

Director Maes commented that there are three homes with these Jellylights installed, none received prior approval. Violations have been sent to those homeowners that did not seek approval. Ms. Sykes will provide addresses to the Board. Following discussion, the Board directed legal counsel to draft an amendment to the Residential Guidelines regarding external lighting for the next meeting. Ms. Sykes will send a newsletter reminder that any change to the exterior of the home, installing Jellylights, requires architectural review approval.

Discussion Regarding Snow Removal Threshold and Volunteers

The Board engaged in discussion regarding snow removal threshold which is currently four (4) inches. Director Maes commented that he received a comment from a homeowner that volunteer residents could perform snow removal services when snow is less than four (4) inches. Following discussion, the Board authorized changing the snow removal threshold from four (4) inches to two (2) inches and requested legal counsel draft a contract amendment memorializing the same.

Other Management Matters

Director Nelson asked about how often trash pick-up on the community occurs. Ms. Sykes commented that she will confirm the inspection and trash pick-up schedule.

Director Nelson asked about trimming on the riverbank and path. Ms. Sykes will follow up with City of Thornton.

Director Nelson asked about prairie dogs invading property on the eastern side and if the District should install a fence along the property line. Ms. Murphy and Ms. Sykes will investigate if this is possible.

Director Nelson asked about KB Homes concrete work. Ms. Sykes will follow up and include information about survey pins in the newsletter. Ms. Sykes will also include drainage issues in the discussion with KB Homes.

Director Fresquez commented the stairs down to the volleyball court are cracked. Ms. Sykes will inform KB Homes of this issue.

Legal Matters

Other Legal Matters

None.

Other Business

Discussion Regarding Email Communications

Deferred.

Discussion Regarding Coupon Books for Operations

The Board engaged in discussion regarding providing coupon books to those who request them at the cost of the District. Following discussion, upon a motion duly made

Fee

and seconded, the Board unanimously approved to provide coupon books upon request.

Discussion Regarding Financial Committee

Deferred.

Adjourn

There being no further business to be conducted, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

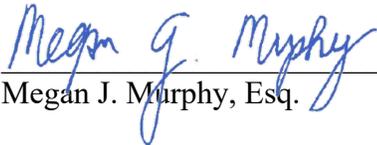

Darren Fresquez (Apr 20, 2021 17:35 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 6th day of April, 2021.

**ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Cundall Farms Metropolitan District, I attended the executive session meeting at a special meeting of Cundall Farms Metropolitan District convened at 5:52 P.M. on March 2, 2021 for the sole purpose of discussing legal advice on specific legal questions related to: (a) General Obligation Refunding Bonds, Series 2017A, Subordinate Limited Tax General Obligation Improvement Bonds, Series 2017B, and Limited Tax Junior Lien Subordinate General Obligation Bonds, Series 2017C (collectively, the “Bonds”); and (b) Developer Advance Payment to Cundall Farms, LLC and determining positions relative to matter that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators related to the Bonds and/or the Developer Advance Payment to Cundall Farms, LLC as authorized by Section 24-4-402(4)(b), C.R.S. and Section 24-4-402(4)(e), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.



Megan J. Murphy, Esq.