

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE LEWIS POINTE METROPOLITAN DISTRICT

Held: Monday, June 24, 2013 at 11:00 a.m. at 12460 1st Street, Eastlake, Colorado, 80164.

Attendance

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

Scott Carlson
Clay Carlson
Clarke Carlson

Also present were Dianne Miller, Miller & Associates Law Offices, LLC, Jason Carroll, CliftonLarsonAllen, LLP and Kent Carlson.

Director Ryan Carlson was absent and his absence was excused.

Call to Order

Director Scott Carlson noted that a quorum of the Board was present and the Directors confirmed their qualifications to serve.

Disclosure Matters

Ms. Miller advised the Board that pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. 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.

Director Scott Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Clay Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Clarke Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

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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 Board members reviewed the minutes from the meeting which was held on November 10, 2011. Upon a motion of Director Clay Carlson and a second by Director Clarke Carlson, the minutes of the meeting were unanimously approved.
- Resolution Returning the District to Active Status Ms. Miller presented the Board with a resolution which would declare the District's return to active status, pursuant to Section 32-1-103(3)(b), C.R.S. and the Directors discussed having the District return to active status. Upon motion by Director Clay Carlson and second by Director Clarke Carlson, the Board unanimously approved the Resolution Returning the District to Active Status and directed legal counsel to transmit the necessary notices and take all necessary actions to enable the District to become return to active status
- Public Hearing on 2013 Budget Mr. Carroll presented the proposed budget for 2013. Director Scott Carlson opened the public hearing and, no one appearing to be heard, closed the hearing.
- Approval of 2013 Budget Upon review and discussion and upon the motion of Director Clarke Carlson and second of Director Clay Carlson, the Board unanimously approved the proposed budget for 2013, and appropriated the funds therefor. The Board also authorized the execution of its budget resolution containing details of the Board's action.
- 2013 Annual Administrative Resolution The Directors discussed various administrative matters to be determined by the District. Ms. Miller discussed a proposed 2013 annual administrative resolution designating officers for the District and establishing director compensation, regular meeting dates, notice provisions and other matters. Upon motion of Director Clarke Carlson and second of Director Clay Carlson, the Board unanimously approved the resolution.
- Joint Construction Agreement Ms. Miller presented the Board with a draft Joint Construction Agreement with Parterre Metropolitan District, North Holly Metropolitan District and Willow Bend, Inc related the construction of a sanitary sewer main line across the Parterre Property to a point of connection to the City of Thornton's

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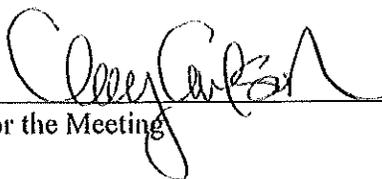
sanitary sewer system at the existing Heritage at Todd Creek development. Upon review and discussion and upon the motion of Director Clarke Carlson and second of Director Clay Carlson, the Board unanimously approved the Joint Construction Agreement subject to final negotiations and approval of the committee related to the Joint Construction Agreement. The Board also appointed Director Clarke Carlson and Director Clay Carlson to the committee related to the Joint Construction Agreement.

Other Business

The Board discussed the need for the District to obtaining property and liability insurance and joining the Special District Association Pool. Upon motion of Director Clarke Carlson and second of Director Clay Carlson, the Board unanimously authorized Ms. Miller to obtain property and liability insurance for the District and to enroll the District into the Special District Association Pool.

Adjournment

There being no further business to come before the Board the meeting was adjourned.



Secretary for the Meeting