

RECORD OF PROCEEDINGS

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

Held: Wednesday, August 13, 2014 at 1:30 p.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:

Andy Trietley
Kristi Balken
Clay Carlson

Also present were Matthew Ruhland, Miller & Associates Law Offices, LLC, Denise Hogencs, Capital Consultants Management Corporation, and Jason Carroll, CliftonLarsonAllen, LLP.

Call to Order

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

Disclosure Matters

Mr. Ruhland 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 Trietley disclosed that he is a party to a contract to purchase an undivided interest in vacant land located within the District. He further disclosed that he is employed by Lennar, an entity that owns property within the District. These disclosures are associated with approval of items on the agenda that may affect his interests.

Director Balken disclosed that she is a party to a contract to purchase an undivided interest in vacant land located within the District. She further disclosed that he is employed by Lennar, an entity that owns property within the District. These disclosures are associated with approval of items on the agenda that may affect her interests.

Director Carlson disclosed that he is a party to a contract to purchase an undivided interest in vacant land located within the District. This disclosure is associated with approval of items on the agenda that

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may affect his 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 Board members reviewed the minutes from the meeting which was held on November 5, 2013. Upon a motion of Director Carlson and a second by Director Balken, the minutes of the meeting were unanimously approved.

Resolution Designating Meeting Place Outside the Boundaries of the District

Mr. Ruhland presented the Board with a resolution designating the District meeting place to be 9781 South Meridian Boulevard, Suite 120, Englewood, CO 80112, which is outside the boundaries of the District. Upon a motion of Director Balken and a second by Director Trietley, the Board approved the resolution.

Construction Intergovernmental Agreement

Mr. Ruhland presented the Board with a Construction Intergovernmental Agreement (North Holly Sewer Interceptor Project) with Parterre Metropolitan District No. 1 and North Holly Metropolitan District. After discussion and upon motion by Director Balken and second by Director Trietley, the Board unanimously approved the Construction Intergovernmental Agreement, subject to final approval by Joint Construction Agreement Committee, which shall consist of Director Trietley and Director Balken.

Advance and Reimbursement Agreement

Mr. Ruhland presented the Board with an Advance and Reimbursement Agreement with Clarke Carlson, Clay Carlson, Kent Carlson, Steve Young, Scott Carlson, Craig Thornton, Lee Carlson and Ryan Carlson. Upon review and discussion and upon the motion of Director Balken and second of Director Trietley, the Board unanimously approved the Advance and Reimbursement Agreement with Clarke Carlson, Clay Carlson, Kent Carlson, Steve Young, Scott Carlson, Craig Thornton, Lee Carlson and Ryan Carlson.

Management Agreement

Ms. Hogenes presented the Board with an Independent Contractor Agreement with Capital Consultants Management Corporation. Upon review and discussion and upon the motion of Director Balken and second of Director Trietley, the Board unanimously approved the Independent Contractor Agreement with Capital Consultants Management Corporation, subject to final review and negotiation by legal counsel and Ms. Balken.

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Adjournment

There being no further business to come before the Board the meeting was adjourned. The next regular meeting of the Board is scheduled for Monday, November 3, 2014 at 11:00 a.m.



Secretary for the Meeting