

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
LEWIS POINTE METROPOLITAN DISTRICT
HELD
February 14, 2017**

A meeting of the Board of Directors of the Lewis Pointe Metropolitan District was called and held on Tuesday, February 14, 2017 at 9:30 a.m., at the Anything Library – Wright Farms, 5877 E. 120th Avenue, South Meeting Room, Thornton, CO 80602

Attendance In attendance were Directors:

Jill Luchs
Bryson Fish
Dawn Jimerson
Mike Pekas

Also in attendance were:
Kim Herman, Stephanie Net and Vivian Bonham; CliftonLarsonAllen LLP
Dianne Miller; Miller & Associates Law Offices, LLC
Hannah Lapperre; Resident
Nora Granger; Resident
Ed and Christy Martin; Resident
Myriam Sarno; Resident

Call to
Order

The meeting was called to order at 9:36 a.m. by Director Luchs. The Board excused the absence of Director Pelkey.

Public
Comment

None.

Administrative
Matters

A. Approval of Agenda

Upon motion duly made by Director Luchs, second by Director Fish and, upon vote unanimously carried, the Board approved the agenda as presented.

B. Review and Consider Approval of November 7, 2016 Meeting Minutes

Upon motion duly made by Director Luchs, seconded by Director Fish and, upon vote unanimously carried, the Board approved the November 7, 2016 meeting minutes as presented.

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C. Review and Approve Resolution No. 2017-02-01; Designating 24 Hour Posting Location

Following discussion and upon a motion made by Director Jimerson, seconded by Director Luchs and, upon vote unanimously carried, the Board approved Resolution 2017-02-01, Designating 24 Hour Posting Location, revising the location to be the light post at 140th and Grape Street.

D. Discuss Posting Locations and Consider Approving an Amendment of Resolution No. 2016-11-03: Annual Administrative Resolution

Following discussion and upon a motion duly made by Director Fish, seconded by Director Luchs and, upon vote unanimously carried, the Board approved an Amendment of Resolution No. 2016-11-03, Annual Administrative Resolution, pending Ms. Herman submitting a map marking posting locations for final review.

E. Review and Approve Resolution No. 2017-02-02 Regarding Electronic Records Policy

Upon a motion duly made by Director Luchs, seconded by Director Jimerson and, upon vote unanimously carried, the Board approved Resolution No. 2017-02-02 regarding Electronic Records Policy.

F. Review and Approve Resolution No. 2017-02-03 Regarding Acceptance of Conveyance of Tracts from Lennar Colorado, LLC

Upon a motion duly made by Director Luchs, seconded by Director Fish and, upon vote unanimously carried, the Board approved Resolution No. 2017-02-03 regarding Acceptance of Conveyance of Tracts from Lennar Colorado, LLC.

Upon a motion duly made by Director Luchs, seconded by Director Pekas and, upon vote unanimously carried, the Board approved an Easement Agreement be drafted to allow Meritage Homes and Lennar Colorado, LLC complete all landscaping installation work.

Financial
Items

A. Review, Ratify and Approval of Claims

After review and discussion and upon motion duly made by Director Luchs, seconded by Director Pekas and, upon vote unanimously carried, the Board ratified and approved the claims as presented.

B. Review and Accept December 31, 2016 Financial Statements

After review and discussion and upon motion duly made by Director Luchs,

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seconded by Director Jimerson and, upon vote unanimously carried, the Board accepted the December 31, 2016 Financial Statements as presented.

Legal
Matters

- A. Approval of Infrastructure Acquisition Agreement between the District, Lennar Colorado, LLC and Meritage Homes of Colorado, Inc.

After review and discussion and upon a motion duly made by Director Luchs, seconded by Director Pekas and, upon vote unanimously carried, the Board approved the Infrastructure Acquisition Agreement as presented.

- B. Consideration of a Resolution Authorizing the Issuance of the District's Subordinate Limited Tax General Obligation Bonds, Series 2017, including Authorization of an Indenture of Trust (Subordinate), Bond Purchase Agreement, Continuing Disclosure Agreement, any other Ancillary Agreements or Documents Necessary to Facilitate the Issuance of the Series 2017 Subordinate Bonds, and a Termination Agreement, Terminating the District's prior Indenture of Trust Authorizing its Subordinate Limited Tax General Obligation Bonds, Series 2015B

After review and discussion and upon a motion duly made by Director Fish, seconded by Director Pekas and, upon vote unanimously carried, the Board approved the Resolution authorizing the issuance of the District's subordinate limited tax general obligation bonds, series 2017, including authorization of an indenture of trust (subordinate), bond purchase agreements, continuing disclosure agreement, any other ancillary agreements or documents necessary to facilitate the issuance of the series 2017 subordinate bonds, and a termination agreement, terminating the District's prior indenture of trust authorizing its subordinate limited tax general obligation bonds, series 2015B, and authorizing Director Luchs or Director Fish to sign on the District's behalf.

Next
Meeting

- A. Confirmation of Quorum

The Board confirmed the intent to have a quorum at the next scheduled meeting on May 16, 2017.

Adjournment The meeting was adjourned at 10:19 a.m.

Respectfully submitted,



Secretary for the Meeting