

RECORD OF PROCEEDINGS

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

Held: Tuesday, November 5, 2013 at 10:00 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
Ryan Carlson
Clarke Carlson

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

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 Ryan 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 June 24, 2013. Upon a motion of Director Clay Carlson and a second by Director Ryan Carlson, the minutes of the meeting were unanimously approved.

Public Hearing on 2014 Budget

Mr. Carroll presented the proposed budget for 2014. Director Scott Carlson opened the public hearing and, no one appearing to be heard, closed the hearing.

Approval of 2014 Budget

Upon review and discussion and upon the motion of Director Clay Carlson and second of Director Ryan Carlson, the Board unanimously approved the proposed budget for 2014, incorporating amendments discussed, and appropriated the funds therefor. Pursuant to Colorado law, the Board will ask the County Assessor to certify a mill levy of 50.000 mills for the year 2014. The Board also authorized the execution of its budget resolution containing details of the Board's action.

2014 Annual Administrative Resolution

The Board members discussed various administrative matters to be determined by the District. Ms. Miller discussed a proposed 2014 annual administrative resolution designating officers for the District and establishing director compensation, regular meeting dates, notice provisions and other matters. Upon motion of Director Ryan Carlson and second of Director Clay Carlson, the Board unanimously approved the resolution.

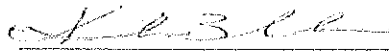
Joint Construction Agreement

Ms. Miller presented the Board with a Joint Construction Agreement (Sewer Main Line Project) with Parterre Metropolitan District No. 1, North Holly Metropolitan District and Willow Bend Metropolitan District. After discussion and upon motion by Director Ryan Carlson and second by Director Clay Carlson, the Board unanimously approved the Joint Construction Agreement, subject to final approval by Joint Construction Agreement Committee, which shall consist of Director Clay Carlson and Director Clarke Carlson.

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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, February 3, 2014 at 11:00 a.m.



Secretary for the Meeting