

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF SABELL METROPOLITAN DISTRICT NO. 2 (“District”)

Held: November 13, 2019 at 2:00 p.m. at:

5740 Olde Wadsworth Boulevard
Arvada, Colorado 80002

ATTENDANCE

A Meeting of the Board of Directors of the Sabell Metropolitan District No. 2, County of Jefferson, Colorado (“**Board**”), was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Matt Cavanaugh
Regan Hauptman

Also present were:

Kristin B. Tompkins, White Bear Ankele Tanaka Waldron, Attorneys at Law, District General Counsel; Alex Fink, CliftonLarsonAllen, District Accountant; and Guillaume Pouchot, Remington Homes

CALL TO ORDER

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

CONFLICT OF INTEREST DISCLOSURES

Ms. Tompkins advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tompkins reported that disclosures for those directors with 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. Tompkins noted that a quorum was present and 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 conflicts were disclosed.

AGENDA

The Agenda for the District’s meeting was distributed for the Board’s review. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Agenda.

BOARD
VACANCIES

Following discussion, the Board appointed Guillaume to Secretary, Regan as Treasurer.

APPOINTMENT OF
OFFICERS

The Board engaged in general discussion. Following discussion, upon motion duly made and seconded and vote unanimously carried,, the Board appointed Director Matt Cavanaugh as the Board’s President and Director Regan Hauptman as the Board’s Treasurer and Secretary.

PUBLIC COMMENT

None.

CONSENT AGENDA

Following a summary by Ms. Tompkins, the items on the consent agenda were approved by one motion duly made, seconded, and vote unanimously carried.

1. Approval of Minutes from September 23, 2019 Organizational Meeting
2. Adoption of Resolution Calling May 2020 Election
3. Renewal of Property and Liability Coverage and Workers Compensation Coverage and SDA Membership
4. Ratification of Engagement Letter with CliftonLarsonAllen LLP for Accounting Services

LEGAL MATTERS

*Consider Approval of
Funding and
Reimbursement
Agreement*

Ms. Tompkins presented the Board with the Funding and Reimbursement Agreement. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Funding and Reimbursement Agreement with Ridge Road Capital Investments, LLC with revisions.

*Consider Approval of
Public Improvements
Acquisition and
Reimbursement
Agreement*

Ms. Tompkins presented the Board with the Public Improvements Acquisition and Reimbursement Agreement. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Public Improvements Acquisition and Reimbursement Agreement with Ridge Road Capital Investments, LLC.

*Consider Approval of
Resolution Concerning
the Imposition of an
Operations Fee*

Ms. Tompkins presented the Board with the Resolution Concerning the Imposition of an Operations Fee. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Resolution Concerning the Imposition of an Operations Fee.

*Consider Approval of
2020 Administrative
Resolution*

Ms. Tompkins presented the Board with the 2020 Administrative Resolution. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the 2020 Administrative Resolution.

*Consider Approval of
Amended and Restated
Service Plan*

Deferred.

*Consider Approval of
Amended and Restated
Intergovernmental
Agreement with the
City of Arvada*

Ms. Tompkins presented the Board with the Amended and Restated Intergovernmental Agreement with the City of Arvada. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Amended and Restated Intergovernmental Agreement with the City of Arvada.

*Discuss Status of
Changing Name to
Sabell Metropolitan
District*

Ms. Tompkins provided an update on the District Name Change.

*Discuss Status of
Boundary Adjustments*

Deferred. The Board will discuss at a meeting to be held on Wednesday, December 18, 2019 at 3:00 pm.

FINANCIAL MATTERS

*Discuss and Consider
Establishment of Bank
Accounts and
Authorize Signors on
the Accounts (with all
check requiring two
signatures)*

Mr. Fink discussed with the Board the Establishment of Bank Accounts and Authorize Signors on the Accounts (with all check requiring two signatures). Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved opening an account with First Bank and authorized all Board members as signors.

Conduct Public Hearing on 2019 Budget and Consider Resolution Approving 2019 Budget

Mr. Hauptman opened the public hearing on the 2019 Budget. Ms. Tompkins noted that notice for the public hearing was made in accordance with Colorado statute. No written objects were received prior to the public hearing. After no public comment was made, the public hearing was closed.

Ms. Tompkins presented the Board with the 2019 Budget. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the 2019 Budget as presented.

Conduct Public Hearing on 2020 Budget and Consider Resolution Approving 2020 Budget

Director Hauptman opened the public hearing on the 2020 Budget. Ms. Tompkins noted that notice for the public hearing was made in accordance with Colorado statute. No written objects were received prior to the public hearing. After no public comment was made, the public hearing was closed.

Ms. Tompkins presented the Board with the proposed 2020 Budget. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2020 Budget, appropriated funds, approved expenditures, and approved the mill levy certified 65 mills, gallaherized, in the General Fund.

The Board directed legal counsel and the District's accountant to certify the District's mill levy by December 15, 2019, and to file the 2020 budgets by January 30, 2020.

Proposed Bond Issuance

Ratification of Engagement Letter with Sherman & Howard as Special Counsel

Ms. Tompkins presented the Engagement Letter with Sherman & Howard as Special Counsel. Following discussion and upon motion duly made, seconded and unanimously carried, the Board ratified the Engagement Letter with Sherman & Howard as Special Counsel.

Ratification of Letter Agreement for Investment Banking Services with D.A. Davidson & Co.

Ms. Tompkins presented the Letter Agreement for Investment Banking Services with D.A. Davidson & Co. Following discussion and upon motion duly made, seconded and unanimously carried, the Board ratified the Letter Agreement for Investment Banking Services with D.A. Davidson & Co.

ADJOURNMENT

There being no further business to come before the Board, upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

The foregoing minutes were approved by the Board of Directors on the 18th day of December, 2019.

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

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a solid horizontal line.

Secretary