

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
COLORADO CROSSING METROPOLITAN DISTRICT NOS. 1-3
(THE "DISTRICTS")
HELD
JUNE 16, 2022

A Regular meeting of the Boards of Directors of the Colorado Crossing Metropolitan District Nos. 1-3 (referred to hereafter as the "Boards") was convened on Thursday, June 16, 2022, at 10:00 a.m. The Districts' Boards meeting was held via Microsoft Teams. The meeting was open to the public and accessible through Microsoft Teams.

ATTENDANCE

Directors In Attendance Were:

Otis C. Moore, III, President
Andrew R. Klein, Treasurer

Directors Absence Excused:

Kevin Smith, Assistant Secretary

Also In Attendance Were:

Josh Miller, Korben Heim, and Gigi Pangindian; CliftonLarsonAllen, LLP
Erica Montague, Esq.; McGeady Becher P.C.
Megan Waldschmidt, and Paige Langley; Interquest Westside, LLC and Board Candidates
Patrick Schmidt; Westside Investment Partners LLC

ADMINISTRATIVE MATTERS

Quorum/Call to Order/Disclosures of Potential Conflicts of Interest: Director Moore called the meeting to order at 10:05 a.m. A quorum was confirmed.

Following discussion, upon a motion duly made by Director Moore, seconded by Director Klein and, upon vote, unanimously carried, the Boards excused the absence of Director Smith.

The Boards discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Boards and to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Boards' members prior to this meeting in accordance with Statute. It was noted by Attorney Montague that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors.

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Agenda, Location of Meeting and Meeting Notices: The Boards reviewed the Agenda for the meeting. Following discussion, upon a motion duly made by Director Moore, seconded by Director Klein and, upon vote, unanimously carried, the Boards approved the Agenda, as amended.

Resignations of Directors: The Boards acknowledged the resignations of Patrick Schmitz and Mark Witkiewicz from the Boards of Directors effective June 1, 2022.

Board Vacancies: The Boards discussed the vacancies on each Board. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on each Board was published in a newspaper having general circulation in the Districts and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, eligible electors, Paige Langley and Megan Waldschmidt, were nominated to serve on the Boards. Following discussion, upon motion duly made by Director Moore, seconded by Director Klein, and upon vote unanimously carried, the Boards appointed Paige Langley and Megan Waldschmidt to fill the vacancies on each Board. The Oaths of Office was administered.

Public Comment: None.

Minutes from the May 19, 2022 Regular Board Meeting: Following review and discussion, upon a motion duly made by Director Moore, seconded by Director Klein and, upon vote, unanimously carried, the Boards approved the May 19, 2022 Regular Board Meeting Minutes, as presented.

FINANCIAL MATTERS

Schedule of Cash Position: Ms. Pangindian reviewed the schedules of cash position with the Boards of District Nos. 1 and 2. Following review, upon a motion duly made by Director Moore, seconded by Director Klein and, upon vote, unanimously carried, the District No. 1 and No. 2 Boards accepted the schedules of cash position, as presented.

Previous and Current Claims: Ms. Pangindian reviewed previous and current claims with the Boards. Following review, upon a motion duly made by Director Moore, seconded by Director Klein and, upon vote, unanimously carried, the District No. 1 Board ratified and approved the previous and current claims, as presented.

Verified Districts Eligible Costs: Ms. Pangindian reviewed the verified District eligible costs with the Boards.

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Engineer's Report and Certification #19, dated June 7, 2022, prepared by Ranger Engineering, LLC ("Ranger") in the amount of \$321,500.28:

Following review, upon a motion duly made by Director Klein, seconded by Director Moore and, upon vote, unanimously carried, the Boards accepted the Engineer's Report and Certification #19, dated June 7, 2022, prepared by Ranger, in the amount of \$321,500.28.

Reimbursement to Interquest Westside LLC under Facilities Funding and Acquisition Agreement, as amended, in the amount of Costs Verified by Ranger:

Following discussion, upon a motion duly made by Director Klein, seconded by Director Moore and, upon vote, unanimously carried, the Boards authorized reimbursement to Interquest Westside LLC under the Facilities Funding and Acquisition Agreement, as amended, in the amount of costs verified by Ranger.

Payments to Vendors in the amounts as Verified and Described in the Engineer's Report and Certification Prepared by Ranger:

Following discussion, upon a motion duly made by Director Klein, seconded by Director Moore and, upon vote, unanimously carried, the Boards authorized payments to vendors in the amounts as verified and described in the Engineer's Report and Certifications prepared by Ranger.

Requisition of Funds Pursuant to the 2020A-2 Bonds and 2020B-2 Bonds, and Necessary Actions in Conjunction Therewith (District No. 2):

The District No. 2 Board discussed the requisition of funds. Following discussion, upon a motion duly made by Director Klein, seconded by Director Moore and, upon vote, unanimously carried, the District No. 2 Board authorized and approved the requisition of funds pursuant to the 2020A-2 Bonds and 2020B-2 Bonds and authorized necessary actions in conjunction therewith.

LEGAL MATTERS

Status of Any Necessary Inclusions into District No. 1: Attorney Montague reviewed with the Board. No actions were taken.

Establishment of Special Improvement Districts and Bond Issuance (District No. 2): Attorney Montague provided a general update on the status and timelines of the establishment of Special Improvement Districts and Bond Issuance to the Board. No action was taken.

Stormwater Best Management Practices for Victory Ridge Park (District No.1): Following review and discussion, upon a motion duly made by Director Moore, seconded by Director Klein and, upon vote, unanimously carried, the District No. 1 Board approved the Stormwater Best Management Practices for Victory Ridge Park.

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Temporary Construction Easement And Development Agreement between District No. 1 and Interquest Westside LLC: Following review and discussion, upon a motion duly made by Director Moore, seconded by Director Klein and, upon vote, unanimously carried, the District No. 1 Board approved the Temporary Construction Easement Agreement with Interquest Westside LLC.

NonExclusive Public Access and Maintenance Easement Agreement from Interquest Westside LLC to District No. 1: Attorney Montague reviewed the easement agreement with the District No. 1 Board. Following discussion, upon a motion duly made by Director Moore, seconded by Director Klein and, upon vote, unanimously carried, the District No. 1 Board approved the Non-Exclusive Public Access and Maintenance Easement Agreement from Interquest Westside LLC to District No. 1.

**MANAGER
MATTERS**

Other: Mr. Miller provided updates regarding the in-progress repairs on road damage and the builder responsible. No action was taken.

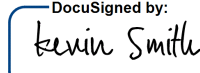
OTHER BUSINESS

Other: None.

ADJOURNMENT

There being no further business to come before the Boards at this time, upon a motion duly made by Director Moore, seconded by Director Klein and, upon vote, unanimously carried, the Boards adjourned the meeting.

Respectfully submitted,

By 
 DocuSigned by:
Kevin Smith
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Secretary for the Meeting