

## RECORD OF PROCEEDINGS

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### MINUTES OF A RECONVENED SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2 HELD JUNE 19, 2018

A reconvened special meeting of the Board of Directors of the Crowfoot Valley Ranch Metropolitan District No. 2 (referred to hereafter as "Board") was convened on Tuesday, the 19<sup>th</sup> day of June, 2018, at 8:50 p.m., at Hines, 1125 17<sup>th</sup> Street, #700, Denver, Colorado. The meeting was open to the public.

#### ATTENDANCE

#### Directors In Attendance Were:

Chad Murphy  
David L. Klebba  
Matthew B. Greenberg

Following discussion, upon motion duly made by Director Murphy, seconded by Director Klebba and, upon vote, unanimously carried, the absence of John ("Jay") W. Despard was excused.

#### Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc. (via speakerphone)

Matthew Ruhland, Esq.; Collins Cockrel & Cole, P.C. (via speakerphone)

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

Attorney Ruhland noted that a quorum was present and requested members of the Board 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 Board members prior to this meeting in accordance with the statute. It was noted that all Directors' Disclosure Statements have been filed.

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### ADMINISTRATIVE MATTERS

**Agenda:** The Board reviewed a proposed Agenda for the District's reconvened special meeting.

Following discussion, upon motion duly made by Director Murphy, seconded by Director Klebba and, upon vote, unanimously carried, the Agenda was approved, as presented.

**Approval of Meeting Location:** The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

Following discussion, upon motion duly made by Director Murphy, seconded by Director Klebba and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries, or within 20 miles of its boundaries, to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of this location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

### LEGAL MATTERS

**Amended and Restated District Facilities Agreement:** Attorney Ruhland reviewed with the Board the Amended and Restated District Facilities Agreement between Crowfoot Valley Ranch Metropolitan District No. 1 and Crowfoot Valley Ranch Metropolitan District No. 2, dated November 1, 2008.

Following discussion, upon motion duly made by Director Murphy, seconded by Director Klebba and, upon vote, unanimously carried, the Board ratified approval of the Amended and Restated District Facilities Agreement between Crowfoot Valley Ranch Metropolitan District No. 1 and Crowfoot Valley Ranch Metropolitan District No. 2, dated November 1, 2008.

**First Amendment to Amended and Restated District Facilities Agreement:** Attorney Ruhland reviewed with the Board the First Amendment to Amended and Restated District Facilities Agreement between Crowfoot Valley Ranch Metropolitan District No. 1 and Crowfoot Valley Ranch Metropolitan District No. 2, dated May 29, 2018.

Following discussion, upon motion duly made by Director Murphy, seconded by Director Klebba and, upon vote, unanimously carried, the Board ratified approval of the First Amendment to Amended and Restated District Facilities Agreement

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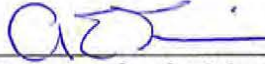
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between Crowfoot Valley Ranch Metropolitan District No. 1 and Crowfoot Valley Ranch Metropolitan District No. 2, dated May 29, 2018.

### ADJORNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,


By  \_\_\_\_\_  
Secretary for the Meeting

THESE MINUTES APPROVED AS THE OFFICIAL JUNE 19, 2018 MINUTES OF THE CROWFOOT VALLEY RANCH METROPOLITAN DISTRICT NO. 2 BY THE BOARD OF DIRECTORS SIGNING BELOW:

  
\_\_\_\_\_  
Chad Murphy

\_\_\_\_\_  
David L. Klebba

  
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John ("Jay") W. Desjard

  
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Matthew B. Greenberg