

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE HARVEST CROSSING METROPOLITAN DISTRICT NO. 4 HELD MAY 24, 2022

A special meeting of the Board of Directors (the “Board”) of the Harvest Crossing Metropolitan District No. 4 (formerly known as Villages at Murphy Creek Metropolitan District No. 2, referred to hereafter as the “District”) was convened on Tuesday, May 24, 2022 at 3:00 p.m. This District meeting was held at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, Colorado 80203 and by conference call. The meeting was open to the public via conference call.

ATTENDANCE

Directors In Attendance Were:

Daniel Frank
Marc L. Cooper
Richard Frank

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Paula Williams, Esq. and Tim O’Connor, Esq.; McGeady Becher P.C.

Jason Simmons; Hilltop Securities Inc.

Sam Hartman; D.A. Davidson & Co.

Kristine Lay, Esq., Kutak Rock LLP

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure 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. Mr. Solin noted that a quorum was present and requested members of the Board disclose any potential conflicts of interest with regard to any matters scheduled for discussion at the meeting, and incorporated for the record those applicable disclosures made by the Board members prior to the meeting in accordance with the statute. No additional conflicts were disclosed.

RECORD OF PROCEEDINGS

PUBLIC COMMENT There were no public comments.

**ADMINISTRATIVE
MATTERS**

May 3, 2022 Election: Mr. Solin advised the Board that the May 3, 2022 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of Directors. It was noted that Directors D. Frank, R. Frank and Cooper were each deemed elected to 3-year terms ending in May, 2025.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Daniel Frank
Treasurer	Marc L. Cooper
Secretary	David Solin
Assistant Secretary	Richard Frank

Agenda: Mr. Solin reviewed a proposed Agenda for the District's Special Meeting with the Board.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Agenda for the Special Meeting was approved, as amended.

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

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Board determined that the District meeting was held by conference call and at the offices of McGeady Becher P.C. The Board further noted that notice of the time, date, location and conference bridge information was duly posted and that they have not received any objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the boundaries of the District.

CONSENT AGENDA **Consent Agenda:** There were no consent agenda items to discuss.

RECORD OF PROCEEDINGS

FINANCIAL MATTERS

2022 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Following review and discussion, Director R. Frank moved to adopt the Resolution to Amend 2022 Budget, Director D. Frank seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-05-01 to Amend the 2022 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

LEGAL MATTERS

Termination of Facilities Acquisition Agreement between the District and Villages at Murphy Creek, LLC: The Board entered into discussion regarding a Termination of Facilities Acquisition Agreement between the District and Villages at Murphy Creek, LLC.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Board approved the Termination of Facilities Acquisition Agreement between the District and Villages at Murphy Creek, LLC.

Facilities Acquisition Agreement between the District, Jewell Developers, Inc., and Harvest & Jewell, LLC: The Board entered into discussion regarding a Facilities Acquisition Agreement between the District, Jewell Developers, Inc., and Harvest & Jewell, LLC.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Board approved the Facilities Acquisition Agreement between the District, Jewell Developers, Inc., and Harvest & Jewell, LLC.

2022-2023 Operation Funding Agreement between the District and Jewell Developers, Inc.: The Board entered into discussion regarding a 2022-2023 Operation Funding Agreement between the District and Jewell Developers, Inc.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Board approved the 2022-2023 Operation Funding Agreement between the District and Jewell Developers, Inc.

RECORD OF PROCEEDINGS

Resolution authorizing the issuance of the District's Limited Tax General Obligation Bonds, Series 2022A(3), (the "Bonds") in a Maximum Aggregate Principal Amount of up to \$16,500,000, for the Purpose of Paying, Reimbursing and Financing Certain Public Improvements and Paying the Costs Incidental to the Issuance of the Bonds: Attorney Lay discussed the Bond Resolution authorizing the issuance of the District's Limited Tax General Obligation Bonds, Series 2022A(3); and in connection therewith, the Indenture of Trust, the Revenue Pledge Agreement, the Continuing Disclosure Agreement, the Bond Purchase Agreement, and other related documents and instruments with the Board.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Board adopted the Resolution authorizing the issuance of the District's Limited Tax General Obligation Bonds, Series 2022A(3) (the "Bonds") in a maximum aggregate principal amount of up to \$16,500,000, for the purpose of paying, reimbursing and financing certain public improvements and paying the costs incidental to the issuance of the Bonds; and, in connection therewith, approved an Indenture of Trust, a Revenue Pledge Agreement, a Continuing Disclosure Agreement, a Bond Purchase Agreement, and other related documents and instruments; authorized the execution and delivery thereof and performance by the District thereunder; authorizing incidental actions; and repealed prior inconsistent actions.

OTHER MATTERS


There were no other matters.

ADJOURNMENT

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

Respectfully submitted,

By: _____


Secretary for the Meeting