

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE HARVEST CROSSING METROPOLITAN DISTRICT NO. 3 HELD AUGUST 14, 2023

A Special Meeting of the Board of Directors (the “Board”) of the Harvest Crossing Metropolitan District No. 3 (formerly known as Villages at Murphy Creek Metropolitan District No. 1, referred to hereafter as the “District”) was convened on Monday, August 14, 2023 at 9:00 a.m. 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 and Steve Solin; Special District Management Services, Inc.

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

Angie Chapman, Esq. and Rebecca Vines. Esq.; Moye White LLP

Jerry Richmond, Board Candidate

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.

PUBLIC COMMENT

There were no public comments.

ADMINISTRATIVE MATTERS

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

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

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 Cooper, seconded by Director R. Frank and, upon vote, unanimously carried, the Board determined that the District meeting was held by conference call. 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.

May 2, 2023 Regular Directors' Election: Mr. Solin advised the Board that the May 2, 2023 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were not more candidates than positions available on the Board of Directors. It was noted there are two vacant positions on the Board of Directors.

Vacancies on the Board of Directors: The Board discussed the vacancies on the Board of Directors and considered appointment of Jerry B. Richmond, III to the Board of Directors.

Following discussion, upon motion duly made by Director Cooper, seconded by Director D. Frank and, upon vote, unanimously carried, the Board appointed Jerry B. Richmond, III to the Board of Directors.

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

Following discussion, upon motion duly made by Director Cooper, seconded by Director D. 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
Assistant Secretary	Jerry Richmond

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FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of the payment of claims as follows:

Fund	Period Ending Nov. 30, 2022	Period Ending Dec. 31, 2022	Period Ending Jan. 31, 2023	Period Ending Feb. 28, 2023
General	\$ 8,419.51	\$ 6,831.37	\$ 11,676.00	\$ 5,776.84
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ 1,907.50	\$ 3,962.50	\$ 2,255.00
Total	\$ 8,419.51	\$ 8,738.87	\$ 15,638.50	\$ 8,031.84

Fund	Period Ending March 31, 2023	Period Ending April 30, 2023	Period Ending May 31, 2023	Period Ending June 30, 2023
General	\$ 6,837.06	\$ 4,719.28	\$ 4,350.09	\$ 12,673.00
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ 2,847.50	\$ -0-	\$ 900.00	\$ 7,505.70
Total	\$ 9,684.56	\$ 4,719.28	\$ 5,250.09	\$ 20,178.71

Fund	Period Ending July 31, 2023
General	\$ 1,564.40
Debt	\$ -0-
Capital	\$ 900.00
Total	\$ 2,464.40

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as presented.

Unaudited Financial Statements and Schedule of Cash Position: Mr. Solin discussed with the Board the unaudited financial statements, dated December 31, 2022 and the schedule of cash positions, December 31, 2022.

Following discussion, upon motion duly made by Director Cooper, seconded by Director D. Frank and, upon vote, unanimously carried, the Board accepted the unaudited financial statements, dated December 31, 2022 and the schedule of cash positions, dated December 31, 2022.

COA Permit Application for Harvest Crossing Filing No. 1: The Board discussed the requisition to cover costs of a COA Permit Application for Harvest Crossing Filing No. 1 for Harvest Road Improvements in the amount of \$61,945.75.

Following discussion, upon motion duly made by Director Cooper, seconded by Director D. Frank and, upon vote, unanimously carried, the Board approved the requisition to cover costs of a COA Permit Application for Harvest Crossing Filing No. 1 for Harvest Road Improvements in the amount of \$61,945.75.

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2024 Budget Hearing: The Board discussed setting the date for a Public Hearing to adopt the 2024 Budget.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board set the date for a Public Hearing to adopt the 2024 Budget for November 13, 2023, at 1:00 p.m., to be held via conference call.

LEGAL MATTERS

Requisition from District No. 3 and District No. 4 Bonds: The Board discussed authorizing Requisitions from District No. 3 and District No. 4 Bonds in a collective amount of \$2,424,159.09 to be deposited with Land Title Guarantee Company pursuant to the Offsite Improvement Agreement for Harvest Road by and among District No. 3, District No. 4 and Lennar.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the Board approved Requisitions from District No. 3 and District No. 4 Bonds in a collective amount of \$2,424,159.09 to be deposited with Land Title Guarantee Company pursuant to the Offsite Improvement Agreement for Harvest Road by and among District No. 3, District No. 4 and Lennar, subject to IDES analysis of split.

Metropolitan District Improvements Agreement by and between District No. 3, District No. 4, Richmond American Homes of Colorado, Inc., and Pulte Home Company, LLC: The Board reviewed the Metropolitan District Improvements Agreement by and between District No. 3, District No. 4, Richmond American Homes of Colorado, Inc., and Pulte Home Company, LLC.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board approved the Metropolitan District Improvements Agreement by and between District No. 3, District No. 4, Richmond American Homes of Colorado, Inc., and Pulte Home Company, LLC, subject to final closing by Richmond and Pulte by August 25, 2023.

Acquisition and Reimbursement Agreement by and between District No. 3, District No. 4, and Richmond American Homes of Colorado, Inc.: The Board reviewed the Acquisition and Reimbursement Agreement by and between District No. 3, District No. 4, and Richmond American Homes of Colorado, Inc. Following discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board approved the Acquisition and Reimbursement Agreement by and between District No. 3, District No. 4, and Richmond American Homes of Colorado, Inc, subject to final closing on August 25, 2023.

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Termination of Manhard Service Agreements: The Board discussed terminating the Manhard Service Agreements.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board approved the Termination of the Manhard Service Agreements.

Engagement of Aztec Consultants Inc.: The Board considered the engagement of Aztec Consultants Inc. for construction surveying and staking.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board approved the engagement of Aztec Consultants Inc. for construction surveying and staking.

OPERATION AND MAINTENANCE

Engagement of LJA Engineers LLC: The Board considered the engagement of LJA Engineers LLC for Engineering Services.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board approved engagement of LJA Engineers LLC for Engineering Services.


OTHER MATTERS

There were no other matters to discuss.

ADJOURNMENT

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

Respectfully submitted,

By: 
Secretary for the Meeting