

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE VILLAGES AT MURPHY CREEK METROPOLITAN DISTRICT NO. 1 HELD NOVEMBER 8, 2021

A special meeting of the Board of Directors (the “Board”) of the Villages at Murphy Creek Metropolitan District No. 1 (referred to hereafter as the “District”) was convened on Monday, November 8, 2021 at 1:00 p.m. The District Board meeting was held by telephone conference and at the physical location at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, Colorado 80203. Ms. Will was present at the physical location. The meeting was open to the public.

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 Catherine Will; McGeady Becher P.C.

Kristine Lay, Kutak Rock LLP (for a portion of the meeting)

Sheila Mares, D.A. Davidson & Co. (for a portion of the meeting)

Creig Veldhuizen, Hilltop Securities Inc. (for a portion of the meeting)

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.

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ADMINISTRATIVE MATTERS

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

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 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 Cooper, seconded by Director R. Frank and, upon vote, unanimously carried, the Board determined that the District Board meeting be held by telephone conference and at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, Colorado 80203.

Resolution No. 2021-11-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices: Mr. Solin discussed with the Board Resolution No. 2021-11-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

The Board determined to meet at 1:00 p.m. on June 13, 2022 and November 14, 2022 via teleconference.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-01; Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2022: The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2022 and directed staff to post the Transparency Notice on the Special District Association's website and the District website.

PUBLIC COMMENT

There were no public comments.

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CONSENT AGENDA The Board considered the following actions:

- Approve Minutes from the August 19, 2021 and October 18, 2021 Special Meetings.

Following discussion, upon motion duly made by Director Cooper, seconded by Director D. Frank and, upon vote, unanimously carried, the Board approved and/or ratified approval of the Consent Agenda items.

FINACIAL MATTERS

2021 Audit: Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Board authorized Mr. Solin to obtain proposals for preparation of the 2021 Audit and further authorized the District President to engage an auditor for the 2021 Audit.

2021 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2021 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 2021 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 Cooper moved to adopt the Resolution to Amend 2021 Budget, Director D. Frank seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-02 to Amend the 2021 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

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

It was noted that publication of Notice stating that the Board would consider adoption of 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 or at this public hearing. No public comments were received, and the President closed the public hearing.

Mr. Solin reviewed the estimated year-end 2021 revenues and expenditures and the proposed 2022 estimated revenues and expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2021-11-03 to Adopt the 2022 Budget and Appropriate Sums of Money and Resolution

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No. 2021-11-04 to Set Mill Levies (for the General Fund at 10.000 mills and the Debt Service Fund at 55.664 mills, Other Fund at 1.114 mills, for a total of 66.778 mills). Upon motion duly made by Director R. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2021. Mr. Solin was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Arapahoe County and the Division of Local Government not later than December 15, 2021. Mr. Solin was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2022. Copies of the adopted Resolutions are attached hereto and incorporated herein by this reference.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made by Director R. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

2023 Budget Preparation: Following discussion, upon motion duly made by Director R. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2023 Budget. The Board determined to hold the public hearing to consider adoption of the 2023 Budget on November 14, 2022, at 1:00 p.m. via teleconference.

LEGAL MATTERS

Facilities Acquisition Agreement between District No. 1, Jewell Developers, Inc., and Harvest & Jewell, LLC: Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the Board approved the Facilities Acquisition Agreement between District No. 1, Jewell Developers, Inc., and Harvest & Jewell, LLC, as discussed. Following further discussion, the Board approved the termination of all prior existing agreements.

Election Resolution: Following discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-05; Resolution Calling a Regular Election for Directors on May 3, 2022, appointing the DEO and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

Regional Improvements and Participation in Regional Authority: The Board deferred discussion.

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Resolution authorizing the issuance of District No. 1's Limited Tax General Obligation Bonds, Series 2021A₍₃₎ (the "Bonds") in a maximum aggregate principal amount of up to \$15,000,000, for the purpose of paying, reimbursing and financing certain public improvements and paying the costs incidental to the issuance of the Bonds: The Board reviewed a Resolution authorizing the issuance of District No. 1's Limited Tax General Obligation Bonds, Series 2021A₍₃₎ (the "**Bonds**") in a maximum aggregate principal amount of up to \$15,000,000, 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, approving an Indenture of Trust, a Continuing Disclosure Agreement, a Bond Purchase Agreement.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director Cooper and, upon vote, unanimously carried, the Board adopted the Resolution authorizing the issuance of District No. 1's Limited Tax General Obligation Bonds, Series 2021A₍₃₎ (the "**Bonds**") in a maximum aggregate principal amount of up to \$15,000,000, 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 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; authorized incidental actions; and repealed prior inconsistent actions. The Board further appointed all Directors as District Representatives and Sales Delegates, Director D. Frank as primary and Directors R. Frank and Cooper as alternates.

Engagement of Hilltop as Municipal Advisor: Following discussion, upon motion duly made by Director Cooper, seconded by Director D. Frank and, upon vote, unanimously carried, the Board approved the engagement of Hilltop as municipal advisor.

Engagement of King & Associates, Inc. for Appreciation Analysis Services: Following discussion, upon motion duly made by Director Cooper, seconded by Director D. Frank and, upon vote, unanimously carried, the Board approved the engagement of King & Associates, Inc. for Appreciation Analysis services.

Engagement of Zonda Advisory for Market Study Services: Following discussion, upon motion duly made by Director Cooper, seconded by Director D. Frank and, upon vote, unanimously carried, the Board approved the engagement of Zonda Advisory for Market Study services.

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OTHER MATTERS

Engagement of Aztec Consultants, Inc. to Update the District's Boundary Maps: Following discussion, upon motion duly made by Director Cooper, seconded by Director D. Frank and, upon vote, unanimously carried, the Board approved the engagement of Aztec Consultants, Inc. to update the District's boundary maps.

Cost Verification Report: Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the Board appointed Independent District Engineering Services for Cost Verification Services.

ADJOURNMENT

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

Respectfully submitted,

By: 
Secretary for the Meetings