

MINUTES OF THE JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS

MORGAN HILL METROPOLITAN DISTRICT NOS. 1, 2
AND 3

Held: April 25, 2019 at 12:00 P.M., at 2500 Arapahoe Avenue,
Suite 220, Boulder, Colorado.

Attendance/Qualification

A joint regular meeting of the Boards of Directors of Morgan Hill Metropolitan District Nos. 1, 2 and 3 was held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Boards, were in attendance:

Jon R. Lee
Jessica Brothers
Steve Rane

Also present for the District: K. Sean Allen, Esq., White, Bear, Ankele, Tanaka & Waldron, Attorneys at Law.

Combined Meeting

The Boards of Directors of the Districts have determined to hold a joint meeting of the Districts and to prepare joint minutes of actions taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Call to Order/Quorum

Director Lee noted that a quorum of the Districts' Boards was present and called the meeting to order.

Disclosure Matters

Mr. Allen advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Allen reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Allen noted that a quorum was present and inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Approval of Agenda The Boards reviewed the agenda. Following discussion, upon motion duly made by Director Lee and seconded by Director Rane, the Boards unanimously approved the agenda.

Approval of Minutes
October 25, 2018 The minutes of the October 25, 2018 meeting were submitted to the Boards for approval. Following discussion, upon motion duly made by Director Lee, and seconded by Director Rane, the Boards unanimously approved the minutes as presented.

Construction Update

Approval/Ratification of
Public Improvement
Construction Contract(s) Director Lee reported that there have been no new contracts, only changes order in the amount of two hundred thousand eleven, two hundred thirty three dollars and forty six cents (\$211,233.46). Following discussion, upon motion duly made by Director Rane and seconded by Director Brothers, the change orders were unanimously approved.

Contract Report—Bids and
Awards, Construction
Budgets None.

Financial Matters

Financial Statements and
Payables Director Rane presented the financial statements date March 31, 2019, current and interim payables for approval. Following discussion, upon motion duly made by Director Lee and seconded by Director Brothers, the Boards unanimously approved the financial statements and ratified the payables.

2018 Audit/Audit
Exemption Applications The Boards reviewed the 2018 audits for District Nos. 1 and 3 and the audit exemption application for District No. 2. Following discussion, upon motion duly made by Director Brothers and seconded by Director Rane, the Boards approved the audit and audit exemption applications.

General Matters

2019 Annual Administrative
Resolution Mr. Allen presented the 2019 annual administrative resolution to the Boards. Following discussion, upon motion duly made by Director Brothers and seconded by Director Rane, the Boards unanimously approved the resolution.

Consider Approval of 2019
Accounting and The Boards engaged in a general discussion regarding the 2019 accounting and construction management renewal and hourly

Construction Management
Renewal and Hourly Rates

rates. Following discussion, upon motion duly made by Director Brothers and seconded by Director Lee, the Boards approved the management renewal and hourly rates.

Next Regular Meeting

October 24, 2019

Adjournment

There being no further business to come before the Boards, and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting. The foregoing minutes were approved by the Boards of Directors on October 24, 2019, and constitute a true and correct copy of the minutes of the above-referenced meeting.



Secretary for the Meeting