

RECORD OF PROCEEDINGS

MINUTES OF THE CONSOLIDATED SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF THE GREENSPIRE METROPOLITAN DISTRICT NOS. 1, 2, AND 3

Held: Tuesday, January 15, 2019 at 9:30 a.m., at 301
Centennial Drive, Milliken, Colorado

Attendance

A consolidated special meeting of the Boards of Directors of the Greenspire Metropolitan District Nos. 1, 2, and 3 was held in accordance with the statutes of the State of Colorado. The following Directors, having confirmed their continued qualification to serve on the Boards, were in attendance:

Bret Hall
George Hall

Absent: None

Also present were Colin B. Mielke, Seter & Vander Wall, P.C.; Ann Eldridge, Eldridge CPA; John Paul Williams, Nikolas Wagner, and Danaly Howe, Centennial Consulting Group; and the following member of the public: Jordan Morter.

Call to Order and Declaration of Quorum

Director Bret Hall opened the meeting, noted that a quorum of each of the Boards was present and called the consolidated special meeting of the Boards of Directors of the Greenspire Metropolitan District Nos. 1, 2, and 3 to order.

Disclosure Matters

The Directors confirmed that no changes have occurred to any of the Directors' interests that warrant amending the written disclosures on file with the Secretary of State's Office with regard to any potential or existing conflicts of interest. Pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Board member disclosed his conflicts of interest, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

Approval of Minutes

The Boards reviewed and considered approving the minutes of the November 13, 2018 consolidated regular meeting. Upon motion by Director George Hall, seconded by Director Bret Hall and

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unanimously carried, the Board approved the minutes as presented.

Public Comment

Director Bret Hall opened the meeting for public comment.

Ms. Morter inquired about the Greenspire Homeowners Association and its function, the mill levy cap, and refinancing of the debt. The Board provided information on the Homeowners Association contact, John Hall, and answered the questions presented, including a discussion regarding the landscaping and non-potable water services provided by the District.

There being no further public comment, Director Bret Hall closed the public comment period.

Annual Administrative Matters

Mr. Mielke discussed a number of administrative matters with the Boards, which are generally addressed at the Boards' first meeting of the year, in accordance with Colorado law.

Mr. Mielke asked the Directors to complete an affidavit, which he distributed to each Director, confirming each Director's qualification to serve on the Boards.

He asked the Directors to review the information provided to each Director describing how to identify a conflict of interest, and the requirements under Colorado law for disclosure of such conflicts of interest by each Director. Mr. Mielke asked each Director to review the contents of the letter, to identify all existing and potential conflicts of interest each Director may have in connection with serving as a member of the Boards of the Districts, and to complete the enclosed disclosure forms to be returned to his office.

Following discussion, the Boards determined to re-elect the officers of the Boards as follows:

President/Chair – Bret Hall
Secretary/Treasurer – George Hall

The Boards reviewed and determined to continue to use its existing newspaper designated for publication of legal notices, identified as the *Johnstown Breeze*.

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Next, the Boards determined to continue to use their existing 24-hour posting places, identified as the southwest corner of each District.

The Boards determined to hold regular meetings at 9:30 a.m. on the second Tuesday of each month at 301 Centennial Drive in Milliken, Colorado.

The Boards determined to appoint Catherine T. Bright of the law firm of Seter & Vander Wall, P.C., to serve as the Designated Election Official for the Districts for their election activities.

The Boards reviewed the employment of their consultants for 2019 and determined to renew Seter & Vander Wall, P.C. as its legal counsel and Ann Eldridge, CPA as its accountant.

Finally, the Boards reviewed the proposed form of resolution presented by Mr. Mielke that memorializes the above determinations in addition to certain other annual administrative actions providing direction from the Boards regarding actions to be taken by the Districts' consultants on the Boards' behalf.

Upon a motion by Director George Hall, seconded by Director Bret Hall and unanimously carried, the Board approved the administrative items.

Financial Matters

The Board reviewed the financial report and considered approving the payment of claims. Following discussion, upon motion made by Director George Hall, seconded by Director Bret Hall and unanimously carried, the Board approved the payment of claims.

The Board discussed new lot sales and the revenues received from the District through such sales.

Management Services Agreement

The Board reviewed and considered approving the management services agreement with Centennial Consulting Group, LLC. Following discussion, upon a motion by Director George Hall, seconded by Director Bret Hall and unanimously carried, the Board approved the agreement.

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Adjournment

There being no other business to come before the Boards, the meeting was adjourned.


Secretary for the Meeting
