

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

HUNTING HILL METROPOLITAN DISTRICT

Held: Monday, November 12, 2018 at 10:00 a.m. at Verona
Clubhouse, 2429 Primo Road, Highlands Ranch, Colorado.

Attendance:

A special meeting of the Board of Directors of the Hunting Hill Metropolitan District was scheduled in compliance with the laws of the State of Colorado, with the following directors in attendance:

Kathy Neely
David Hoffman
Al Sullivan
Christopher Nelson
Alex Garbini

Also present were: Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.; Kevin Collins, CliftonLarsonAllen, LLP; Ron Harris, Advance HOA Management, Inc.; Greg Fulton and Katie Walker, Verona Building Co., LLC; Kimberly Casey Reed and Lindsay Conroy, Ballard Spahr LLP; Laci Knowles, D.A. Davidson & Co. and the following District residents: Mimi Carroll, Sally Culbertson, Kay Johnson, Kevin Barré, Marie Barré, Anne Tatlow, Bobby Kleewein, Kenneth Stuckey, Rose Ann Hazzard and Larry Hazzard.

**Call to Order/ Declaration of
Quorum:**

Director Neely, noting the presence of a quorum, called to order the special meeting of the Board of Directors of Hunting Hill Metropolitan District at 10:01 a.m.

RECORD OF PROCEEDINGS

Directors Matters/Disclosure Matters:

Ms. Ivey advised the Board of Directors that pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. The Board of Directors reviewed the agenda for the meeting, following which each director confirmed the contents of written disclosures previously made, if any, stating the fact and summary nature of any matters, as required by Colorado law, to permit official action to be taken at the meeting. Additionally, the Board of Directors determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Director Sullivan reported that he had disclosed the following 1) he is an owner of property in the district boundaries and 2) he has no financial interest in connection with official action of the district.

Director Hoffman reported that he had disclosed the following 1) he is an owner of property in the district boundaries and 2) he has no financial interest in connection with official action of the district.

Director Neely reported that she had disclosed the following conflicts of interest: 1) she is an owner of property within the district boundaries and 2) she has no financial interest in connection with official action of the district.

Director Garbini reported that he had disclosed the following conflicts of interest: 1) contract to purchase property within the District and 2) employed by CMZ, Inc. which provides consulting services as a paid consultant.

Director Nelson reported that he had disclosed the following conflicts of interest: 1) he is an owner of property within the district boundaries and 2) he has not financial interest in connection with official action of the District.

Ms. Ivey advised that written disclosures of these interests were filed with the Secretary of State at least seventy-two hours prior to the meeting.

Approval of/Additions To/Deletions From the Agenda:

After review and discussion and upon motion of Director Hoffman and second of Director Neely, the Board unanimously approved the agenda with the addition of Item

RECORD OF PROCEEDINGS

9(a) – Meeting with Century Communities.

Public Comment for Items Not on Agenda:

Mr. Kleewein made an announcement regarding a resident that has been diagnosed with terminal cancer.

Approval of Minutes:

Director Garbini noted that he recalled announcing at the Board's last regular meeting that he would be absent from the September 10, 2018 regular meeting due to vacation. After review and discussion and upon motion of Director Neely and second of Director Hoffman, the Board unanimously approved the minutes of the September 10, 2018 regular meeting of the Board with a revision to indicate that Director Garbini's absence was excused.

Legal Matters:

Ms. Ivey reported that the Second Amendment to the Service Plan was unanimously approved by the Douglas County Board of County Commissioners and that the Commissioners commended the District and Director Sullivan, who presented on behalf of the District, on a job well done and thanked them for taking a proactive stance on righting the District's financial situation.

Ms. Ivey reviewed with the Board a proposed resolution amending the 2007 Facilities Fees Resolution which clarifies that the Facilities Fees are due from developers within the District at the time that building permits are pulled for residential units. Ms. Ivey made clear that this resolution does not impact the current homeowners within the District. After review and discussion and upon motion of Director Sullivan and second of Director Neely, the Board unanimously authorized the resolution. Ms. Ivey reported that the resolution will be recorded in the property records for Douglas County.

2018 Refunding of 2007 Bonds:

Ms. Reed discussed with the Board the proposed refunding of the 2007 bonds and a resolution authorizing the issuance of Hunting Hill Metropolitan District Limited Tax General Obligation Refunding Bonds, Series 2018 in the approximate amount of \$7,125,000, but not to exceed \$7,500,000, (the "Bonds"). The Bonds are to be issued for the purpose of refunding the outstanding principal and interest due on the District's Series 2007 Bonds, funding reserve funds, funding capitalized interest and paying costs in connection with the

RECORD OF PROCEEDINGS

issuance of the Bonds. Such resolution also authorizes the execution of all other documents or writings as may be necessary for the issuance of the aforementioned Bonds, including the execution of an indenture of trust and other documents and agreements ancillary to the issuance and security of the Bonds. Ms. Reed reviewed each of the documents and agreements authorized by the resolution, including, a detailed explanation of the Post-Issuance Tax Compliance Policy.

Ms. Knowles reviewed with the Board the latest financial projections related to the issuance of the Bonds and briefly described the current market conditions. Ms. Knowles stated that pricing on the Bonds will occur on November 14, 2018.

Upon inquiry from Director Garbini, Mss. Knowles and Reed discussed the parameters of the Bonds, the fact that the interest rate is anticipated to come in at 5.5% but may go up as high as 7% based on market conditions at pricing, that 35 mills (as adjusted for the Gallagher Amendment) are pledged to the Bonds.

After further review and discussion, upon motion of Director Hoffman and second of Director Sullivan, the Board approved the resolution, on a 4-0-1 vote with Director Garbini abstaining, authorizing the issuance of the Bonds, designated Kathy Neely as a District Representative, directed that CliftonLarsonAllen LLP complete the filings required under the Continuing Disclosure Agreement, and authorized Kathy Neely as President/Chairman and Dave Hoffman as Secretary to sign all documents and agreements related to the issuance of the Bonds.

Continuing Disclosure:

Ms. Ivey discussed with the Board the past inconsistencies of the District in complying with continuing disclosure requirements of its 2007 and 2013 bonds and stated that the current Bonds include a Continuing Disclosure Agreement whereby the District has designated CliftonLarsonAllen LLP as its compliance agent related to its continuing disclosure obligations.

Other Business:

Messrs. Hoffman, Harris and Collins and Ms. Neely reported on a meeting they had with Century Community representatives on December 7, 2018. It was noted that the District will be asked to take on landscape and snow

RECORD OF PROCEEDINGS

maintenance responsibilities for the Century Communities development but that no capital improvements will be completed by the District. The re-paving of the roadways that have been impacted by the development and the parking area were also discussed. Mr. Collins noted that while Century Communities is anticipating some park and recreational facility that they are aware that the District cannot participate in the construction, operation or maintenance thereof under its current service plan. Ms. Neely noted that Century Communities will be having another open forum meeting in approximately 6 weeks and encourages residents to attend.

Mr. Sullivan thanked the team of consultants for their hard work on the bond refunding.

Adjournment:

There being no further business to come before the Board, the meeting was adjourned upon motion by Director Sullivan, second by Director Hoffman and unanimous vote at 11:04 a.m.


Secretary