

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

HIGHWAY 119 METROPOLITAN DISTRICT NOS. 1-10

Held: July 12, 2021, at 9:00 A.M.

The meeting was held via teleconference.

ATTENDANCE

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Reggie Golden
Dale Bruns
Pagie Mathews

Also present were: Jennifer Gruber Tanaka, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Neil Schilling, Schilling & Company, District Accountant; Phil Pike, Highway 119 Holdings, LLC; Mark Meyer, Foundry Commercial; CJ Kirst, PE, Tahoe Consulting; and Brad Simons, PE, MMI Water Engineers, LLC.

**ADMINISTRATIVE
MATTERS**

Call to Order

The meeting was called to order.

Declaration of Quorum and
Confirmation of Director
Qualifications

Ms. Tanaka noted that a quorum for each of the Boards was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures
of Potential or Existing
Conflicts of Interest

Ms. Tanaka advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka 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. Ms. Tanaka 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.

Combined Meetings The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Highway 119 Metropolitan District Nos. 1 through 10, inclusive and collectively.

Approval of Agenda Ms. Tanaka presented the Boards with the proposed agenda for the meeting. Upon motion of Mr. Golden, seconded by Mr. Bruns, the Boards unanimously approved the agenda as amended to remove item F under the Consent Agenda and to amend item G under the Consent Agenda to reflect the financial statements as of May 31, 2021.

Excusal of Absence The Boards noted the absence of Mr. Miles. Upon motion of Mr. Golden, seconded by Mr. Bruns, the Boards unanimously excused his absence.

PUBLIC COMMENT None.

CONSENT AGENDA The Boards were presented with the consent agenda items. Upon motion of Mr. Mathews, seconded by Mr. Bruns, the Boards unanimously took the following actions:

- a. Approved the Minutes for March 8, 2021 Special Meeting
- b. Ratified the Payment of Claims (\$9,839.73) (March 2021)
- c. Ratified the Payment of Claims (\$11,064.92) (April 2021)
- d. Ratified the Payment of Claims (\$108,891.79) (May 2021)
- e. Ratified the Payment of Claims (\$400,618.59) (June 2021)
- f. REMOVED
- g. Accepted Unaudited Financial Statements as of May 31, 2021 (District Nos. 1 & 2)
- h. Ratified the First Addendum with Atwell, LLC for Engineering Services for Water Line and Oligarchy Ditch Project
- i. Ratified the Second Addendum to Independent Contractor Agreement with Atwell, LLC for Engineering Services for Left Hand Water Line Extension Project
- j. Ratified the Independent Contractor Agreement with A.G. Wassenaar, Inc. for Construction Testing and Observation Services
- k. Ratified the Indemnification Agreement with Coyote Ridge Construction, LLC
- l. Ratified the Change Order No. 1 with Coyote Ridge Construction, LLC for Additional Material, Time and Resources
- m. Ratified the Change Order No. 2 with Coyote Ridge Construction, LLC for Replacing Irrigation and Seeding

CONSTRUCTION MATTERS

12” Waterline and Bore Project Mr. Kirst reported that the project has been completed. There were some unexpected items that came up that needed to be addressed but the project is complete and is under warranty with Left Hand Water District. One additional item that was added to the scope was to redo some landscaping and irrigation along the mobile park subdivision that the District had to construct through as a result of a mislocation of the water line and that work is in process.

Status of Oligarchy Ditch Relocation Project Mr. Kirst reported that Mr. Bruns is working to get the Oligarchy Ditch Company on the same page with regard to a ditch relocation agreement. Once that is complete we can rebid the project.

Upcoming Construction Projects Mr. Bruns updated the Boards on the status of plats and future construction projects noting that the expansion of Fairview will likely be coming in the near term. He also noted that storm drainage and traffic signage will be required in the near term.

FINANCIAL MATTERS Mr. Schilling reviewed the May 31, 2021 financial statements with the Boards. He noted that a past delinquency was recently paid which will trigger a budget amendment for the Districts.

LEGAL MATTERS

Timeline for Bifurcation of Service Plan and Transition of Districts Mr. Bruns updated the Boards with regard to the bifurcation of the Districts noting that Voyage expects to have a residential plat by May 2022 and will need to have the Districts bifurcated by that time so that it can work independently from the other Districts. The Boards directed Ms. Tanaka to schedule a work session with the various consultants to start to discuss the items needed in order to meet the desired timelines.

OTHER BUSINESS

Next Meeting Date The next meeting is scheduled for August 9, 2021, at 9:00 A.M. Ms. Tanaka noted a scheduling conflict with the August and September meetings. It was noted that if a meeting is needed during either month that separate dates will be coordinated.

Ms. Tanaka discussed the recent passage of HB 21-1278 enabling special districts to conduct meetings electronically and inquired into whether the Boards would like to continue to meet virtually or whether they would like to resume meeting in person. The Boards determined to meet via zoom going forward.

ADJOURNMENT

There being no further business to be conducted, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Dale Bruns

Dale Bruns (Nov 10, 2021 05:04 MST)

Secretary for the Meeting