

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

LANTERNS METROPOLITAN DISTRICT NO. 1

Held: Monday, July 8, 2019 at 1:00 p.m. at 10 Inverness Drive East, Suite 125, Englewood, CO

Attendance	<p>The special meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance.</p> <p>Scott Carlson</p> <p>Also present were Clint C. Waldron and Megan J. Murphy, Esq., White Bear Ankele Tanaka &amp; Waldron, District General Counsel; and Terry Hodge, Tim Westbrook and Mark Bailey, Toll Brothers.</p>
Call to Order	<p>Director Carlson noted that a quorum of the Board was present and called the meeting to order.</p>
Declaration of Quorum/Director Qualifications/Reaffirmation of Disclosures	<p>Mr. Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Waldron reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Waldron inquired into whether members of the Board 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.</p>
Approval of Agenda	<p>Mr. Waldron reviewed the proposed agenda with the Board. Following discussion, upon a motion duly made and seconded, the Board approved the agenda as presented.</p>
Public Comment	<p>None.</p>

**Acknowledge Resignations**

The Board engaged in general discussion regarding Mr. Kent Carlson, Mr. Clay Carlson, Mr. Ryan Carlson and Mr. Lonny Phelps letters of resignation. Following discussion, upon a motion duly made, the Board acknowledged their resignations.

**Consent Agenda**

Mr. Waldron presented the items on the consent agenda to the Board for consideration. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested removed from the consent agenda. Upon motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted:

- Approval of May 23, 2019 Minutes
- Ratify Engagement of Ballard Spahr as Bond Counsel

**Legal Matters**

Discuss and Consider Approval of Funding and Reimbursement Agreement (Operations and Maintenance) with Toll Southwest, LLC

Mr. Waldron reviewed the Funding and Reimbursement Agreement (Operations and Maintenance) with Toll Southwest, LLC with the Board. Following discussion, upon a motion duly made, the Board unanimously approved the Funding and Reimbursement Agreement (Operations and Maintenance) with Toll Southwest, LLC not to exceed \$50,000 per annum with 8% interest rate.

Consider Approval of Infrastructure Acquisition and Reimbursement Agreement with Toll Southwest, LLC

Mr. Waldron reviewed the Infrastructure Acquisition and Reimbursement Agreement with Toll Southwest, LLC with the Board. Mr. Waldron reviewed schedules 1, 2 & 3 relating to documentation required prior to developer reimbursement. Following discussion, upon a motion duly made, the Board unanimously approved the Infrastructure Acquisition and Reimbursement Agreement with Toll Southwest, LLC.

Consider Approval of Termination of Facilities Acquisition and Reimbursement Agreement and Operation Funding Agreements with Jefferson 500, LLC

Mr. Waldron reviewed the Termination of Facilities Acquisition and Reimbursement Agreement and Operation Funding Agreements with Jefferson 500, LLC with the Board. Following discussion, upon a motion duly made, the Board unanimously approved the Termination of Facilities Acquisition and Reimbursement Agreement and Operation Funding Agreements with Jefferson 500, LLC subject to final legal review.

Update on Resubmittal of Service Plan and Inclusion Orders (corrected legal description)

Mr. Waldron updated the Board on the status of the Resubmittal of Service Plan and Inclusion Orders with corrected legal description. The Board directed legal counsel to provide invoices to Mr. Carveth to discuss reimbursement from CVL Engineering.

Discuss Legislative Update Mr. Waldron reviewed the legislative update with the Board. Mr. Waldron noted that meeting notices will be allowed to be posted on the District's website in place of physical postings and that xeriscaping can no longer be prohibited. No action taken.

Other Legal Matters None.

### **Financial Matters**

Consider Approval/Acceptance of Financials and Claims Ms. Bartow reviewed the May 31, 2019 unaudited financials with the Board. Following discussion, upon a motion duly made, the Board unanimously accepted the financials.

Ms. Bartow reviewed the check registrar with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified check Nos. 1434 through 1436 in the amount of \$27,242.95.

Other Financial Matters The Board engaged in general discussion regarding authorized signors on the District bank account. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Director Carveth and Director Hodge as signors on the account.

**Consider Board Appointments, Administer Oaths of Office and Election of Officers** Director Carlson appointed Tim Westbrook, Terry Hodge, Reginald Carveth and Mark Bailey to the Board. Director Carlson administered their Oaths of Office. Following discussion, upon a motion duly made, the Board unanimously determined to elect the following officers;

Reginald Carveth – President  
Scott Carlson – Vice President  
Terry Hodge – Treasurer  
Tim Westbrook – Secretary  
Mark Bailey – Assistant Secretary

### **Other Business**

Discuss Status of Bond Transaction, Acceptance of District Eligible Costs, and Schedule Meeting to Approve and Authorize Issuance of Debt Mr. Waldron updated the Board on the status of the bond issuance. He noted that the Board will need to meet next week to approve the parameters resolution.

**Adjourn**

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

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



A handwritten signature in black ink, consisting of several loops and strokes, is written over a horizontal line. Below the line, the text "Secretary for the Meeting" is printed.

The foregoing minutes were approved on the 23<sup>rd</sup> day of July, 2019.