

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

THREE HILLS METROPOLITAN DISTRICT
(FORMERLY KNOWN AS VINEYARD TOWN SQUARE
METROPOLITAN DISTRICT)

Held: Wednesday, October 19, 2022 at 9:30 a.m.

This meeting was held via teleconference.

Attendance

The Regular Meeting of the Board of Directors of the Three Hills Metropolitan District (Formerly Known As Vineyard Town Square Metropolitan District) was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, having confirmed their qualifications to serve, were in attendance:

Matthew Cavanaugh
Guillaume Pouchot
C. Regan Hauptman

Also present were Kristin B, Tompkins, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; and Alex Fink, CliftonLarsonAllen, LLP, District Accountant.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Board was present and the meeting was called to order.

Conflict of Interest Disclosures

Ms. Tompkins advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tompkins reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of 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. Ms. Tompkins 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Consider Appointment of Officers

The Board engaged in discussion regarding the Appointment of Officers. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the appointment of

Director Cavanaugh as President, Director Pouchot as Secretary and Director Hauptman as Treasurer.

Approval of Agenda

The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as amended

Public Comment

None.

Consent Agenda

Ms. Tompkins reviewed the items on the consent agenda with the Board. Ms. Tompkins 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 removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved and/or ratified.

- Minutes from April 20, 2022 Regular Meeting; and
- 2021 Annual Report

Financial Matters

Consider Acceptance of Schedule of Cash Position and Unaudited Financial Statements

Mr. Fink presented the June 30, 2022 Unaudited Financial Statements and the Schedule of Cash Position dated June 30, 2022 updated as of October 11, 2022. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the Schedule of Cash Position and the Unaudited Financial Statements.

Consider Approval of Claims Payable

Mr. Fink presented the claims in the amount of \$15,965.60 from April 1, 2022 through September 30, 2022. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the claims.

Consider Adoption of Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Infrastructure Acquisition and Project Fund Disbursement Agreement with Three Hills Investment, LLC

Mr. Fink presented the Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Infrastructure Acquisition and Project Fund Disbursement Agreement with Three Hills Investment, LLC to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution.

Consider Approval of Project Fund Requisition No. 2 Related to the

Mr. Fink presented Project Fund Requisition No. 2 Related to the District's Limited Tax General Obligation Bonds, Series 2021 to the Board. Following discussion, upon a motion duly made and

District's Limited Tax
General Obligation Bonds,
Series 2021

seconded, the Board unanimously approved the requisition.

Conduct Public Hearing on
2022 Budget Amendment
and Consider Adoption of
Resolution Amending 2022
Budget

Mr. Fink informed the Board that no 2022 Budget Amendment was necessary.

Conduct Public Hearing on
2023 Budget and Consider
Adoption of Resolution
Adopting 2023 Budget,
Imposing Mill Levy and
Appropriating Funds

Director Pouchot opened the public hearing on the proposed 2023 Budget. Ms. Tompkins noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Mr. Fink reviewed the 2023 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor, and certifying 15.000 mills in the General Fund and 50.001 mills in the Debt Service Fund, subject to final review by legal counsel and receipt of the final assessed valuation.

The Board directed legal counsel and the District's accountant to certify the mill levies by December 15, 2022 and file the 2023 Budget by January 30, 2023.

Other Financial Matters

None.

Management Updates

None.

Consider Adoption of
Resolution Establishing
Policies and Procedures for
the Acceptance of District
Eligible Costs and
Acquisition of Public
Improvements, Including
Landscaping Improvements

Deferred.

Legal Matters

None.

Consider Adoption of 2023

Ms. Tompkins presented the 2023 Annual Administrative Resolution

Annual Administrative Resolution

to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Approval of Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership for 2023

Ms. Tompkins presented the Property Liability Schedule and Limits to the Board. Following discussion, upon a motion duly made and seconded the Board unanimously approved the schedule, workers compensation coverage, and renewal of the SDA membership for 2023.

Adoption of Resolution Calling May 2, 2023 Election

Ms. Tompkins presented the Resolution Calling May 2, 2023 Election to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution designating the District's website as the second method of providing notice of the call for nominations.

Consider Approval of First Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) with Three Hills Investment, LLC

Ms. Tompkins presented the First Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) with Three Hills Investment, LLC to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Amendment.

Consider Approval of First Amendment to Infrastructure Acquisition and Project Fund Disbursement Agreement with Three Hills Investment, LLC

Ms. Tompkins presented the First Amendment to Infrastructure Acquisition and Project Fund Disbursement Agreement with Three Hills Investment, LLC to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Amendment.


Other Business

None.

Adjourn

There being no further business to come before the Board, following discussion and upon a 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.



Secretary for the Meeting

The foregoing minutes were approved on the 5th day of April, 2023.