

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
MOUNTAIN'S EDGE METROPOLITAN DISTRICT
(THE "DISTRICT")
HELD
November 18, 2016**

A special meeting of the Board of Directors of the Mountain's Edge Metropolitan District (referred to hereafter as the "Board") was convened on Friday, the 18th day of November 2016, at 10:00 A.M., at the Peak Community and Wellness Center – Foothills Park and Recreation District, 6612 South Ward Street, Littleton, Colorado. The meeting was open to the public.

Directors In Attendance Were:

Eric T. Dome
Jeffrey Powles

Also In Attendance Were:

Elisabeth Cortese; McGeady Becher P.C.
Mathew Mendisco, Kim Herman and Vivian Bonham; CliftonLarsonAllen LLP

DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST

Disclosure of Potential Conflicts of Interest: Attorney Cortese discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Cortese that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors in advance of the meeting pursuant to statute.

ADMINISTRATIVE
MATTERS

Agenda: Following discussion, upon motion duly made by Director Powles, seconded by Director Dome and, upon vote unanimously carried, the Agenda was approved as amended. The Board excused the absence of Director Rabel.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made by Director Powell, seconded by Director Dome and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of this location was duly posted and that they have not

received any objections to the location or any requests that the meeting place be changed by taxing electors within its boundaries.

Approval of September 26, 2016 Special Meeting Minutes: The Board reviewed the Minutes of the September 26, 2016 Special Meeting. Upon motion duly made by Director Powles, seconded by Director Dome, and upon vote unanimously carried, the Board approved the Minutes of the September 26, 2016 Special Meeting as presented.

FINANCIAL MATTERS

Payment of Claims: Following review, upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board approved the claims in the amount of \$29,679.45.

Financial Statements: Following review, upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board accepted the September 30, 2016 unaudited Financial Statements.

Conduct Public Hearing to Consider Amending 2016 Budget; Consider Adoption of Resolution Amending the 2016 Budget: The Board President opened the public hearing to consider the proposed amendment to the 2016 Budget. It was noted that Notice stating the Board would consider amending the 2016 Budget and the place, date and time of the public hearing was published in a newspaper having circulation within the District in accordance with statutory requirements. No written objections were received prior to the public hearing. No Public comments were received and the public hearing was closed.

It was noted that the 2016 Budget was amended prior to the 2016 Bond issuance and it was determined that the 2016 budget did not need to be amended again.

Conduct Public Hearing to Consider Adoption of 2017 Budget, Appropriate Expenditures and Certify Mill Levies; Consider Adoption of Resolution No. 2016-11-01 to Adopt 2017 Budget and Appropriate Expenditures and Resolution No. 2016-11-02 to Certify Mill Levies: Upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote unanimously carried, the Board opened the public hearing to consider adopting the 2017 budget, appropriate expenditures and certify mill levies. It was noted that Notice stating the Board would consider adopting a 2017 Budget, and the place, date and time of the public hearing was published in a newspaper having circulation within the District in accordance with statutory requirements. No written objections were received prior to the public hearing. No Public comments were received and the public hearing was closed

Ms. Bonham reviewed the 2017 proposed Budget with the Board. Following discussion, upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board approved Resolution No. 2016-11-01 Adopting the 2017 Budget and Appropriating Expenditures and

Resolution No. 2016-11-02 to Set Mill Levies at 21.000 Mills for the General Fund and 50.000 Mills for Debt Service Fund.

The Board authorized execution of the Certification of Budget and Certification of Mill Levies, subject to receipt of final Certification Assessed Valuation from the County on or before December 10, 2016. The District Accountant was authorized to transmit the Certification of Mill Levy to the Board of County Commissioners of Jefferson County, not later than December 15, 2016. The District Manager was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2017.

Consider Appointment of District Accountant to Prepare 2016 Application for Audit: Ms. Bonham reviewed the audit requirement with the Board. Mr. Mendisco presented three proposals for auditing services for the 2016 audit.

Following review, upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board approved the proposal from Dazzio & Associates, P.C. for 2016 auditing services.

Review and Approve Cash Access Addendum to CliftonLarsonAllen LLP Accounting Engagement Letter: Following discussion, upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote unanimously carried, the Board approved the Cash Access Addendum to the CliftonLarsonAllen LLP engagement letter.

LEGAL
MATTERS

Review and Consider Approval of 2017 Operation Funding Agreement by and between the District and Reserve at the Meadows LLC: Following discussion, upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board approved the 2017 Operation Funding Agreement by and between the District and Reserve at the Meadows, LLC.

Review and Consider Approval of the Third Amendment to Facilities Funding and Acquisition Agreement between the District and Reserve at the Meadows, LLC: Following discussion, upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board approved the Third Amendment to Facilities Funding and Acquisition Agreement between the District and Reserve at the Meadows, LLC.

MANAGER
ITEMS

Discuss 2017 Meeting Dates. Review and Adopt the 2017 Resolution No. 2016-11-03 Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting for 72-Hour and 24-Hour Notices: Following discussion, upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote unanimously carried, the Board approved Resolution No. 2016-11-03 Establishing Regular Meeting Dates, Time and Location and Designating Locations for Posting 72-Hour and 24-Hour Notices. The Board scheduled

regular meetings for the Third Tuesday in March, June, September and November at 10:00 a.m. at the Peak Community and Wellness Center.

Discuss District Insurance and Statutory Requirement of Position Schedule Bond and Renewal of Same. Discuss Renewal of SDA Membership: Following discussion, upon a motion duly made by Director Powles, seconded by Director Dome and, upon a vote unanimously carried, the Board approved renewal of the District insurance, including obtaining a position schedule bond and adding coverage for District owned property

CAPITAL
IMPROVEMENTS

Status of Development: Ms. Cortese stated she will send an updated Disclosure to Purchaser's to the Board for review.

OTHER BUSINESS

Discuss Vacancies and Consider Appointment of Qualified Individuals: The Board discussed the vacancies of the Board. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was published in a newspaper having general circulation in the District and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication. As such, qualified individuals, David Grant and Charles Hawn, were nominated to fill the two vacancies on the Board. Following discussion, upon motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board appointed Charles Hawn to fill the vacancy left by John Vitella and David Grant to fill the vacancy left by Todd Amberry.

Consider Appointment of Officers: Following discussion, upon motion duly made by Director Powles, seconded by Director Dome and, upon vote unanimously carried, the Board approved the appointment of officers as follows:

Eric T. Dome – President
Jeff Powles – Secretary, Treasurer
Kenneth J. Rabel – Assistant Secretary
David Grant – Assistant Secretary
Charles Hawn – Assistant Secretary

Bank Account: The Board discussed and authorized Directors Grant and Hawn be added as signers to the District's bank account.

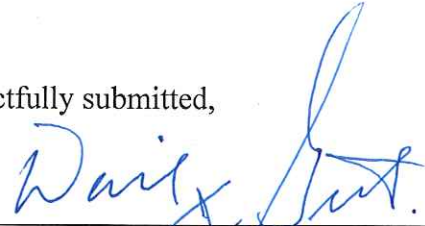
Next Meeting: The Board confirmed a quorum for the next regular Board meeting on March 21, 2017 at 10:00 a.m.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Powles, seconded by Director Dome and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By


Secretary for the Meeting

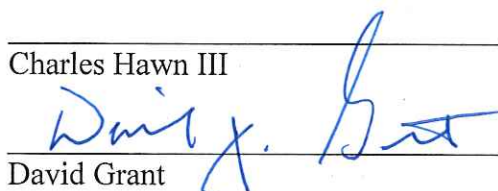
THESE MINUTES ARE APPROVED AS THE OFFICIAL NOVEMBER 18, 2016 MINUTES OF THE MOUNTAIN'S EDGE METROPOLITAN DISTRICT SPECIAL MEETING BY THE BOARD OF DIRECTORS SIGNING BELOW:


Jeff Powles

Eric T. Dome

Ken Rabel

Charles Hawn III


David Grant