MINUTES OF THE CONTINUED REGULAR MEETING

OF THE BOARD OF DIRECTORS OF THE

HIGH PRAIRIE FARMS METROPOLITAN DISTRICT

DOUGLAS COUNTY, COLORADO

April 8, 2019

The Board of Directors of High Prairie Farms Metropolitan District, Douglas County, Colorado, met on Monday, April 8, 2019, at the Pinery Water and Wastewater District, 5242 Old School House Road, Parker, Colorado. The meeting was called to order by President Richard Nelsen at 8:05 AM.

The purpose of the meeting was stated to be consideration of any and all business that may come before the Board of Directors. Notice of the meeting was duly posted as required by law, as evidenced by the Certificates of Posting attached to these minutes.

The following Directors were present:

Richard R. Nelsen
Mert Wiechman
Sheldon Irish
Roger Christensen
Charles E. Simmons III

Also present were:
Kevin Collins and Wendi McLaughlin of Clifton Larson Allen LLP (CLA), accountants for the District
Susan L. Elkins, of Susan L. Elkins, L.L.C., attorney for the District
Matt Miller, Manager of the District
Kenny Black, Manager Consultant of the District
Troy Carmann, ICON Engineering, Engineer for the District
Sky Rasmussen of JR Sprinklers
Melanie Robbins, Ines D'Ambrosio and Bob Gall, homeowners in the District

Disclosure of Potential Conflicts of Interest:
Each Director present stated for the record the fact of his potential conflicting interest and briefly described the nature of that interest by referring to a disclosure statement which had been duly filed with the Board and with the Colorado Secretary of State at least 72 hours earlier. Each Director's disclosure statement was available for review to the Board members and anyone present at the meeting. The Board ordered each such letters to be retained in the official records of the District. Since all Directors had conflicting interests, it was noted that all Directors

participation was necessary to obtain a quorum and enable the body to act.

Approval of Minutes:

Each Director present acknowledged receipt of a copy of the minutes of the February 14, 2019 meeting and April 3, 2019 continued meeting. Following discussion and review, Director Christensen MOVED, and Director Nelsen SECONDED a motion to approve the minutes of the February 14, 2019 and April 3, 2019 meetings as presented. Upon a roll call vote, Directors Nelsen, Irish, Wiechman, Simmons and Christensen voted "AYE." The motion was declared PASSED.

It was noted that representative Sky Rasmussen of JR Sprinklers was present to discuss the contract work for the entryway. Following discussion and review, Director Christensen MOVED, and Director Wiechman SECONDED a motion to take this item out of order at 8:10 AM. Upon a roll call vote, Directors Nelsen, Irish, Wiechman, Simmons and Christensen voted "AYE." The motion was declared PASSED.

The Board took the Entryway Beautification out of order at this time. Mr. Rasmussen raised some questions about winter watering and lighting. After discussion it was agreed that any watering would be a separate agreement. Mr. Rasmussen will work with Mr. Miller on the lighting. Mr. Rasmussen will complete the contract and deliver it to Ms. Elkins for finalization.

The Board returned to the regular meeting agenda at 8:20 AM.

Payment of Bills:

Mr. Collins reviewed the February 28, 2019 financial statement with the Board and answered any questions. The disbursement schedule is for invoices currently due in the amount of $127,220.39 and the March 13, 2019 schedule in the amount of $35,179.24 and the payment of the directors' fees for the current meeting. Following discussion and review, Director Christensen MOVED and Director Wiechman SECONDED a motion to approve payment of the invoices currently due in the amount of $127,220.39 and $35,179.24 and for the payment of the directors' fees for the April 8, 2019 regular meeting. Upon a roll call vote, Directors Nelsen, Irish, Wiechman, Simmons and Christensen voted "AYE." The motion was declared PASSED. The Financial Statement and Disbursement Schedules are attached to these minutes.

Mr. Collins then presented for discussion and review a document he prepared with Director Christensen, Treasurer, entitled "Projected Surplus Cash Balances and Cash Receipts and Disbursements" consisting of 8 pages which are attached to these minutes. The document was prepared based upon questions about reserves and the impact on revenue when the property within the District (pre and post development) is all classified as residential. The document was based upon certain projections of final build out and the anticipated loss of revenue as a result of the property ultimately being taxed at a lower rate once the remaining homes are built. The District cannot increase the mill levy without approval by voters consisting of residents in the District. The Board found the information to be extremely helpful. This will be revisited at the 2020 budget process.

Old Business:

Signage for America/Richmond Homes/Berkeley Homes/Toll Brothers/The Timbers Development/Trent Getsch – ReMax Alliance: Ms. Elkins reported that she had reviewed and provided input on the Signage Agreement between the remaining developers. The signs are along the Parkway to provide directions to the various Filings where new homes are being built. At an earlier meeting the Board had expressed their concerns and Ms. Elkins worked with them to ensure their agreement incorporated the provisions necessary for the Board to approve the signs. It was noted that some signs had been placed. Board members had concerns that the signs were much taller than anticipated, almost 12 feet tall. The Board had approved a 4' by 8' panel on posts with room for small directional arrows as needed. The Board did not contemplate the final signs would be that tall. There was also concern that the signs were not placed as agreed upon. Ms. Elkins was directed to advise Cheryl Schuette of the concerns so that the remaining signs would be where indicated and to see if the total height of the signs could be shortened. Director Nelsen agreed to meet with her if needed.

Timbers Creek Update: Director Irish reported that he had been invited by a neighbor, Bill Pickle, to meet with him and Commissioner Laydon. A summary of that meeting was provided to the Board members and a copy is attached to these minutes. Essentially, Mr. Pickle showed Commissioner Laydon the Timbers Creek erosion damage (both behind his house and upstream) and requested his help to prioritize Douglas County and Urban Drainage manpower and funding to help get long term erosion mitigations in place. Urgency is to prevent further erosion damage to trees and open space landscape, as well as void potential damage to homeowner property.

Troy Carmann joined the meeting and provided input on the issues facing UD/DC/HPF on doing remedial work on the downstream reach of the creek including the damage referred to above. One issue that remains unresolved is whether FEMA will require a CLOMR study which would be a project that would take up to a year and could postpone any work in that reach until the work is completed. UD will be working the DC/HPF to see if FEMA can be convinced to not require the study. Mr. Carmann and Director Nelsen reported on the status of the project. Muller is finishing the study and will be recommending remediation work while various options of funding are being pursued.

Director Nelsen reported that Mr. Kroeger of Muller reported that this month a design team meeting will be scheduled to hear Muller's recommendations on potential improvements downstream of Fox Sparrow Road as well as downstream of S. Pinery Parkway. It will include hydraulic modeling and cost estimating. Director Nelsen is hoping to have them present at the next board meeting.

While Mr. Carmann was present, the Board took the matter of Filing 31 drainage issues out of order. Mr. Carmann discussed the results and recommendations that he had as a result of the Walk-Through of Filing 31 with representatives of DC, and the Filing 31 development team

including D. Perkins and R. Moore of Manhard Engineering. A copy of his report dated March 15, 2019 is attached to these minutes. Ms. Elkins reported that Mr. Carmann's letter has been submitted to DC via the project referral. Hopefully, some agreements can be made with homeowners from the Pinery that are adjacent to open space with drainage issues to help mitigate damage as a result of the natural flow of water during storms.

Security Coalition: Director Irish reported that no patrols were done and he is awaiting a return call from the Sheriff's Department (officer Adams).

School District Property: Nothing new to report. Matt Miller reported that he is in contact with Richmond homes as some trees will be available for possible transplanting. Ray Hardy will be moving some of the trees. Director Simmons asked if there could be some way to demarcate potential paths so the homeowners can visually see where the District may place the planned paths. Mr. Miller indicated that the vegetation could be trimmed, scraped or killed. The District intends to initially use recycled asphalt from the County when it does roto milling and repairs on nearby streets. Mr. Miller also is planning to move some trees from some open space with the equipment the District purchased. Because some homeowner(s) have been driving on the open space, Mr. Miller will place a "No Motorized Vehicle" signs where the tire tracks are in an attempt to stop the damage. He and Mr. Black also reported that a homeowner in the area is monitoring it to hopefully catch the culprit and notify the Sheriff.

Entryway Beautification: Taken out of order.

New Business:

Miller Land Management Contract: Ms. Elkins indicated that she and Matt Miller have finalized the contract subject to the Board approval using the contract the District had with Will Travel and Mr. Black with some modification. The new responsibilities as a result of development within the District have been added and the planting of flowers has been removed as that has been a separate contract. The snow removal on the walking paths has a provision that "snow melt" is not to be used as it is damaging to the walking paths, hard on vgetation and is corrosive to the feet of pets. Ms. Elkins indicated that Mr. Collins had spoken to the District insurance carrier to confirm that the District insurance would cover any claims against the District as a result of the decision not to use "snow melt". The Board requested that a cautionary sign be placed in areas where ice tends to accumulate warning walkers that there may be ice on the paths. Mr. Miller will take care of that.

Concerns of Homeowners: Ms. McLaughlin reported that she had received a concern regarding a homeowner cutting down trees in the open space. Director Nelsen will post on NextDoor to put homeowners on notice of the vandalism and destruction of District property in an attempt to find the culprit.

Miller Posting on NextDoor: Director Nelsen noted that he had Ms. McLaughlin post a notice about Miller Land Management taking over Mr. Black's role as manager.

Hiatt Letter Agreement: Ms. Elkins reported that a homeowner on Majestic Oak was in escrow to sell their property and agreed to enter into the letter agreement with the District regarding the landscaping that has encroached upon the District open space. Ms. Elkins also reported that the closing is April 10, 2019 and the new homeowners have agreed to abide by the terms of the letter agreement. The other remaining three homeowners have not responded to the District's letter.

Damage by DC Snow Plows to District Property: Ms. Elkins reported District property had been damaged by DC snow plows to fencing, landscaping around a mailbox cluster, and on right of ways. A claim was submitted regarding the mailbox landscaping and the fence repair. DC indicated that they would pay for the damage. Because of the snow and moisture, reseeding and leveling of the snow plow tracks cannot be done at this time. A claim for that damage will be made later.

Filing 31 Walk Through: Taken out of order

Update to District Map: Ms. McLaughlin and Director Nelsen reported the need for an updated map on the District to be on the website as the current map is out of date and incomplete. The Board discussed the best path to getting an update. Ms. McLaughlin will speak to the developer to see if they are updating their map and when and will also look at using Google Maps to see if that can be used. It was noted HPF Filing 1A and HPF at the Lake were not included on the map and it is important that those are added. Ms. McLaughlin will report back at the next meeting.

Posting of Minutes before Approval: Ms. D'Ambrosio reported that she was unable to be at the last meeting and wanted to know what had happened in preparation to coming to the current board meeting. As the minutes of the last meeting are not approved until the next meeting, they are not available on the website. Ms. Elkins voiced some concerns that the minutes are not even circulated until just before the next meeting so there isn't much time to get them drafted and circulated to Board members for comments before the meeting time. Given the logistics, Ms. Elkins was given permission to provide a draft, so long as it is duly marked as draft, to any homeowner that may request it prior to its approval by the Board.

Manager's Report: Matt Miller reported as follows:

- Six trees were lost during the last storm and have been removed. There are four more that will be removed shortly. He noted that some were dead trees, others were dying and some had no visible disease or weakness.
- The fountain has been turned on and the lights are on as well.
- Mr. Miller has been busy with trimming, raking and spring clean-up.
- Mr. Miller is also servicing equipment for use this spring and summer.

Other Business:

Mr. Black indicated that the District can buy his used chipper for $5,100. Following discussion and review, Director Christensen MOVED, and Director Wiechman SECONDED a motion to approve the purchase of the woodchipper from Mr. Black for $5,100.00 with Mr. Black providing a Bill of Sale. Upon a roll call vote, Directors Nelsen, Irish, Wiechman, Simmons and Christensen voted "AYE." The motion was declared PASSED.

Adjournment:

There being no further business to come before the Board of Directors, the meeting was adjourned at 11:05 AM. The next meeting is scheduled for May 1, 2019 at 8:00 AM at the Water District and to be followed by a Tour of the District. Mr. Collins will telephone in to the meeting.

Charles E. Simmons, III, Secretary

APPROVED:

Richard R. Nelsen

Sheldon Irish

Roger Christensen

Merton Wiechman