

**MINUTES OF THE CONTINUED REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
HIGH PRAIRIE FARMS METROPOLITAN DISTRICT
DOUGLAS COUNTY, COLORADO**

February 14, 2019

The Board of Directors of High Prairie Farms Metropolitan District, Douglas County, Colorado, met on Thursday, February 14, 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 8:02 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 of Clifton Larson Allen LLP (CLA), accountants for the District
Susan L. Elkins, of Susan L. Elkins, L.L.C., attorney for the District
Kenny Black, Manager of the District
Matt Miller, potential new manager of the District
Erik Isaacson and Brian Cassidy of Toll Brothers
Cheryl Schuette of Berkeley Homes
Sky Rasmussen of JR Sprinklers
Chris Kroeger and Mark Nyhoff of Muller Engineering
Barbara Chongtoua, Urban Drainage
Brad Robenstein, Douglas County Engineering
Melanie Robbins 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 January 2, 2019 meeting. Following discussion and review, Director Irish MOVED, and Director Simmons SECONDED a motion to approve the minutes of the January 2, 2019 meeting 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 representatives of Toll Brothers and Berkeley Homes were present to present a proposal for signage for the developers and that Sky Rasmussen from JR Sprinklers were present to discuss the entryway beautification. Director Nelsen also stated that representatives of Muller Engineering, Urban Drainage and Douglas County are expected. Following discussion and review, Director Nelsen MOVED, and Director Irish SECONDED a motion to take these items out of order at 8:07 AM. Upon a roll call vote, Directors Nelsen, Irish, Wiechman, Simmons and Christensen voted "AYE." The motion was declared PASSED.

Signage for America/Richmond Homes/Berkeley Homes/Toll Brothers/The Timbers Development/Trent Getsch – ReMax Alliance: Cheryl Schuette presented a plan for the placement of the signs providing directions to potential homeowners to the various filings being developed within the District. They presented a drawing and dimensions of the signs for the District approval as well as 7 locations for placement. The Board asked questions which were answered and felt that the signs appeared to be reasonably attractive and durable and appropriate. The Board was then shown a diagram showing the proposed placement of the signs. The Board made a recommendation for a relocation of one of the signs and the developers agreed to that change. The Board requested that the various developers enter into an agreement for cost sharing and ongoing maintenance and provide the District with a copy of the agreement. Following discussion and review, Director Nelsen MOVED, and Director Irish SECONDED a motion to approve in principal the sign and placement as agreed upon during the meeting conditioned upon the developers entering into an agreement regarding placement and maintenance and the understanding that the District can remove signs if the District believes that the sign or signs are not being adequately maintained. Upon a roll call vote, Directors Nelsen, Irish, Wiechman, Simmons and Christensen voted "AYE." The motion was declared PASSED. The Board requested that there be a letter agreement regarding the agreement to maintain the signs. The developers agreed to do so and provide Ms. Elkins with a proposal to be signed by all of the developers memorializing their agreement.

The Board took the Entryway Beautification out of order at this time. Bob Gall indicated that he, Ines D'Ambrosio and Sky Rasmussen met to discuss the improvements and he felt the meeting went well. JR sprinklers was in agreement with Mr. Gall and Ms. D'Ambrosio as to what new trees, plantings, rock and lighting would be done. Ms. D'Ambrosio will provide Ms.

Elkins with her understanding as to the agreements that were made so that there is a written agreement in place.

The Board returned to the regular meeting agenda at 8:50 AM.

Payment of Bills:

The disbursement schedule is for invoices currently due in the amount of \$88,853.39 and the payment of the directors' fees for the current meeting. Following discussion and review, Director Christensen MOVED and Director Simmons SECONDED a motion to approve payment of the invoices currently due in the amount of \$88,853.39 and for the payment of the directors' fees for the February 14, 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 is attached to these minutes.

Mr. Collins then presented the final audit for 2018 for review. Following discussion and review, Director Christensen MOVED and Director Simmons SECONDED a motion to approve the independent auditor's report and communications letter dated January 31, 2019 and to authorize Mr. Collins to file it with the State Auditor. Upon a roll call vote, Directors Nelsen, Irish, Wiechman, Simmons and Christensen voted "AYE." The motion was declared PASSED.

Old Business:

Signage for American Richmond/Berkeley Homes/ Toll Brothers: This matter was taken out of order.

Timbers Creek Update: Chris Kroeger and Mark Nyhoff made a presentation to the Board of the status of the engineering effort to recommend improvements to the entire drainage area of Timbers Creek. A significant portion of the engineering has been completed. Research and background studies indicate there may be issues involving wetlands and FEMA flood plains. FEMA approval of any work done on Timbers Creek will likely be required and could take up to an additional 6 to 9-months. Troy Carmann was tasked with checking on the requirements (CLOMR). The next step is to identify and prioritize on the 31 points studied. The current recommendations are to direct design toward using a more naturalized approach using native and indigenous plantings and re-seeding as opposed to relying on more costly "hard improvements" that use concrete and rip rap.that has not been as successful in the past. Urban Drainage and Muller Engineering need an additional 60 days to come back to the District with an update.

Security Coalition: Director Irish reported that HPF is using patrols in the area as agreed to in the prior meetings. Nothing was reported. The Board is still considering if the cost is worth it. Director Simmons believes that night time patrols should be considered. Other directors felt the speeding was the biggest concern.

School District Property: Nothing new to report.

Entryway Beautification: Taken out of order.

Majestic Oak Erosion Issue: Ms. Elkins reported that she had not heard back from any of the homeowners.

Larrabe Land Swap: Nothing new to report.

New Business:

Review Audit: Taken with Mr. Collins' report.

Concerns of Homeowners: Ms. Elkins reported that Jeff Kroll, manager of Filing 1A HOA, inquired whether the District was responsible for installing the white fence along the border of a homeowners' property. Ms. Elkins requested that Mr. Black contact the homeowner to look at the property to see if the fence installation is the responsibility of the District or the homeowner. Director Nelsen will accompany Mr. Black when he meets with the homeowner and Mr. Kroll.

Water District Easement: Richard Krulish from Denver Southeast Suburban Water and Sanitation District presented an easement for the Board's consideration that is over, under, across, and through Tract A open space in Filing 32 for sanitary sewer lines and related facilities for the District to consider. Mr. Krulish provided a copy of the Easement which Ms. Elkins had reviewed and approved. He provided the Board with a map to show where the improvements will be located. Following discussion and review, Director Wiechman MOVED and Director Simmons SECONDED a motion to approve the granting of the Easement. Upon a roll call vote, Directors Nelsen, Irish, Wiechman, Simmons and Christensen voted "AYE." The motion was declared PASSED.

Manager's Report: Kenny Black reported as follows:

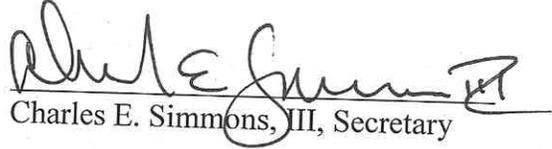
- Tree spraying will be scheduled again and should start in early Spring.
- Tomorrow Mr. Black will have a work day for anyone who wants to participate in cutting and removing several dead trees.
- Starting on March 1st Matt Miller should be contacted with issues, not Mr. Black. March 1st marks the beginning the new property management contract with Miller Land Mgmt. Kenny Black has agreed to stay on for one year in an advisory role to help transition to the new management company.

Other Business:

None

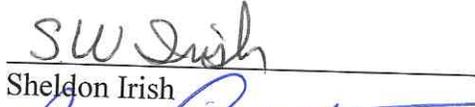
Adjournment:

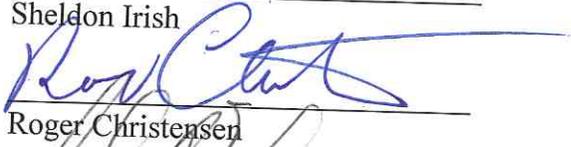
There being no further business to come before the Board of Directors, the meeting was adjourned at 11:35 AM. The next meeting is scheduled for March 6, 2019 at 8:00 AM at the Water District. It was noted that there were no pressing issues so the Board canceled the meeting and the next regular meeting is April 3, 2019.

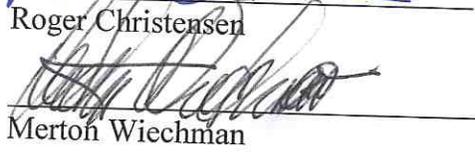

Charles E. Simmons, III, Secretary

APPROVED:


Richard R. Nelsen


Sheldon Irish


Roger Christensen


Merton Wiechman