

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

January 20, 2016

The Board of Directors of High Prairie Farms Metropolitan District, Douglas County, Colorado, met on Wednesday, January 20, 2016, at the Pinery Water and Wastewater District, 5242 Old School House Road, Parker, Colorado. The meeting was called to order by President D'Ambrosio at 8:03 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:

Ines D'Ambrosio
Richard R. Nelsen
Mert Wiechman
Charles Simmons
Sheldon Irish

Also present were:

Kevin Collins, of Clifton Larson Allen LLP (CLA), accountants for the District
Susan L. Elkins, of Susan L. Elkins, L.C.C., attorney for the District
Kenny Black, Manager of the District
Jeff Kroll, Filing 1A manager
Dan Siecke, Timbers Development LLC
Matt Dalton, Attorney for Timbers Development LLC
Deputy Adams, DCSD, Security Coalition

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 December 2, 2015 and a copy of the January 6, 2016 continued meeting. Following discussion and review, Director Irish MOVED and Director Nelsen SECONDED a motion to approve the minutes of the December 2, 2015 regular meeting and the January 6, 2016 continued meeting as presented. Upon a roll call vote, Directors Nelsen, D'Ambrosio, Simmons, Irish and Wiechman voted "AYE." The motion was declared PASSED.

Payment of Bills:

The disbursement schedule is for interim checks in the amount of \$17,801.60 for the period ending January 5, 2016, invoices currently due in the amount of \$18,805.84 for the period ending January 20, 2016 and checks for the payment of the directors' fees for the January 20, 2016 meeting. Following discussion and review, Director D'Ambrosio MOVED and Director Irish SECONDED a motion to approve the financial statement as presented, ratify the interim checks in the amount of \$17,801.60, approve the payment of the invoices for the period ending January 20, 2016 in the amount of \$18,805.84 and approve the payment of the directors' fees for attendance at the January 20, 2016 meeting. Upon a roll call vote, Directors Nelsen, D'Ambrosio, Wiechman, Simmons and Irish voted "AYE." The motion was declared PASSED. The Financial Statement is attached to these minutes.

Mr. Collins also presented the CLA engagement letter which President D'Ambrosio signed.

It was noted that Don Siecke, Timbers Development LLC and its attorney, Matt Dalton were present. Timbers Development is the owner of property within the District that is in the process of being developed. They wish to discuss with the Board the creation of a Metro District to fund infrastructure in the new areas and the necessary agreement because of overlapping boundaries. Deputy Adams was also present at the invitation of President D'Ambrosio to discuss the Security Coalition patrols. Following discussion and review, Director D'Ambrosio MOVED and Director Simmons SECONDED a motion to take these items out of order at 8:20 AM. Upon a roll call vote, Directors Simmons, Nelsen, Wiechman, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.

New Business:

Overlapping Districts: The Board listened to the presentation by Matt Dalton, attorney for the developers in the new filings. Essentially the new district would be the funding vehicle for the infrastructure within the undeveloped area owned by Timbers Development LLC. They would assess a mill levy to pay for the funding and the new District would transfer the infrastructure that the HPF Metro District would eventually be responsible for (drainage facilities, open space, etc) for maintenance. The new district would be responsible for the repayment of the bond from the mill levy they collect for that purpose. Mr. Dalton will prepare an overlap agreement for the HPF Metro District to review and sign if it is agreeable between

districts. Following discussion and review, Director D'Ambrosio MOVED and Director Nelsen SECONDED a motion to authorize Ms. Elkins to provide Mr. Dalton with a letter indicating that they conceptually agree subject to an agreeable overlap agreement. Upon a roll call vote, Directors Simmons, Nelsen, Wiechman, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.

Security Coalition: Deputy Adams introduced himself to the Board. He has been a deputy sheriff for 13 years. He is responsible for scheduling off duty deputies for various events including the extra patrolling that the Security Coalition contracts for. The Board discussed the locations of various patrols and will work with Deputy Adams to adjust the patrols to areas that the District is aware of speeding violations and vandalism. The Board thanked Deputy Adams for his service and President D'Ambrosio will continue to work with the Security Coalition.

At 9:35AM the Board returned to its regular agenda.

Old Business:

Mailbox Maintenance/Landscape: It was noted that there were favorable homeowner comments about the work done on replacing old mailbox clusters and landscaping. This item will be deleted from future agendas until there is a need to address it.

Drainage Inventory and Assessment, Final Report (Draft): Ms. Elkins reported that she had heard nothing from Douglas County as to whether Urban Drainage had designated part or all of Timbers Creek within their area of responsibility. The weather has prevented the County from finishing the erosion work that needs to be completed around the culverts near the maintenance building west of the intersection of S. Pinery Parkway and Democrat Road.

Pond Renovation: There is nothing new to report. It is anticipated that the work will be done in the fall of 2016 and contractors will be asked to submit bids in the spring.

New Business:

New Picture for Website: Mr. Wiechman showed a picture of an entryway to the Timbers which he suggested be added to the home page of the District website. The Board was pleased with the idea to use of pictures of the entryway off Parker Road that show the High Prairie Farms logo and an entryway showing the Timbers logo. Mr. Urkoski will be asked to make that change. It will help homeowners realize that the Timbers and High Prairie Farm are both in the District. This item will be removed from the agenda. The meeting Notice will also be posted to Next Door by Mr. Urkoski.

Annual Maintenance Permit: Mr. Carmann has not responded to the request for information on the status of this. Ms. Elkins will follow up.

Annual Resolution: The Board discussed the annual resolution for posting of meeting

notices and meeting place and approved keeping the same resolution as last year. Following discussion and review, Director D'Ambrosio MOVED and Director Wiechman SECONDED a motion to adopt the Resolution on Public Places for Posting of Notice of Regular and Special Meetings. Upon a roll call vote, Directors Simmons, Nelsen, Wiechman, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.

Overlapping Districts: This item was taken out of order.

Security Coalition: This item was taken out of order.

Appointment of Election Official: The Board considered the election of board members for the terms expiring in 2016. Director D'Ambrosio is term limited and the terms for Director Nelsen and Director Simmons will expire. Following discussion and review, Director D'Ambrosio MOVED and Director Nelsen SECONDED a motion to appoint Susan L. Elkins as the designated election official. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.

Transparency Notice: Ms. Elkins reported that she had updated the transparency notice on the SDA website as requires by law.

Manager's Report: Kenny Black reported as follows:

- Dead trees are being cut down as weather permits.
- Fire mitigation is recommended as weather permits. Following discussion and review, Director Nelsen MOVED and Director Wiechman SECONDED a motion to proceed with the anticipated mitigation with High Prairie Tree and Turf at their hourly rate not to exceed the budget. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.
- Tree spraying will be limited to prepaying the amount within the budget for a single spray with the ability to contract for a second spraying if the conditions warrant it and as determined at a later date. It was noted that time is of the essence to stop an insect infestation so Director Nelsen agreed to make that determination after consultation with Mr. Black. Following discussion and review, Director D'Ambrosio MOVED and Director Wiechman SECONDED a motion to process with a single spray at High Prairie Tree and Turfs quote not to exceed the budget (less than or equal to \$40,000) with Director Nelsen in consultation with Kenny Black making the determination to do a second spraying if an infestation occurs. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.
- There was a complaint regarding a badly leaning tree south of a home on Pinyon Jay, near Timbers Creek. The District's forester noted that the tree has been leaning for several years but had gotten worse and may represent a risk (anything

beyond 20° from vertical is industry standard guide). The tree was confirmed to be on private property versus District open space. Timber 23 A/B HOA will send a letter to the homeowner advising them of the situation.

- There is a street light at the entryway that is not working and is on private property and may require some wiring. Weather does not permit working on it at this time.

Other Business:

There is a light on the monument at the entryway to HPF Filing 1A. Mr. Black reported that Steve Daniels took responsibility for those lights at the time of installation. Mr. Kroll, manager for Filing 1A asked that the District take responsibility. Ms. Elkins is to research the issue and report to the Board at the next meeting. Mr. Black will take a look at the light.

Mr. Gall thanked Mr. Black and the Board for the snow removal during this winter of excessive snow falls.

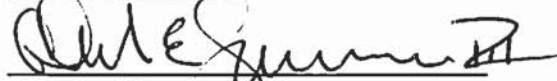
Adjournment:

There being no further business to come before the Board of Directors, the meeting was adjourned at 10:40 AM. The next regular meeting is on February 3, 2016 at 8:00 AM at the Water District which the Board determined is unnecessary so it will be canceled. The next meeting will be the regular meeting on March 2, 2016 at 8:00 AM at the Water District.



Richard R. Nelsen, Secretary

APPROVED:


Ines D'Ambrosio
Charles Simmons, III
Sheldon Irish
Merton Wichman