

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

November 10, 2016

The Board of Directors of High Prairie Farms Metropolitan District, Douglas County, Colorado, met on Thursday, November 10, 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 8:00 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
Charles Simmons
Sheldon Irish

Mert Wiechman joined the meeting at 8:08 AM

Also present were:

Kevin Collins, of Clifton Larson Allen LLP (CLA), accountants for the District
Matt Urkoski, of Clifton Larson Allen LLP (CLA)
Susan L. Elkins, of Susan L. Elkins, L.L.C., attorney for the District
Kenny Black, Manager of the District
Robert Cavallo, Homeowner of Filing 23
Bob Gall, Homeowner of Filing 24
Roger Christensen, Homeowner of Filing 26
Jan Lanier, Homeowner of Filing 23

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 October 5, 2016 meeting and the November 2, 2016 continued meeting. Following discussion and review, Director Irish MOVED and Director Nelsen SECONDED a motion to approve the minutes of the October 5, 2016 and November 2, 2016 meetings as presented. Upon a roll call vote, Directors Nelsen, Simmons, D'Ambrosio, and Irish voted "AYE." The motion was declared PASSED.

Director Wiechman joined the meeting at 8:08 AM.

Payment of Bills:

The disbursement schedule is for checks for invoices currently due for the period ending November 10, 2016 in the amount of \$44,398.93, for checks for the payment of director's fees for today's meeting and for the payment of interim checks dated October 26, 2016 in the amount of \$23,941.26. Mr. Collins presented and discussed the Financial Statements and disbursement schedule. Following discussion and review, Director Nelsen MOVED and Director Irish SECONDED a motion to accept the financial statement as presented, and to approve the payment of the invoices for the period ending November 10, 2016 in the amount of \$44,398.93 and for checks for the payment of director's fees for today's meeting and to ratify the payment of interim checks dated October 26, 2016 in the amount of \$23,941.26. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED. The Financial Statement is attached to these minutes.

Mr. Collins reviewed the banks being used for the District funds. Mr. Collins recommended moving the accounts to First Bank. The Board discussed the pros and cons and determined that moving the funds would be in the best interests of the District. Following discussion and review, Director Nelsen MOVED and Director D'Ambrosio SECONDED a motion to move the District funds from the current bank to First Bank. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.

Mr. Collins commented that it was time to engage an auditor to do the Independent Auditors' Report. He recommended that the District engage Dazzio & Associates, PC who performed the audit of 2015 and 2016. Following discussion and review, Director Irish MOVED and Director D'Ambrosio SECONDED a motion to engage Dazzio & Associates, PC to perform the audit of the District. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.

Mr. Collins requested an amendment to the engagement letter between the District and Clifton Larson Allen LLP that provides CLA's access to the District's cash accounts to perform accounting functions such as the preparation of checks; reconciliation of accounts and the

transferring of monies between District accounts. Management oversight of these processes consists of the designated Board members signing checks and approving transfers out of a District account to a vendor. Following discussion and review, Director Irish MOVED and Director Simmons SECONDED a motion to approve the amendment as presented. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.

Mr. Urkoski discussed the website usage report and the contacts made through the website with the Board. The website usage report is attached to these minutes.

The Board noted that Jan Lanier was present to provide an update on the speed mitigation concerns. Director Irish moved and Director D'Ambrosio seconded a motion to take speed mitigation concerns out of order at 9:00 AM. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE." Ms. Lanier presented a letter that she had drafted for the Board to send. The Board discussed changes to the cover letter to indicate that the District supported the efforts of the homeowners but was not directly requesting the improvements suggested by the homeowners. Ms. Lanier agreed to revise the draft of the cover letter and work with Director D'Ambrosio on the language. Then Ms. Elkins will review the documents before a final draft is sent to Douglas County Traffic department.

Director Irish agreed to be the point of contact between the District, the HOA and Douglas County. Director Nelsen moved and Director D'Ambrosio seconded a motion to return to the regular agenda at 9:00 AM. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE."

The Board noted that a work session on the budget is on the agenda and since the Board was discussing financial matters, Director Irish moved and Director D'Ambrosio seconded a motion to take the work session on the budget out of order at 9:35 AM. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE." The motion was declared PASSED.

Mr. Collins presented a draft of the 2017 Budget for the Board. The Board discussed various items and suggested changes to reflect the directions of the Board. Bob Cavallo asked to speak to the Board on suggestions for some beautification projects within the District that he and various other homeowners had as suggestions for items to be considered for inclusion in the budget for 2017 including signage at the pocket parks. The Board listened to the suggestions and requested that the item be placed on the agenda for the December meeting.

Based upon the actual monies spent, Mr. Collins recommended that the 2016 budget be amended to move \$50,000 not needed from detention pond line item to the fountain pond line item since there were expenditures for items that were not evident until the removal of the fountain lining which exposed further repairs and restorations than previously anticipated. It was also noted that because of the excessive precipitation in the spring, Timbers Creek had eroded to require emergency restoration. Mr. Collins recommended an amendment to the 2016 budget to move \$25,000 from detention pond line item to the Timbers Creek Restoration line item.

Director D'Ambrosio moved and Director Irish seconded a motion to amend the 2016 to move \$50,000 from the detention pond line item to the fountain pond and to move \$25,000 from the detention pond line item to Timbers Creek Restoration line item. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE."

Director Nelsen moved and Director D'Ambrosio seconded a motion to return to the regular agenda at 10:15 AM. Upon a roll call vote, Directors Nelsen, Wiechman, Simmons, Irish and D'Ambrosio voted "AYE."

New Business:

Drainage Facilities Update:

- **Filing 27 & Filing 32:** Ms. Elkins reported that the District was requested to approve the changes to the Drainage Facilities plans in Pinery Filing 27 to remove the swale south of Lot 33 and provide drainage conveyance for Lot 33 to Detention Pond 2. Ms. Elkins contacted Troy Carmann who provided his opinion that the change was not only acceptable but an improvement to the prior plan. Ms. Elkins was directed to respond to that effect. This item is to be removed from the agenda.
- **Timbers Creek Restabilization and GESC Permit for Stabilization:** Mr. Black and Director Nelsen reported that the work has been completed. Mr. Black was directed to report that to the County to get their approval of the work done and then Ms. Elkins was to advise the County once Jason Ingenthron approved the work completed so that the reclamation work associated with the access route and stockpile area can be completed. Ms. Elkins was also requested to contact Ms. Herman at the County to see if the 2017 budget for the County included funds for a drainage engineering study of Timbers Creek in conjunction with Urban Drainage to preserve the integrity of the drainage facilities.

Pond Renovation: Director Wiechman and Mr. Black updated the Board on the work on the Pond and provided pictures of the progress to date. Director Simmons requested that the Board consider putting in the infrastructure for lights. The Board discussed the cost of adding that item later as opposed to doing the work now and decided to postpone that to a later time. Director Wiechman and Director Simmons will discuss the options. Mr. Urkoski reported that it is anticipated that the project will be ready for final payment at the next meeting and he will publish for final payment. Mr. Urkoski will request a letter from the District engineer, Troy Carmann, certifying that the work is complete and in accordance with the plans.

Security Patrols: Director D'Ambrosio reported that it has been very quiet and there was nothing to report.

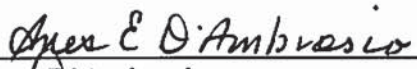
Public Improvement and Services Agreement with Timbers Metro District: Ms. Elkins presented the Board with final version of the Public Improvement and Services Agreement that was presented to the Board for review at the October meeting. Ms. Elkins indicated that no comments were received from the Board. Director D'Ambrosio moved and

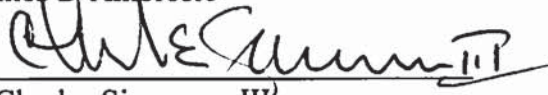
Adjournment:


There being no further business to come before the Board of Directors, the meeting was adjourned at 10:05 AM. The next regular meeting is scheduled for January 4, 2017 at 8:00 AM at the Water District and is canceled because of the holidays. The next regular meeting is February 1, 2017 at 8:00AM at the Water District.



Richard R. Nelsen, Secretary

APPROVED:


Ines D'Amrosio


Charles Simmons, III


Sheldon Irish


Merton Wiechman