

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
ORCHARD FARMS METROPOLITAN DISTRICT
(F/K/A BIG DRY CREEK METROPOLITAN DISTRICT)
HELD
SEPTEMBER 12, 2019

The Regular Meeting of the Board of Directors (the "Board") of the Orchard Farms Metropolitan District (the "District") was held on Thursday, September 12, 2019, at 9:00 a.m., at Northern Hills Church 5061 E 160th Avenue, Thornton, CO 80601. The meeting was open to the public.

Attendance

In Attendance were Directors

Randy Stutz
Ambra Born
Chris Elliott
John Cheney
Corey Elliott

Also in Attendance were:

Gigi Pangindian, District Accountant and Kim Herman, District Manager;
CliftonLarsonAllen LLP ("CLA")
Megan Murphy, Esq. General Counsel; White Bear Ankele Tanaka and
Waldron;
Susie Ellis; CPS, Inc.; Inspection Manager; Community Preservation
Specialists, Inc.
Debra Hessler; Lennar Homes

Call to Order

Director Stutz called the meeting to order at 9:00 a.m.

Disclosure Matters

Ms. Murphy advised the Board that pursuant to Colorado law, certain disclosures by the Board members might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Murphy inquired into whether members of the Board had an additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Agenda

The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Public Comment

There were no public comments.

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Consent Agenda

Ms. Herman presented the items on the consent agenda to the Board. Upon a motion duly made and seconded, the Board unanimously approved the following items on the consent agenda:

- June 13, 2019 Board Meeting minutes
- Claims Payable in the Amount of \$50,343.47
- 2018 Annual Report

Facilities

Management/District

Operations

District Report: Ms. Herman reviewed the District Manager's report with the Board.

Community Activities – Social Committee: Director Born reported the social events were going well and the next event is a Halloween Trunk or Treat, followed by a Winter Holiday Goody Bag distribution.

Covenant Enforcement: Ms. Ellis reviewed her Enforcement report. The Board discussed the enforcement letters that are sent to residents and requested the letters better articulate the covenant enforcement violation which triggered the letter.

Website Updates: Ms. Herman reported working with the web designer to ensure all titles and documents are updated to read Orchard Farms Metropolitan District. She noted all minutes have been posted and moving forward draft minutes that have been reviewed by the Board will be posted and replaced with final minutes after Board approval at the next meeting.

Discuss Landscaping along York Street: The Board discussed its concerns regarding common area landscaping along York Street.

Discuss Park Landscaping: The Board discussed its concerns regarding landscaping in the park, including dead trees and plants and turf needing additional watering.

Discuss Restroom Facilities in Park: Ms. Herman stated the estimated cost for a permanent bathroom in the park is \$250,000 plus the water tap fee. She noted this cost could increase or decrease based on the size of the structure as well as the fixtures and features selected by the Board.

Other: There were no other Management items for discussion.

Legal Matters

Status of District Name Change: Ms. Murphy reported the District name process is complete. Big Dry Creek Metropolitan District is now legally named Orchard Farms Metropolitan District.

Discuss Acceptance and Acquisition of Public Improvements (Tracts A, B, K, L and M): Ms. Murphy, Ms. Herman and Ms. Hessler reviewed the status of the District common tracts. Following discussion and upon a motion made and seconded, the Board unanimously agreed to accept all

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public improvements located on Tracts, A, B, K, L and M effective October 15, 2019, subject to replacement of all trees and plants noted on the Norris Designs report and an inspection of the perimeter wall along York and 163rd Street due to concerns regarding its stability.

Following discussion and upon a motion made and seconded, the Board unanimously approved a Landscaping Committee of three residents be established and authorized to work with Ms. Herman on landscaping projects and maintenance.

Discuss Cost Certification: Ms. Murphy stated that Lennar Colorado, LLC needs to submit additional costs certifications to requisition the remaining funds from the Project Fund.

Consider Amended and Restated Independent Contractor Agreement with CliftonLarsonAllen: Ms. Murphy presented the Amended and Restated Independent Contractor Agreement to the Board. The only change in the contract terms is CliftonLarsonAllen will prepare Board meeting agendas, packets and minutes moving forward for no additional monthly fee. Following discussion and upon a motion made and seconded, the Board unanimously approved the Amended and Restated Independent Contractor Agreement.

Financial Matters

Consider Acceptance of Financial Statements and Cash Position Report: Ms. Pangindian reviewed the District Financial Statements and Cash Position. Following discussion and upon a motion made and seconded, the Board unanimously accepted the District Financial Statements and Cash Position report.

Other: There were no other financial matters to discuss.

Meeting Matters

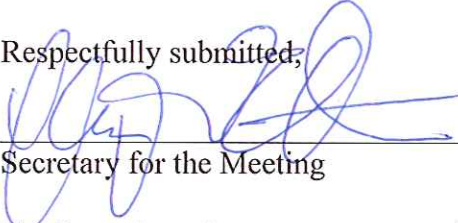
Discuss Meeting Dates and Planning: Ms. Herman reported the next meeting is scheduled for December 12, 2019 at 9:00 am, however requested the meeting be moved to allowed additional time for the budget to be filed before the state deadline. The Board approved moving the Board meeting to December 5, 2019 at 9:00 am.

Discuss Meeting Preparation and Tasks: The Board determined no additional discussion was necessary.

Adjournment

There being no further business to come before the Board and following discussion and upon a motion duly made and seconded, the Board unanimously adjourned the meeting at 10:31 a.m.

Respectfully submitted,


Secretary for the Meeting

The foregoing minutes were approved on the 5th day of December, 2019.