

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL COMBINED MEETING
OF THE BOARDS OF DIRECTORS OF THE
REUNION METROPOLITAN DISTRICT,
NORTH RANGE METROPOLITAN DISTRICT NO. 1, AND
NORTH RANGE METROPOLITAN DISTRICT NOS. 2 - 5
HELD
FEBRUARY 24, 2016**

A special combined meeting of the Boards of Directors of the Reunion Metropolitan District, the North Range Metropolitan District No. 1, and North Range Metropolitan District Nos. 2-5 was held on Wednesday, February 24, 2016 at 6:30 PM at the South Adams Fire District Station 8 Community Room, 10326 Walden Street, Commerce City, Colorado 80022. The meeting was open to the public.

In attendance were the following Directors:

Reunion Metropolitan District and North Range Metropolitan District Nos. 2-5:

Martin Zemcik
Scott Custer
Jeffrey Kappes
Tim E. Roberts

Director Teresa G. Kershisnik was absent and her absence deemed excused

North Range Metropolitan District No. 1:

Travis Book
VACANT
Martin Zemcik
Tim E. Roberts

Director Teresa G. Kershisnik was absent and her absence deemed excused

Also in attendance were the following:

Sarah Hunsche; CliftonLarsonAllen LLP
Kristin D. Bear, Esq.; White Bear Ankele Tanaka and Waldron P.C.
Liz Alexander; Development & Research Services, LLC
Broke Hutchens, D. A. Davidson & Company, Inc.
Ken Guckenberger, Esq., Kutak Rock LLP
Blair Dickhonor, Esq., Lyons & Gaddis
Richard Lyons, Esq., Lyons & Gaddis

Call to Order

Director Zemcik called the Reunion Metropolitan District and North Range Metropolitan District Nos. 2-5 meetings to order at 6:34 PM. Director Book called the North Range Metropolitan District No. 1 meeting to order at 6:34 PM.

**Quorum and
Conflicts of Interest**

Ms. Alexander noted that a quorum was present for each District and requested that members of the Boards disclose any potential conflicts of interest with regard to matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Boards' members prior to this meeting, in accordance with statutes. It was noted that all Directors' Disclosure Statements have been filed, and that no additional conflicts to those filed with the Secretary of State pursuant to statute were disclosed.

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Approval of Agenda and Confirmation of Meeting Location

Upon a motion duly made by Director Zemcik, seconded by Director Kappes, and following discussion, upon vote unanimously carried, the Boards for Reunion Metropolitan District and North Range Metropolitan District Nos. 2-5 approved the meeting location and approved the Agenda, as amended.

Upon a motion duly made by Director Zemcik, seconded by Director Kappes, and following discussion, upon vote unanimously carried, the Board for North Range Metropolitan District No. 1 approved the meeting location and approved the Agenda, as amended.

NOTE: for the remainder of this document, Reunion Metropolitan District shall be referenced as “RMD”, North Range Metropolitan District No. 1 shall be referenced as “NRMD 1” and North Range Metropolitan District Nos. 2-5 shall be referenced as “NRMD 2-5”.

Public Comment

None.

Legal Matters

Upon motion duly made by Director Zemcik, seconded by Director Kappes, and upon vote, unanimously carried, NRMD 2-4 Boards ratified the engagement of Gaddis Lyons Attorneys and Counselors as special counsel for the purpose of review of the Proposed Mill Levy Equalization Agreement between RMD and NRMD 1-4.

Upon motion duly made by Director Book, seconded by Director Roberts, and upon vote, unanimously carried, NRMD 1 Board ratified the engagement Gaddis Lyons Attorneys and Counselors as special counsel for the purpose of review of the Proposed Mill Levy Equalization Agreement between RMD and NRMD 1-4.

The Boards discussed the proposed Mill Levy Equalization Agreement. Attorney Guckenberger reported that the agreement is in substantially final form.

Upon motion duly made by Director Zemcik, seconded by Director Roberts, and upon vote, unanimously carried, RMD approved the Mill Levy Equalization Agreement subject to legal counsel review and comment.

Upon motion duly made by Director Book, seconded by Director Roberts, and upon vote, unanimously carried, NRMD 1 approved the Mill Levy Equalization Agreement subject to legal counsel review and comment.

Upon motion duly made by Director Zemcik, seconded by Director Custer, and upon vote, unanimously carried, NRMD 2 – 4 approved the Mill Levy Equalization Agreement subject to legal counsel review and comment.

The NRMD 1 Board discussed a revised Term Sheet, dated February 18, 2016 from NBH Bank, N.A. Upon motion duly made by Director Roberts, seconded by Director Book, and upon vote, unanimously carried, NRMD 1 approved the February 18, 2016 Term Sheet.

The NRMD 1 Board discussed the proposed engagement of CliftonLarsonAllen Municipal Advisors, LLC as municipal advisors in relation to the proposed 2016 bond issuance. Upon motion duly made by Director Roberts, seconded by Director Zemcik, and upon vote, unanimously carried, NRMD 1 approved the engagement.

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A Public Hearing was held to consider adoption of a Resolution and Order for the Inclusion of Real Property into North Range Metropolitan District No. 2. The Real Property is more specifically described as Lots 1-145 and Tracts A, B, C, D, E, F, G, H and I; Reunion Filing No. 25, located in the City of Commerce City, County of Adams, State of Colorado. No public comments were received with regard to this matter and the Public Hearing was closed.

Upon motion duly made by Director Zemcik, seconded by Director Kappes, and upon vote, unanimously carried, NRMD 2 adopted the Resolution and Order Regarding the Inclusion of Real Property.

OTHER

The RMD Board discussed an Offer submitted by the City of Commerce City in the amount of \$35,000 to acquire property from RMD as additional right-of-way for the Tower Road Widening Project. After discussion, upon motion duly made by Director Zemcik, seconded by Director Roberts, and upon vote, unanimously carried, the Offer was approved.

The RMD Board considered a request from Shea Homes Limited Partnership for future reimbursement in the approximate amount of \$1,509,981.05 associated with the construction of infrastructure on portions of Walden Street and Reunion Parkway in Reunion Phase 3D. During discussion, it was noted costs for landscaping and street lighting were not included with the current request and a separate request for reimbursement associated with these improvements would be made at a later date by Shea Homes Limited Partnership.

Upon a motion duly made by Director Roberts, seconded by Director Zemcik, and upon vote, unanimously carried, the funding request was approved, subject to amendment, as necessary, to the 2001 the Infrastructure Acquisition and Reimbursement Agreement with a further note that Shea Homes Limited Partnership has requested a change in the stated interest rate of the current Infrastructure Acquisition and Reimbursement Agreement. Attorney Bear was requested to work through any necessary amendments to the Agreement with general counsel to Shea Homes.

Adjournment

There being no further business to come before the Boards, upon a motion duly made by Director Zemcik, seconded by Director Roberts, on behalf of all Districts, the Boards adjourned the meetings at 8:15 PM.

The foregoing record constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,

/s/ Elizabeth Alexander
Secretary for the Meeting