

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

COTTONWOOD HOLLOW RESIDENTIAL METROPOLITAN DISTRICT

Held: Wednesday, February 16, 2022 at 9:00 a.m. via teleconference

The special meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Douglas Hatfield
Timothy O'Connor
Dustin Anderson

Also present were: Clint C. Waldron, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow and Debbie Mitchell, CliftonLarsonAllen, LLP, District Accountant; and Dan Skeeahan, Kimley-Horn & Associates, District Engineer.

Call to Order/Declaration of Quorum Director Hatfield noted that a quorum of the Board was present and called the meeting to order.

Director Conflict of Interest Disclosures Mr. Waldron reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of 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. Mr. Waldron inquired into whether members of the Board had any 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

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

Public Comment None.

Consent Agenda

Mr. Waldron reviewed the items on the consent agenda with the Board. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- January 10, 2022 Special Meeting Minutes

Legal Matters

Other Legal Matters None.

District Operations

Discuss Hiring of Landscape Maintenance Contractor The Board discussed the hiring of a landscape maintenance contractor. Director Anderson noted that he has a list of contacts with landscape maintenance companies. The Board determined to have the management company solicit proposals for the Board's review.

Discuss Engagement of Management Company Ms. Murphy stated that the District had requested management proposals from Advance HOA Management, Inc., Sentry Management, Inc., and Special District Management Services, Inc. She noted that Sentry and Special District Management Services declined to submit a proposal. The Board reviewed and engaged in general discussion regarding the proposal from Advance HOA Management, and the proposed cost per door. Following discussion, upon a motion duly made and seconded, the Board approved the engagement of Advance HOA Management, Inc., subject to final legal review and final negotiation of the contract pricing, and authorized legal counsel to negotiate the final contract terms.

Financial Matters

Review and Consider Acceptance of Financial Statements Deferred.

Review and Consider Approval of Claims Payable Ms. Bartow reviewed the claims payable with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the claims payable in the amount of \$1,116,130.80.

Status of 2020 and 2021 Draft Audits Ms. Bartow provided an update on the 2020 and 2021 Audits, noting she was hoping to be able to review them in the next couple of weeks.

Status of Letter Regarding Release and Use of District Funds Ms. Bartow provided an update to the Board on the status of the Letter Regarding Release and Use of District Funds, noting that she is working on finalizing the letter. No action taken.

Consider Approval of Engagement Letter from Haynie & Associates for 2021 Audit Ms. Bartow reviewed the Engagement Letter from Haynie & Associates for 2021 Audit. Following discussion, upon a motion duly made and seconded, the Board approved the Engagement of Haynie & Associates for the 2021 Audit, in the amount of \$6,100.

Other Financial Matters The Board reviewed the Progress Payment No. 3 from OTB in the amount of \$1,533,514.01. Following discussion, upon a motion duly made and seconded, the Board approved the Progress Payment No. 3 from OTB in the amount of \$1,533,514.01 subject to final review by the district accountant and engineer.

Construction Updates

Update on District Construction Director Hatfield provided an update for the Board on the status of District Construction noting that CLOMR work is ongoing.

Consider Approval of Change Order No. 3 to Agreement with OTB Supply Inc. Mr. Skeehan reviewed Change Order No. 3 from OTB Supply Inc with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 3 from OTB Supply Inc.

Consider Acceptance of Engineer's Report and Ratification and Approval of Requisition Nos. 8, 9 & 10 from Project Fund Mr. Skeehan reviewed the Engineer's Report and Requisition Nos. 8-10 from Project Fund with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the engineer's report and approved requisitions 8-10.

Update on Acceptance of Costs from Forestar The Board engaged in general discussion regarding the costs from Forestar. Mr. Skeehan noted that Forestar is sending documentation, but has not yet met all required criteria for reimbursement.

Other Construction Updates None.

Other Business None.

Adjourn There being no further business to come before the Board, and following discussion and upon motion duly made and

unanimously carried, the Board determined to adjourn the meeting.

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

Dustin Anderson

Dustin Anderson (Mar 17, 2022 14:36 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 14th day of March, 2022.