

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
STONE CREEK METROPOLITAN DISTRICT (THE "DISTRICT")
HELD
JUNE 27, 2018**

A Regular meeting of the Board of Directors of the Stone Creek Metropolitan District (referred to hereafter as the "Board") was convened on Wednesday, the 27th day of June, 2018, at 11:00 a.m., at the Stone Creek Ranch Offices (Barn); 6700 E. Scott Avenue, Parker. The meeting was open to the public.

Directors In Attendance Were:

Patrick L. Lyng
Peter J. Klymkow
Eric Kubly
Mauricio Barbera

Also In Attendance Was:

Lisa A. Johnson; Special District Management Services, Inc.

Suzanne Meintzer, Esq.; McGeady Becher P.C.

Gigi Pangindian; CliftonLarsonAllen LLP

Tanna Boisvert; IDES, LLC

Michael Sanders; Choke Cherry Investors, LLC

Shawnee Williams; Board Candidate

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

The Board noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Meintzer requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Meintzer noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes.

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ADMINISTRATIVE MATTERS

Agenda: Ms. Johnson distributed for the Board's review and approval a proposed Agenda for the District's Regular meeting.

Following discussion, upon motion duly made by Director Lyng, seconded by Director Klymkow and, upon vote unanimously carried, the Agenda for the District's Regular meeting was approved, as presented.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

Following discussion, and upon motion duly made by Director Lyng, seconded by Director Klymkow and, upon vote, unanimously carried, the Board determined that the meeting location was in accordance with statute, as it was conducted at a location within the boundaries of the District. The Board further noted that notice of this location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Consideration of Board Appointment After Publication of Notice of Vacancy:

It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was made on March 29, 2018 in the Douglas County News-Press.. No Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, following discussion and upon motion duly made by Director Klymkow seconded by Director Lyng to nominate Shawnee Williams to fill the vacant Board term and, upon vote, unanimously carried, the Board appointed Shawnee Williams to fill the vacancy on the Board of Directors. The Oath of Director was administered.

Appointment of Officers: Following discussion, upon motion duly made by Director Kubly, seconded by Director Klymkow and, upon vote, unanimously carried, the following slate of officers was appointed:

President
Treasurer/Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

Patrick L. Lyng
Peter J. Klymkow
Eric Kubly
Mauricio Barbera
Shawnee Williams

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Minutes: The Board reviewed the Minutes of the May 17, 2018 Regular Meeting. Following review and discussion, upon motion duly made by Director Lyng, seconded by Director Klymkow, and upon vote unanimously carried, the Board approved the Minutes of the May 17, 2018 Regular Meeting.

Resolution No. 2018-05-01; Changing Regular Meeting Dates: The Board considered Resolution No. 2018-05-01; Changing Regular Meeting Dates.

Following discussion, and upon motion duly made by Director Barbera, seconded by Director Klymkow and, upon vote, unanimously carried, the Board ratified adoption of Resolution No. 2018-05-01; Changing Regular Meeting Dates.

LEGAL MATTERS

Cost Certification Report No. 3 for \$111,155.65: Ms. Boisvert presented Cost Certification Report No. 3 to the Board.

Following review and discussion, upon motion duly made by Director Klymkow, seconded by Director Lyng, and upon vote unanimously carried, the Board accepted Cost Certification No. 3 prepared by IDES, LLC, for the recommended acceptance amount of \$111,155.65, subject to final review by legal counsel.

Attorney Meintzer presented information on the requisition process. Discussion ensued regarding the difference between Cost Certification and Expenditure Certification, and when a requisition takes place. Consultants were directed to schedule a conference call to confirm processes.

Status of Clubhouse Funding, Construction, and Operations Agreement by and among the District, Choke Cherry Investors, LLC, Cielo Metropolitan District and Forestar (USA) Real Estate Group, Inc. ("Clubhouse Agreement"): Attorney Meintzer reported that negotiations continue on the Clubhouse Agreement.

FINANCIAL MATTERS

Claims: Ms. Pangindian presented the claims for the period ending May 31, 2018 in the amount of \$55,243.54.

Following review and discussion, upon motion duly made by Director Barbera, seconded by Director Lyng and, upon vote, unanimously carried, the Board ratified approval of the payment of the claims for the period ending May 31, 2018 in the amount of \$55,243.54.

Ms. Pangindian presented the claims for the period ending June 27, 2018 in the amount of \$28,239.92.

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Following review and discussion, upon motion duly made by Director Klymkow, seconded by Director Lyng, and upon vote unanimously carried, the Board approved the payment of claims for the period ending June 27, 2018 in the amount of \$28,239.92, subject to receipt of funding.

Cash Position: Ms. Pangindian presented the schedule of cash position for the period ending March 31, 2108 updated as of June 26, 2018.

Following review and discussion, upon motion duly made by Director Barbera seconded by Director Klymkow, and upon vote unanimously carried, the Board accepted the schedule of cash position for the period ending March 31, 2018, updated as of June 26, 2018.

Funding of Requisitions Associated with the Issuance of the District's General Obligation Limited Tax Bonds, Series 2018A:

Requisition No. 2 from District's Subordinate General Obligation Limited Tax Bonds, Series 2018A. Following review and discussion, upon motion duly made by Director Klymkow, seconded by Director Lyng, and upon vote unanimously carried, the Board approved Requisition No. 2 from District's General Obligation Limited Tax Bonds, Series 2018A.

Requisition No. 2 from District's Subordinate General Obligation Limited Tax Bonds, Series 2018B: Nothing was presented at this time.

CAPITAL IMPROVEMENTS

Project Status Report: Mr. Boisvert distributed and reviewed with the Board the Project Status Report dated June 27, 2018. A copy of the report is attached hereto and incorporated herein by this reference.

District Expenditures Verification Report #2 prepared by Independent District Engineering Services, LLC ("IDES"): The Board deferred discussion to the July meeting.

Pay Application No. 3 under the Stipulated Sum Price Agreement between the District, Hudick Excavating, Inc. d/b/a HEI Civil, and Choke Cherry Investors, LLC(the "HEI Contract"): The Board discussed Pay Application No. 3 under the HEI Contract.

Following discussion, upon motion duly made by Director Lyng, seconded by Director Klymkow and, upon vote, unanimously carried, the Board approved Pay Application No. 3 under the HEI Contract.

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**COVENANT
ENFORCEMENT/
DESIGN REVIEW**

There was nothing to report at this time.

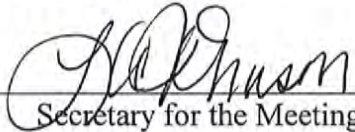
OTHER BUSINESS

There was no other business at this time.

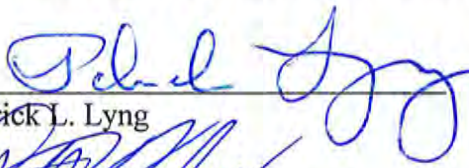
ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned.

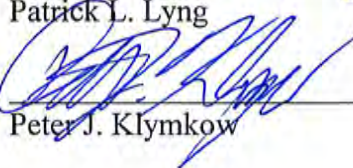
Respectfully submitted,

By  _____
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL JUNE 27, 2018,
REGULAR MEETING MINUTES OF THE STONE CREEK METROPOLITAN
DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:




Patrick L. Lyng




Peter J. Klymkow

Shawnee Williams



Eric Kubly



Mauricio Barbera

RESOLUTION NO. 2108-05-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF
STONE CREEK METROPOLITAN DISTRICT
CHANGING REGULAR MEETING DATES**

WHEREAS, the Stone Creek Metropolitan District (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado; and

WHEREAS, the Board of Directors of the District (the "Board") is required to designate a date, time and place for regular meetings pursuant to § 32-1-903, C.R.S., and the Board has designated a date, time and place for regular meetings in Resolution No. 2017-11-01, adopted by the Board on November 30, 2017 (the "Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Locations for Posting of 72 Hour and 24-Hour Notices"); and

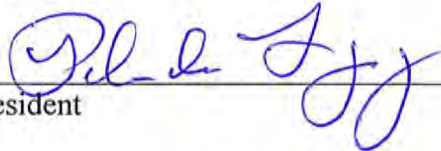
WHEREAS, the Board desires hereby to designate a new date for its regular meetings.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Stone Creek Metropolitan District of the County of Douglas, Colorado:

1. The Board determines to hold regular meetings on the fourth Wednesday of each month, at 11:00 A.M. at the Stone Creek Ranch Offices ("The Barn"), 6700 E. Scott Avenue, Parker, Colorado 80134.
2. Resolution No. 2017-11-01 shall only be amended as specifically provided herein, and no provision other than the location of the regular meetings shall be affected by this Resolution.

RESOLUTION APPROVED AND ADOPTED on May 17, 2018.

**STONE CREEK METROPOLITAN
DISTRICT**

By: 
President

Attest:


Secretary

STONE CREEK METROPOLITAN DISTRICT

Board Meeting Project Status

June 27, 2018



Construction Status

Hudick Excavating, Inc. (HEI) –Village A grading and over-excavation complete, lot and rough grade certs done. Grading and Over-excavation continuing in Village D along with sanitary work. Continuing sanitary, storm sewer and bridge work in Village A and Scott Road. The construction of a temporary road for local traffic to accommodate work in Interlocken Road has been completed. HEI Pay App 3 has been completed and reviewed by the four-party cost share group.

Construction Contract Documents

Contractor Contract

HEI– Contract executed on 2/24/2017 for \$24,822,662.72

Contractor Change Orders or Work Orders

District Contracted - None at this time

Consultant Contract Documents

District Contracted - None at this time

Consultant Task Orders and Work Orders

District Contracted - None at this time

Bonding Reports and Cost Verifications (BR CV)

Bonding Report and Cost Verification #2 – Completed on 3/2/2018.

Expenditure Verification Report (EV)

Expenditure Verification #1 – Includes verified District eligible reimbursable costs from the General Contractor (Hudick Civil) Pay Apps #1 and #2. Recommended for Board Approval

Expenditure Verification #2 – Draft includes verified District eligible reimbursable costs for the General Contractor (Hudick Civil) Pay App #3. EV 2 will be submitted for Board Approval in July.

Cost Certification Report (CC)

Cost Certification #3 – Includes verified District eligible reimbursable costs paid by Choke Cherry Investors and paid by escrow funds through the First American Title Company. Recommend Board Approval.

Other Matters

Storm Water Management Documentation – SWAP will continue with management of Stormwater management Documents to be maintained on site in compliance with CDPHE. Appropriate Routine and Post Storm observations and reports have been completed to date.

Contract Administration – RFI, Submittals, Change Order Requests, Pay Applications, etc. continue to be administered by the Developer with oversight by the District Engineer Representative relative to District Eligible Expenditures. Construction meetings including Developers, Builders and General Contractor occur every Wednesday of the week at 10:00am at the Stone Creek Site barn.