

MINUTES OF THE JOINT SPECIAL MEETING OF THE  
BOARDS OF DIRECTORS OF

HAWTHORN METROPOLITAN DISTRICT NOS. 1 & 2

Held: Tuesday the 28<sup>th</sup> day of July 2015, at 2:00 p.m. at:  
5740 Olde Wadsworth Boulevard, Arvada,  
Colorado 80002

Attendance

The joint special meeting of the Boards of Directors of the Hawthorn Metropolitan District Nos. 1 & 2, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

Chris Elliott  
C. Regan Hauptman  
Matthew Cavanaugh  
Corey Elliott

P. Ron Hauptman was absent. All director absences are deemed excused unless otherwise specified.

Also present: Kristin Tompkins, Esq. and Trish Harris, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Sarah Hunsche, CliftonLarsonAllen, LLP, District Accountant; Scott Bristol, Stillwater Community Management; and Christian Matthew Janke, E5X Management.

Call to Order

It was noted that a quorum of the Boards were present and the meeting was called to order.

Combined Meeting

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of each District. Where necessary, action taken by an individual District will be so reflected in these minutes.

Conflict of Interest  
Disclosures

Ms. Tompkins advised the Boards that pursuant to Colorado law, certain disclosures by the directors may be required prior to taking official action at the meeting. The Directors reviewed the

agenda for the meeting, following which each Board member confirmed the contents of any written disclosure previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

Written disclosures of conflicts of interest were filed with the Secretary of State at least 72 hours prior to the meeting.

Agenda

Ms. Tompkins presented the Boards with the agenda for the meeting for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Public Comment

None.

Approval of Minutes from the November 3, 2014 Meeting

The Boards reviewed the minutes from the November 3, 2014 meeting. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes.

**Legal Matters**

Consider Approval of an Amended and Restated Resolution Concerning the Imposition of an Operations Fee

Ms. Tompkins presented the Boards with the Amended and Restated Resolution Concerning the Imposition of an Operations Fee. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Consider Approval of Resolution Approving and Adopting a Collections Policy (District No. 1)

Ms. Tompkins presented the Board of District No. 1 with the Resolution Approving and Adopting a Collections Policy. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the resolution.

Discuss and Consider Ratification of Independent Contractor Agreement (Landscape Services – 2015) with Keesen Landscape Management, Inc. (District No. 1)

Ms. Tompkins presented the Board of District No. 1 with the Independent Contractor Agreement (Landscape Services – 2015) with Keesen Landscape Management, Inc. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously ratified the Independent Contractor Agreement.

Discuss and Consider Approval of 2014 Annual Report

Ms. Tompkins presented the Boards with the 2014 Annual Report. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Annual Report.

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron, Attorneys at Law, for General Counsel Services

Ms. Tompkins presented the Boards with the Engagement Letter with White Bear Ankele Tanaka & Waldron, Attorneys at Law, for General Counsel Services. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement.

### **Financial Matters**

Schedule of Cash Position Dated June 30, 2015, Updated as of July 28, 2015 (District No. 1)

Ms. Hunsche presented the Board of District No. 1 with the Schedule of Cash Position Dated June 30, 2015, updated as of July 28, 2015. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously accepted the Schedule of Cash Position.

Consider Approval of Claims (District No. 1)

Ms. Hunsche presented the Board of District No. 1 with the Claims Payable. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously ratified check numbers 1021 through 1038 in the amount of \$69,623.85, and approved check number 1039 in the amount of \$1,512.53.

Consider Ratification of 2014 Audit Exemption Application (District No. 1)

Ms. Hunsche presented the Board of District No. 1 with the 2014 Audit Exemption Application. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously ratified the application.

Discuss and Consider Acceptance of 2014 Audit (District No. 2)

Ms. Hunsche presented the Board of District No. 2 with the 2014 Audit. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously accepted the audit.

Discuss Payment to North Table Mountain Water and Sanitation District Service Fees, pursuant to the Intergovernmental Agreement dated November 13, 2012 (District No. 1)

Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved use of the operations fee to pay North Table Mountain Water and Sanitation District Service Fees, pursuant to the Intergovernmental Agreement dated November 13, 2012, as an appropriate use of fees and not an administrative expense of District No. 1.

Other Financial Matters

None.

**Construction Matters**

None.

**Management Update**

None.

**Other Business**

None.

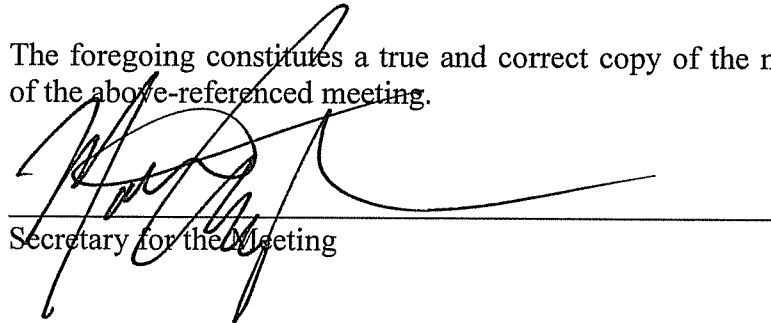
**Next Meeting**

The Boards determined to cancel the August 3, 2015 meeting.

Adjournment

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

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



A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to be the name of the Secretary for the Meeting.

Secretary for the Meeting