

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE HARVEST CROSSING METROPOLITAN DISTRICT NO. 3 HELD MAY 24, 2022

A Special Meeting of the Board of Directors (the “Board”) of the Harvest Crossing Metropolitan District No. 3 (formerly known as Villages at Murphy Creek Metropolitan District No. 1, referred to hereafter as the “District”) was convened on Tuesday, May 24, 2022 at 3:00 p.m. This District meeting was held at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, Colorado 80203 and by conference call. The meeting was open to the public via conference call.

#### ATTENDANCE

#### Directors In Attendance Were:

Daniel Frank  
Marc L. Cooper  
Richard Frank

#### Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Paula Williams, Esq. and Tim O’Connor, Esq.; McGeady Becher P.C.

Jason Simmons; Hilltop Securities Inc.

Sam Hartman; D.A. Davidson & Co.

Kristine Lay Esq., Kutak Rock LLP

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

**Disclosure of Potential Conflicts of Interest:** The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Mr. Solin noted that a quorum was present and requested members of the Board disclose any potential conflicts of interest with regard to any matters scheduled for discussion at the meeting, and incorporated for the record those applicable disclosures made by the Board members prior to the meeting in accordance with the statute. No additional conflicts were disclosed.

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**PUBLIC COMMENT**      There were no public comments.

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**ADMINISTRATIVE  
MATTERS**

**May 3, 2022 Election:** Mr. Solin advised the Board that the May 3, 2022 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of Directors. It was noted that Directors D. Frank, R. Frank and Cooper were each deemed elected to 3-year terms ending in May, 2025.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director D. Frank, seconded by Director R. Frank and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Daniel Frank
Treasurer	Marc L. Cooper
Secretary	David Solin
Assistant Secretary	Richard Frank

**Agenda:** Mr. Solin reviewed a proposed Agenda for the District's Special Meeting with the Board.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Agenda for the Special Meeting was approved, as amended.

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

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Board determined that the District meeting was held by conference call and in person at the offices of McGeady Becher P.C. The Board further noted that notice of the time, date, location and conference bridge information was duly posted and that they have not received any objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the boundaries of the District.

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**CONSENT AGENDA**      **Consent Agenda:** There were no consent agenda items to discuss.

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### FINANCIAL MATTERS

There were no financial matters to discuss.

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### LEGAL MATTERS

**Resolution authorizing the Execution and Delivery by the District of a Revenue Pledge Agreement with Harvest Crossing Metropolitan District No. 4 and UMB Bank, N.A. as Trustee, for the Purpose of Securing Repayment of District No. 4's Limited Tax General Obligation Bonds, Series 2022A(3) (the "Bonds") in a Maximum Aggregate Principal Amount of up to \$16,500,000:**

Attorney Lay discussed the Resolution authorizing the execution and delivery by the District of the Revenue Pledge Agreement with Harvest Crossing Metropolitan District No. 4 and UMB Bank, N.A., as Trustee; the execution and delivery by the District thereof, and of certain other related documents in connection therewith; authorizing incidental action; and repealing prior inconsistent actions with the Board.

Following discussion, upon motion duly made by Director R. Frank, seconded by Director D. Frank and, upon vote, unanimously carried, the Board adopted the Resolution authorizing the execution and delivery by the District of the Revenue Pledge Agreement with Harvest Crossing Metropolitan District No. 4 and UMB Bank, N.A., as Trustee; the execution and delivery by the District thereof, and of certain other related documents in connection therewith; authorizing incidental action; and repealing prior inconsistent actions.

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### OTHER MATTERS

There were no other matters to discuss.

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### ADJOURNMENT

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

Respectfully submitted,

By:   
Secretary for the Meeting