

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
BELLEVIEW VILLAGE METROPOLITAN DISTRICT
("DISTRICT")
HELD
MAY 12, 2020**

A special meeting of the Board of Directors of the District (referred to hereafter as the "Board") was convened on Tuesday, the 12th day of May, 2020, at 10:00 A.M. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via telephone conference. The meeting was open to the public telephonically.

Directors In Attendance Were:

Matt Hengel
Eric Kubly
Jason Pock
Matt Childers

Also, In Attendance Were:

MaryAnn McGeady, Esq., Samantha Lillehoff, Esq.; McGeady Becher P.C.

Alex Fink; CliftonLarsonAllen LLP

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 McGeady requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney McGeady 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.

ADMINISTRATIVE
MATTERS

Agenda: Attorney McGeady distributed for the Board's review and approval a proposed Agenda for the District's special meeting.

Following discussion, upon motion duly made by Director Pock, seconded by Director Kubly and, upon vote unanimously carried, the Agenda was approved.

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. It was noted that due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via telephone conference. The Board further noted that notice providing the 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 its boundaries.

Public Comment: None.

Results of May 5, 2020 Directors' Election: Ms. McGeady advised the Board that the election was canceled pursuant to Section 1-13.5-513, C.R.S. because there were not more candidates than seats available on the Board. The Board directed McGeady Becher P.C. to publish a Notice of Vacancy, with regard to the vacant seat on the Board.

Appointment of Officers: Upon a motion duly made by Director Hengel, seconded by Director Kubly and, upon vote, unanimously carried, the Board appointed the following:

President:	Matt Hengel
Treasurer/Assistant Secretary:	Jason Pock
Assistant Secretary:	Eric Kubly
Assistant Secretary:	Matt Childers
Secretary:	Jennifer Pino

Minutes of the December 10, 2019 Special Meeting: Following discussion, upon motion duly made by Director Kubly, seconded by Director Childers and, upon vote unanimously carried, the Minutes of the December 10, 2019 Special Meeting were approved.

Engagement of District Manager: Discussion ensued regarding retaining a district manager and related issues concerning future operation and maintenance of public improvements. Following discussion, upon a motion duly made by Director Pock, seconded by Director Childers and, upon vote unanimously carried, the Board established a committee, and appointed Directors Kubly and Hengel to same, to solicit district manager proposals and to retain a district manager as part of staff's continued work on the 2020 bond issuance. The Board will ratify any applicable committee actions at the next meeting.

FINANCIAL MATTERS

2019 Application for Exemption from Audit: Following discussion, upon a motion duly made by Director Pock, seconded by Director Hengel and, upon vote unanimously carried, the Board ratified approval of the preparation, execution and filing of the 2019 Application for Exemption from Audit.

Claims Represented by Check Nos. 1032-1042 and one wire transfer, in the Total Amount of \$23,892.74: Following discussion, upon a motion duly made by Director Hengel, seconded by Director Childers and, upon vote unanimously carried, the Board ratified approval of the payment of claims represented by Check Nos. 1032-1042 and one wire transfer, in the total amount of \$23,892.74.

March 31, 2020 Unaudited Financial Statements and Schedule of Cash Position: Following discussion, upon a motion duly made by Director Pock, seconded by Director Kubly and, upon vote unanimously carried, the Board accepted the March 31, 2020 Unaudited Financial Statements and Schedule of Cash Position.

Engagement of Independent Engineer for Cost Verification Services: The Board discussed retaining an independent engineer for cost verification services. Following discussion, upon a motion duly made by Director Pock, seconded by Director Childers and, upon vote unanimously carried, the Board established a committee, and appointed Directors Kubly and Hengel to same, to solicit proposals and to retain an independent engineer as part of staff's continued work on the 2020 bond issuance. The Board will ratify any applicable committee actions at the next meeting.

Proposed 2020 District Bond Issuance: The Board discussed matters related to the proposed 2020 Bond issuance.

Engagement of District Bond Counsel: Following review and discussion, upon motion duly made by Director Hengel, seconded by Director Childers, and upon vote unanimously carried, the Board approved the engagement of Greenberg Traurig, LLP as District Bond Counsel.

Engagement of District Underwriter: Following discussion, the Board determined to defer this matter, pending engagement of and discussion with the District External Financial Advisor.

Engagement of External Financial Advisor: Following review and discussion, upon motion duly made by Director Pock, seconded by Director Kubly, and upon vote unanimously carried, the Board approved the engagement of Hilltop Securities as District External Financial Advisor.

Operation and Maintenance Funding and Potential Amendment to Operation Funding Agreement by and between the District and Richmond American Homes of Colorado, Inc.: The Board determined to defer this matter.

Potential Fees for Facilities Maintenance: The Board determined to defer this matter.

LEGAL
MATTERS

First Amendment to Permanent Storm Drainage Easement by and between Daryl L. Martz and Linda C. Martz and the District: Following discussion, upon motion duly made by Director Pock, seconded by Director Kubly, and upon vote unanimously carried, the Board approved the First Amendment to Permanent Storm Drainage Easement by and between Daryl L. Martz and Linda C. Martz and the District.

Status of Declaration of Covenants, Conditions and Restrictions for Belleview Village West: The Board determined to defer this matter.

District Rules and Regulations: The Board discussed the need for implementation of District Rules and Regulations. No action was taken by the Board.

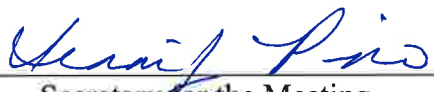
OTHER BUSINESS

Update on Status of Development within the District: The Board provided an update on the status of development within the District. It was noted that construction is nearing completion and that permits are anticipated to be pulled in June.

ADJOURNMENT

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

Respectfully submitted,

By 
Secretary for the Meeting