

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE CIELO METROPOLITAN DISTRICT (THE "DISTRICT") HELD FEBRUARY 27, 2019

A Regular Meeting of the Board of Directors of the Cielo Metropolitan District (referred to hereafter as the "Board") was convened on Wednesday, the 27th day of February, 2019, at 12:00 p.m., at the Stone Creek Ranch Offices (Barn); 6700 E. Scott Avenue, Parker, CO. The meeting was open to the public.

Directors In Attendance Were:

Patrick Lyng
Shawnee Williams

Also In Attendance Was:

Lisa A. Johnson, Judy Leyshon, and Peggy Ripko; Special District Management Services, Inc. ("SDMS")

Elisabeth Cortese, Esq.; McGeady Becher P.C.

Gigi Pangindian; CliftonLarsonAllen LLP

Mike Sanders; Choke Cherry Investors, LLC

John Maberry; Forestar Group USA

Tanna Boisvert; Independent District Engineering Services, LLC ("IDES")

Jonathan Wayne, Michael Pietschmann, and Drew Bartok; Board Candidates

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

RECORD OF PROCEEDINGS

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 Williams 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 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 Williams and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within the District's boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated, date, time and location. The Board further noted that notice of this date, time and 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 the District's boundaries.

Minutes: The Board reviewed the Minutes of the November 28, 2018 Special Meeting.

Following discussion, upon motion duly made by Director Williams, seconded by Director Lyng and, upon vote unanimously carried, the Board approved the Minutes of the November 28, 2018 Special Meeting.

Resignation and Appointment of Secretary to the Board: The Board considered the resignation of Jennifer Pino as Secretary of the Board of Directors and the appointment of Lisa A. Johnson as Secretary to the Board of Directors.

Following discussion, upon motion duly made by Director Lyng, seconded by Director Williams and, upon vote, unanimously carried, the Board accepted the resignation of Jennifer Pino as Secretary to the Board of Directors and appointed Lisa A. Johnson as Secretary to the Board of Directors.

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 Vacancies on the Board was made on January 10, 2019 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.

RECORD OF PROCEEDINGS

As such, following discussion and upon motion duly made by Director Lyng, seconded by Director Williams to nominate Drew Bartok, Michael Pietschmann, and Jonathan Wayne to fill the vacant Board terms and, upon vote, unanimously carried, the Board appointed Drew Bartok, Michael Pietschmann, and Jonathan Wayne to fill the vacancies on the Board of Directors. The Oaths of Office were administered.

Appointment of Officers: Upon motion duly made by Director Lyng, seconded by Director Williams and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Jonathan Wayne
Treasurer	Shawnee Williams
Secretary	Lisa Johnson
Assistant Secretary	Patrick Lyng
Assistant Secretary	Michael Pietschmann
Assistant Secretary	Drew Bartok

FINANCIAL MATTERS

Claims: There were no claims presented to the Board at this time.

Schedule of Cash Position: Ms. Pangindian reviewed the schedule of cash position as of December 31, 2018 updated as of February 26, 2019.

Following discussion, upon motion duly made by Director Lyng, seconded by Director Williams and, upon vote, unanimously carried, the Board accepted the schedule of cash position as of December 31, 2018 updated as of February 26, 2019.

Signatories on the District Bank Account: Following discussion, upon motion duly made by Director Lyng, seconded by Director Wayne and, upon vote, unanimously carried, Directors Bartok, Pietschmann, and Wayne were added as signatories on the District bank account and Director Lyng was removed.

LEGAL MATTERS

Clubhouse Funding, Construction, and Operations Agreement by and among Stone Creek Metropolitan District, Choke Cherry Investors, LLC, Forestar (USA) Real Estate Group Inc. and the District (“IGA”): The Board deferred discussion at this time.

RECORD OF PROCEEDINGS

Memorandum of Understanding by and between Douglas County School District and Forestar (USA) Real Estate Group, Inc.: Attorney Cortese presented to the Board a Memorandum of Understanding by and between the Douglas County School District and Forestar (USA) Real Estate Group, Inc.

Following discussion, upon motion duly made by Director Lyng, seconded by Director Wayne and, upon vote, unanimously carried, the Board approved the Memorandum of Understanding by and between the Douglas County School District and Forestar (USA) Real Estate Group, Inc.

Partial Assignment of Memorandum of Understanding by and between Forestar (USA) Real Estate Group, Inc. and the District: The Board deferred discussion at this time.

**COVENANT
ENFORCEMENT/DE
SIGN REVIEW**

Community Manager's Report: The Board reviewed the Community Manager's Report.

**CONSTRUCTION/
CAPITAL
IMPROVEMENT
MATTERS**

District Construction Process: Attorney Cortese discussed with the Board the options for contracting for construction projects.

Engagement Letter of Independent District Engineering Services, LLC ("IDES") for District Engineering: The Board reviewed the IDES proposal for District Engineering Services.

Following discussion, upon motion duly made by Director Wayne, seconded by Director Lyng and, upon vote, unanimously carried, the Board approved the Engagement Letter of IDES for District Engineering Services.

OTHER BUSINESS

There was no other business for discussion 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

RECORD OF PROCEEDINGS

THESE MINUTES ARE APPROVED AS THE OFFICIAL FEBRUARY 27, 2019
REGULAR MEETING MINUTES OF THE CIELO METROPOLITAN
DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:

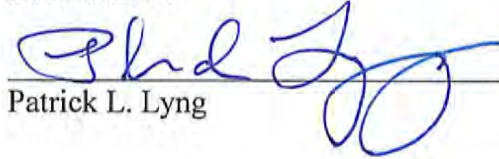
Jonathan Wayne



Shawnee Williams



Drew Bartok



Patrick L. Lyng

Michael Pietschmann