

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF CASTLE OAKS METROPOLITAN DISTRICT

Held: June 20, 2018 at 5:30 p.m. at
1465 Autumn Sage Street, Castle Rock, Colorado.

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

Christian Matt Janke
Chris Pratt
Craig Campbell
Thomas Hykes

All director absences are deemed excused unless otherwise specified.

Also present were: Kristin B. Tompkins, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Sarah Hunsche, CliftonLarsonAllen, LLP, District Accountant, Brooke Hutchens, D.A. Davidson & Co.

Members of the public in attendance at the meeting and who signed in are reflected on the attached sign-in sheet.

Director Qualification

The directors in attendance confirmed their qualification to serve.

Call to Order

It was noted that a quorum of the Board was present, that the directors had confirmed their qualification to serve, and therefore Director Janke called the meeting to order.

Disclosure Matters

Ms. Tompkins advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tompkins reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Tompkins noted that a quorum was present and inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain

a quorum or to otherwise enable the Board to act.

Discuss Results of May 2018 Election

The Board engaged in a general discussion regarding the results of the May 2018 Election.

Consider Appointment of Officers

It was noted by Ms. Tompkins that the Board is required by statute to have a Chairperson/President, a Treasurer and a Secretary. Following discussion, upon a motion duly made and seconded the Board unanimously elected Director Janke as President/Chairperson, Director Campbell as Vice President and Secretary, Director Pratt as Treasurer and Assistant Secretary and Director Hykes as Assistant Secretary.

Approval of Agenda

Ms. Tompkins presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Approval of Minutes from the November 1, 2017 Regular Meeting

Ms. Tompkins presented the Board with the Minutes from the November 1, 2017 regular meeting. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Minutes.

Public Comment

None.

Legal Matters

None.

Financial Matters

Discuss Potential 2018 Refunding

Ms. Hutchens presented the Board with various options for potential refunding for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized moving forward with refunding and engaging consultants. The Board also requested that Ms. Hutchens run one additional sensitivity model.

Consider Approval of Engagement of D.A. Davidson as District Underwriter

Ms. Tompkins presented the Board with the engagement letter of D.A. Davidson as District Underwriter. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement.

Payables/Financials

Ms. Hunsche presented the Board with the March 31, 2018 unaudited financial statements and schedule of cash position as of June 14, 2018 for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the financial statements and schedule of cash position.

Ms. Hunsche presented the Board with the Claims Payable. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Claims Payable, and approved the interim checks.

Conduct 2017 Budget
Amendment Hearing and
Consider Adoption of
Resolution to Adopt 2017
Budget Amendment

Director Janke opened the public hearings for the 2017 budget amendment. Ms. Tompkins noted that notice for the public hearings were made in accordance with the applicable Colorado statutes. No written objections were received prior to the public hearings. After no public comment was made, the public hearings were closed.

Following discussion, upon a motion duly made and seconded, the Board determined to amend the 2017 Debt Service Fund to \$1,125,000.

Consider Acceptance of 2017
Audit

Ms. Hunsche presented the Board with the 2017 audit for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the audit subject to final review.

Other Financial Matters

The Board engaged in a general discussion regarding the remaining developer fees. Ms. Hunsche noted that according to the town, there are still approximately 140 BP's to be pulled. Director Campbell expressed that he does not think that is accurate. No action was taken at this time.

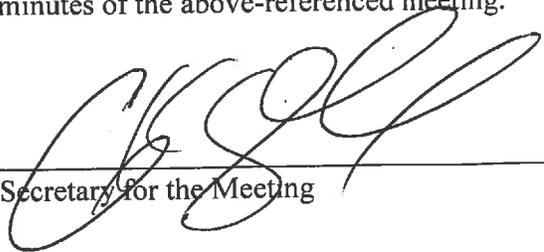
Other Business

None.

Adjournment

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

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


Secretary for the Meeting