

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

FOREST TRACE METROPOLITAN DISTRICT NOS. 1-3

Held: Thursday, July 19, 2018 at 10:30 a.m. at 7400 E. Orchard
Rd., #290-S, Greenwood Village, CO 80111.

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, were in attendance:

Daniel Frank
Richard Frank
Marc Cooper

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and Mark Chambers, Simmons & Wheeler, District Accountant.

Call to Order

Director Daniel Frank called the meeting to order.

Declaration of Quorum

Director Daniel Frank noted that a quorum of the Boards was present and the Directors had confirmed their qualification to serve.

Director
Qualifications/Conflicts of
Interest/Reaffirmation of
Disclosure

Mr. Waldron advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Waldron reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Mr. Waldron noted that a quorum was present and inquired into whether members of the Boards 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 Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

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

Approval of Agenda The Boards reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Public Comment None.

Consent Agenda Mr. Waldron presented the items on the consent agenda to the Boards for consideration. Mr. Waldron advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested removed from the consent agenda. Upon motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted:

- Approval of Minutes from March 8, 2018

Financial Matters

Consider Acceptance of Unaudited Financial Statements Mr. Chambers reviewed the May 31, 2018 unaudited financials with the Boards. Following discussion, upon a motion duly made and seconded, the Boards accepted the May 31, 2018 financials.

Consider Approval of 2017 Audit Mr. Chambers reviewed the 2017 Draft Audit with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously approved the 2017 Audit subject to a clean opinion.

Other Financial Matters Mr. Chambers reviewed the claims listings with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously ratified the claims listings in the amounts of \$3,646.51 for District No. 1, \$12,280.06 for District No. 2 and \$267,757.78 for District No. 3.

Legal Matters

Discuss SARIA Update General Discussion.

Consider Authorizing District Representative to The Board engaged in general discussion regarding Authorizing the District Representative to Approve ARI Master Plan No. 2.

Approve ARI Master Plan
No. 2

Following discussion, upon a motion duly made and seconded,
the Boards unanimously approved the Authorization of the
District Representative to Approve ARI Master Plan No. 2

Other Legal Matters

None.

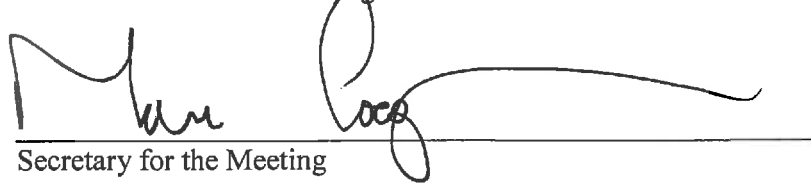
Other Business

None.

Adjourn

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 handwritten signature in black ink, appearing to read 'M. R. Lopez', is written over a horizontal line. The signature is fluid and cursive.

Secretary for the Meeting

The foregoing minutes were approved on the 20th day
of September, 2018.