

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

HARMONY TECHNOLOGY PARK METROPOLITAN DISTRICT NO. 2

Held: Thursday, August 10, 2017, at 2:30 P.M. at 3528 Precision Drive, Suite 100, Fort Collins, 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, were in attendance:

Joseph Knopinski
Randy Hughes (via phone)
John Gooch
John Hutto (via phone)

Director Holly Proctor was absent. All director absences are deemed excused unless a contrary notation is recorded in these minutes.

Also present were Clint Waldron, Esq. and Casey Lekahal (via phone), White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; Diane Wheeler, Simmons & Wheeler, P.C., District accountant; Rob Aldrich and Dan Kelly, MAVDevelopment Company (via phone); Brooke Hutchens, D.A. Davidson (via phone); Brittany Barrient, Esq. and Anastasia Khokhryakova, Esq., Ballard Spahr, LLP (via phone); and Collin Koranda, Manhard Consulting, Ltd.

Call to Order

Director Knopinski called the meeting to order.

Declaration of Quorum/
Director Qualifications/
Reaffirmation of
Disclosures

Director Knopinski noted that a quorum of the Board was present and the Directors had confirmed their qualification to serve.

Mr. Waldron advised the Board that pursuant to Colorado law, certain disclosures by the directors may be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which Directors confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed.

The Board determined that participation by the Directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Approval of Agenda

The Board reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda, as amended.

Public Comment

None

Approval of Minutes
from June 7, 2017
Meeting

Deferred.

Legal Matters

Consider Approval of
Access and Maintenance
Easement Agreement

The Access and Maintenance Easement Agreement was previously approved at the June 7, 2017 meeting. Director Knopinski reviewed the history of the parcel and acceptance by the District and noted he had an appraisal to substantiate the easement price.

Consider Approval of
Resolution Regarding
Acceptance of District
Eligible Costs

Tamarack reviewed their cost certification with the Board. Ms. Wheeler discussed her accounting verification process with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Regarding Acceptance of District Eligible Costs.

Discuss Conveyance of
Detention Ponds and Due
Diligence Process, Including
Engagement of Special
Counsel to Review Plat
Notes

Mr. Waldron discussed the conveyance of the detention ponds and what, if any, additional due diligence the Board would like to undertake prior to acceptance. After discussion, the Board determined that additional due diligence would not be required. Mr. Waldron noted the current plat specifies ownership and maintenance responsibilities and advised the Board that they may want to engage special counsel to advise them on the applicability of the plat notes, prior to accepting ownership of the detention ponds. Director Gooch provided background on the City platting process. Director Gooch noted the City requires ownership and maintenance information to be included on the plat, but does not prohibit subsequent transfers of those responsibilities. The Board determined not to engage special counsel.

Other Legal Matters

None.

**Final Determination to
Issue General Obligation**

Ms. Khokhryakova reviewed the bond structure and authorizing resolution with the Board. She also reviewed the financing

Indebtedness

documents being approved pursuant to the resolution. Following discussion, upon a motion duly made and seconded the Board unanimously approved the resolution and related documents.

Financial Matters

Consider Approval of Claims Payable Deferred

Payable

Other Financial Matters None.

Other Business

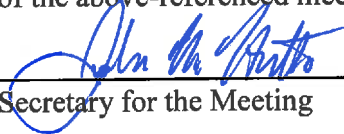
None.

Adjourn

The meeting was continued to September 7th at 9:00am at 3528 Precision Drive, Suite 100, Fort Collins, Colorado.

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 continue the meeting.

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


Secretary for the Meeting

The foregoing minutes were approved on the 19th day of October, 2017.