

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF OVERLOOK METROPOLITAN DISTRICT

Held: Monday, September 12, 2022, at 5:00 p.m. via telephone conference. The meeting was open to the public.

Attendance

A Regular Meeting of the Board of Directors of the Overlook Metropolitan District, Town of Parker, Douglas County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

Vicky L. Tucci, President/Treasurer (via phone)

Also present were:

Timothy O'Connor, Esq. and Craig Sorensen; McGeady Becher P.C. (via phone)

Diane Wheeler; Simmons & Wheeler, P.C. (via phone)

Disclosure of Potential Conflicts of Interest

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. Director Tucci confirmed that she serves on the Board of Directors of the Overlook at Cherry Creek – Parker Homeowner’s Association, Inc. (the “HOA”). Mr. Sorensen indicated there are no items on the agenda which involve the HOA, so no filing of a potential conflict disclosure statement on behalf of Director Tucci was necessary.

Quorum / Meeting Location / Posting of Notices

Mr. Sorensen confirmed the presence of a quorum. 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.

The Board determined that the meeting would be held by telephonic means. Mr. Sorensen reported that notice was duly posted on the District website, and that no objections to the telephonic manner of the meeting or any requests that the telephonic manner of the meeting

be changed by taxpaying electors within the District boundaries have been received.

Designation of 24-Hour Posting Location

Following discussion, and upon motion made and seconded by Director Tucci, and upon vote unanimously carried, the Board designated the location for the posting of 24-hour meeting notices as the District website. If for any reason notice cannot be posted on the website, physical notice will be posted at the northeast corner of Union Creek Drive and Endeavor Drive.

Approval of Agenda

The Board reviewed the Agenda for the meeting. Following review and discussion, and upon motion made and seconded by Director Tucci, and upon vote unanimously carried, the Board approved the Agenda, as amended.

May 3, 2022 Regular Directors' Election (the "Election")

Mr. Sorensen informed the Board that the Election was cancelled, as permitted by statute, because there were not more candidates than seats available. He noted that Director Tucci was deemed elected to a 3-year term ending in May 2025, and that the four vacant terms on the Board were confirmed.

Appointment of Officers

Following discussion, upon motion made and seconded by Director Tucci, and upon vote unanimously carried, the Board appointed the following officers:

- President/Treasurer: Vicky L. Tucci
- Secretary: Craig Sorensen

Board Vacancies

The Board discussed the vacancies on the Board of Directors. It was noted that there are currently no interested candidates to fill the vacancies.

Minutes

The Board reviewed the Minutes of the November 19, 2021 Special Meeting. Following review and discussion, upon motion duly made and seconded by Director Tucci, and upon vote unanimously carried, the Board approved the Minutes, as presented.

2021 Audit

Ms. Wheeler reviewed the 2021 Audit with the Board.

Following review and discussion, upon motion duly made and seconded by Director Tucci, and upon vote unanimously carried, the Board approved the 2021 Audit, subject to legal counsel review, and authorized the execution of the Representations Letter.

Termination of Operation
Funding Agreement

Mr. Sorensen informed the Board that, while the District's capital funding agreement with the original developer, OCC Holdings, LLC ("OCC") had been terminated, the operation funding agreements with OCC are still in place, and amounts due to OCC under such agreements are still showing in the District's financial statements.

Following discussion, the Board directed legal counsel to contact the representative of OCC and negotiate a termination of the operation funding agreements between the District and OCC.

Other Business

There was no other business.

Adjournment

There being no further business coming before the Board, upon motion duly made and seconded by Director Tucci, and upon vote unanimously carried, the meeting was adjourned.

The foregoing Minutes were approved by the Board of Directors on December 1, 2022.

The foregoing record constitutes a true and correct copy of the Minutes of the above referenced meeting.

Craig Sorensen

Secretary