

**Minutes of a Meeting of the Members of the Executive Board
of
8th Street Homeowners Association, Inc.**

Pursuant to a call of the Declarant, the members of the Executive Board of the Association were present at a meeting of the Board or signified their assent to these Minutes as indicated by signature.

Meeting Location

The meeting was held at 15710 W. Colfax Ave., Ste. 202, Golden, Colorado 80401, on June 5, 2015 at 10:00 a.m.

Call to Order/Temporary Officers

Anthony DeSimone called the meeting to order, and on motion duly made, seconded and unanimously carried, was appointed temporary Chairperson.

Upon motion duly made, seconded and unanimously carried, Matt McBride was appointed temporary Secretary.

Declarant Appointment of Initial Board Members

The temporary Chairperson announced that pursuant to reserved rights of the declarant, the declarant had appointed Anthony DeSimone and Matt McBride as the initial members of the Board of Directors.

The temporary Chairperson announced that owners/members will be entitled to elect members of the Board of Directors, at a later time, pursuant to the provisions of the Declaration and the Colorado Common Interest Ownership Act.

Initial Officers

The temporary Chairperson called for nominations for the offices of President, Secretary and Treasurer of the Association for the ensuing year and until the successors of each is chosen and qualified.

The following persons were nominated for the indicated offices:

| <u>Office</u> | <u>Nominee</u> |
|---------------|------------------|
| President | Anthony DeSimone |
| Secretary | Matt McBride |
| Treasurer | Matt McBride |

All the Directors present having voted, the temporary Chairperson announced that the aforementioned had been unanimously elected to the offices set forth before their respective names, to serve until the election and qualification of respective successors.

Assumption of the Responsibilities of Officers

The President then assumed the duty of Chairperson of the meeting.

Approval of Articles of Incorporation

The President then presented to the meeting the Articles of Incorporation as filed with the Colorado Secretary of State.

Upon motion duly made, seconded and unanimously carried, the Articles of Incorporation were unanimously approved by all members and the Board of Directors.

The President directed that a copy of the Articles of Incorporation be maintained as a part of the permanent corporate records of the Association.

Approval of Bylaws

The President next presented proposed Bylaws for the Association.

The proposed Bylaws were read at length, article by article, and discussed by the Directors.

It was moved, seconded and unanimously carried that the Bylaws be adopted as presented, without alteration, as and for the Bylaws of the Association.

The Bylaws were then presented to and signed by the President of the Association.

The President then directed that the Bylaws be inserted in the permanent corporate records of the Association.

Approval of Banking/Bank Accounts/ Separate Reserve Funds by Building

The President next stated that he believed it may be desirable to open a bank account for the Association at a bank in the area, and to adopt a resolution in any form requested by the bank.

The President reviewed applicable provisions of the Colorado Common Interest Ownership Act which require all accounts of the Association to be maintained separate from all other associations and entities, and which require the Association to maintain operational accounts separate from reserve accounts.

After discussion, upon motion made, seconded and unanimously carried, it was:

Resolved, that the Association establish at least two bank accounts: one as an operating account and another as a reserve account for capital replacements. The Association may also establish such other bank accounts as it deems appropriate. Reserve accounts are to be kept separate for each Building in the Community (pursuant to terms in the Declaration).

Resolved, further, that the reserve account for capital replacements is the account into which reserves for capital replacements will be transferred from the operating account, on a periodic basis. This account may require two or more signatures. Withdrawals from this account are not to be made without approval of the Board.

Resolved, further, that the officers whose signatures are required by the bank be and are hereby authorized and directed to complete and execute the resolution forms for the establishment of accounts and for borrowing purposes as requested by the bank, and retain a copy of those resolutions for inclusion in the permanent records of the Association.

Resolved, further, that all of the resolutions as complete and executed with the bank are to be adopted as resolutions of the Board of Directors at this Meeting.

Declarant Maintenance of Areas intended to be deeded to the Association.

The President then advised that the Declarant, as developer, will maintain the Residence Exteriors, the Drive Aisle and the Common Landscape Area, and for approximately 1 year after substantial completion of construction of the landscaping and improvements on these areas.

The President commented that the Declarant's maintenance is intended to include most of, if not all, of the warranty period of the contractors who are to install improvements and landscaping in the Common Landscape Area.

The President noted this maintenance is provided as a part of the Declarant's customer services to the Owners, the Association and its members, without reimbursement to the Declarant required from the Association.

The President noted this maintenance is also provided as a courtesy of the Declarant to the Association and its members.

The President noted that Owners remain obligated to pay assessments to the Association, during the period of Declarant maintenance, although maintenance costs to the Association will be reduced for the areas that are maintained by the Declarant.

Assessments paid by Owners to the Association are based on the applicable budget. Revenues not expended will be held by the Association for future expenditure and/or as a supplement to reserve funding. The Association will not be without cost during the

period of Declarant maintenance, expending some of the assessments collection for sums due for insurance premiums on insurance obtained by the Association and for other services as provided by the Association.

Approved Budget

The President next presented a proposed budget for the Association.

The President noted that the budget provides for the Association's estimated costs of maintaining the Residence Exteriors, the Common Landscape Area, the Drive Aisle and or other expenses. The budget may be updated from time to time as allowed by statute and by the Declaration.

The President again noted that Owners could still be obligated to pay assessments to the Association, during the one year period of Declarant maintenance referred to in these minutes.

After much discussion and review of the adequacy of each line item therein, and after motion duly made, seconded and unanimously carried, it was:

Resolved, that the budget attached is the initial budget of the Association, from which the annual assessments and monthly installments are to be determined and allocated pursuant to the Declaration.

Resolved, further, that until the first day of the month in which the first Residence is conveyed to an Owner other than the Declarant, the budget of the Association shall be on a monthly basis and, for each month, shall be equal to the Common Expenses paid during that month. Commencing on the first day of the month in which the first Residence is conveyed to an Owner other than the Declarant, the budget attached becomes effective and the assessment obligations of the Owners of the Lots begin.

Resolved, further, that any duly elected Officer and any designated employee of any manager of the Association is authorized to execute a statement of unpaid Common Expense assessments, pursuant to the Bylaws, provided the Officer or employee has examined the books of account of the Association with respect to the particular Residence designated. A charge of \$250 may be made for the preparation and delivery of this certificate.

Insurance to be maintained by the Association

The President then presented a proposal to cover the insurance needs of the Association and the Common Interest Community, as set forth in the Declaration.

After much discussion and review of the proposal, and after motion duly made, seconded and unanimously carried, it was:

Resolved, that the insurance agency or broker selected by the President is designated as the insurance agency or broker for the Association. The President is authorized to obtain from said agency or brokerage all insurance and fidelity bonds required by the Declaration, the Bylaws, resolutions of the executive board contained in the minutes and the legal documents for the Community. To the extent available, the insurance agent is directed to obtain a Directors and Officers' Liability coverage for all officers and Directors of the Association. All officers and Directors are intended to be held harmless and be indemnified to the extent permitted by law, including reimbursement for legal fees, in the event of loss, damage, or claim engendered by their service.

Insurance to be maintained by Owners

The President noted that Owners should maintain the types and amounts of insurance that their insurance agent and/or lenders may require.

Protection for Board Members

The President next raised the ability of the Association to eliminate or limit the personal liability of Directors for monetary damages, as allowed under Colorado statutes.

After discussion, motion duly made, seconded, and unanimously carried, it was:

Resolved, that no member of the Executive Board is to be liable to the Association or any member or creditor of the Association for monetary damages arising from breach of fiduciary duty as a Director. This resolution does not eliminate or limit the liability of a Director to the Association or to members for monetary damages for:

- (i) any breach of a Director's duty of loyalty;
- (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) acts specified in C.R.S. § 7-128-402; or
- (iv) any transaction from which a Director derived an improper personal benefit.

Association Operations/Contracts

The President next discussed operation of the Association.

After much discussion and motion duly made, seconded and unanimously carried, it was:

Resolved, that the officers of the Association are authorized and empowered to enter into ordinary contracts to conduct the business and affairs of the Association, in the name of and on behalf of the Association,

without further approval or action of the Executive Board, subject to the budget.

Resolved, further, the officers of the Association are authorized and empowered to hire and fire employees and independent contractors, as they shall deem appropriate, without further approval or action of the Executive Board, subject to the budget.

Resolved, further, that all actions taken by the Association prior to the date of these minutes by the persons initially designated as members of the Executive Board, by the present Executive Board and by the officers designated in these minutes are ratified and approved in all aspects.

Rules, Regulations, Policies and Procedures

The President next discussed promulgation and adoption of rules and regulations and policies and procedures to govern the Common Interest Community and comply with the Colorado Common Interest Ownership Act.

The President proposed that rules and regulations be deferred and that the attached Governance Policies, as required under the Colorado Common Interest Ownership Act, be adopted. The following resolution was made, seconded and unanimously carried:

Resolved, that Rules and Regulations of the Community are deferred.
The attached Governance Policies are adopted.

Association Disclosures

The question of disclosures mandated by applicable state law was next addressed.

After discussion, and upon motion duly made, seconded and unanimously carried, it was:

Resolved, that disclosures required by applicable state statutes be made by via a Notice, in the form attached, which Notice is authorized to be recorded.

Fiscal Year


The question of a fiscal year for the Association was next discussed.

After much discussion, and upon motion duly made, seconded and unanimously carried, it was:


Resolved, that the Directors adopt a fiscal year for the Association with a year-end of December 31.

Adjournment

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.



Anthony DeSimone



Matt McBride

The undersigned, being all of the members of the 8th Street Homeowners Association, Inc. by their signature below, certify that they have read the foregoing Minutes; that if present, they participated in said meeting as stated in said Minutes; that if absent, they take, approve, ratify and confirm all business transacted as stated; and each of the undersigned waives any and all notice of the time, place and purpose of such meeting to which he otherwise may have been entitled.

8th Street Homeowners Association, LLC, a
Colorado limited liability company

By: 

Anthony DeSimone, Authorized Agent

Initial Budget

[to be attached]

Governance Policies

[to be attached]

Notice

[to be attached]