

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETINGS OF THE BOARD OF DIRECTORS OF BLUE LAKE METROPOLITAN DISTRICT NO. 3

Held: Friday, February 12, 2016 at 9:00 a.m., at 1641 California Street, Suite 300, Denver, Colorado.

Attendance

The special meeting of the Board of Directors (the "Board") of the Blue Lake Metropolitan District No. 2 (the "District") was called and held, as shown, in accordance with Colorado law. The following Director confirmed his qualification to serve on the Board:

Mark Bush.

Also present were Matthew Ruhland and Dianne Miller, Miller & Associates Law Offices, LLC, Charles Foster and Russell Watterson, Sr.

Call to Order

Director Bush noted that a quorum of the Board was present and confirmed his continuing qualification to serve.

Disclosure Matters

Mr. Ruhland advised the Board that under Colorado law, certain disclosures are required before the Board can take official action at the meeting. The Board reviewed the agenda for the meeting, and Director Bush confirmed the contents of the written disclosures he had previously made, and stated the fact and summary nature of the individual interests that are set forth in the disclosures, as required under Colorado law, so that official action could be taken at the meeting. Additionally, the Board determined that the participation of Director Bush was necessary to obtain a quorum or otherwise enable the Board to act.

Director Bush owns property within the boundaries of the Districts. Mr. Bush also has a direct ownership interest in Lochbuie Land I, L.L.C, which owns property in the Districts. Mr. Bush further disclosed the fact that Concord Partners, L.L.C. is the manager of and also provides management services to Lochbuie Land I, L.L.C. Mr. Bush is the owner and manager of Concord Partners LLC. These disclosures are associated with approval of items on the agenda that may affect Mr. Bush's interests.

RECORD OF PROCEEDINGS

Written disclosures of the interests of all of the Directors were filed with the Secretary of State at least seventy-two (72) hours prior to the meeting.

Approval of Minutes


Director Bush reviewed the minutes from the meeting which was held on November 11, 2015. Upon a motion and a second, the minutes of the meeting were unanimously approved.

Petition for Inclusion of Property

Mr. Ruhland presented to the Board a petition requesting inclusion of property into its boundaries. After discussion and upon a motion and a second, the Board unanimously approved the petition requesting inclusion of property into Blue Lake Metropolitan District No. 3, subject to closing of the sale between Lochbuie Land I, L.L.C. and LGI Homes - Colorado, LLC.

Adjournment

There being no further business to come before the Board, upon unanimous vote the meeting for the District was adjourned. The next regular meeting of the Board of Directors for Blue Lake Metropolitan District No. 3 is scheduled for Tuesday, May 10, 2016 at 8:30 a.m.



Secretary for the Meeting