

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CIELO METROPOLITAN DISTRICT

Held: Wednesday, January 27, 2021 via teleconference.

Due to Executive Orders issued by Governor Polis, and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Health and Environment, and the threats posed by COVID-19 coronavirus, the meeting was held via teleconference.

The special 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:

Chris Osler
Timothy Westbrook* joined meeting where indicated
Reggie Carveth

Also present were Clint W. Waldron, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow, CliftonLarsonAllen, LLP, District Accountant; Ben Both, Toll Brothers; Brooke Hutchens, D.A. Davidson & Co.; Steph Chichester, North Slope Capital Advisors; and Kim Reed, Ballard Spahr, LLP.

Call to Order/Declaration of Quorum

Director Osler noted that a quorum of the Board was present and called the meeting to order.

Director Conflict of Interest Disclosures

Mr. Waldron reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Waldron inquired into whether members of the Board 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

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.

Consent Agenda

Mr. Waldron reviewed the items on the consent agenda with the Board. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified, and/or adopted:

*Director Westbrook joined meeting

- November 20, 2020 Special Meeting Minutes
- Claims Listing in the amount of \$10,283.70
- Resolution Designating District’s 24-Hour Posting Location

Legal Matters

Discuss Amendment to Clubhouse Funding, Construction, and Operations Agreement dated December 31, 2019

The Board engaged in general discussion regarding the Clubhouse Funding, Construction, and Operations Agreement. Ms. Murphy inform the Board that legal counsel is working on an amended and restated agreement.

Other Legal Matters

None.

Bond Matters

Discuss Schedule of Events and Financing Plan

Ms. Hutchens reviewed the Schedule of Events and Financing Plan with the Board noting that it is a senior cash flow bond without a subordinate bond. Ms. Chichester reviewed the financing structure with the Board.

Consider Approval of Letter Agreement for Investment Banking Services with D.A. Davidson & Co.

Ms. Hutchens reviewed the engagement letter from D.A. Davidson & Co. with the Board. Director Osler noted that North Slope Capital Advisors has also reviewed the engagement letter and is comfortable with it. Following discussion, upon motion duly made and seconded, the Board unanimously approved the engagement of D.A. Davidson & Co for Investment Banking Services.

Consider Approval of the Engagement of Ballard Spahr, LLC as Bond and Disclosure Counsel

Deferred.

Consider Approval of Special Bond Fee Disclosure with White Bear Ankele Tanaka & Waldron

Deferred.

Consider Approval of Engagement of Metrostudy Inc. for Market Study Services

Ms. Hutchens reviewed the engagement letter from Metrostudy, Inc. for Market Study Services with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the engagement of Metrostudy, Inc.

Consider Approval of the Engagement of King & Associates Inc. for Reassessment Analysis

Ms. Hutchens reviewed the engagement letter from King & Associates Inc. for Reassessment Analysis with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the engagement of King & Associates Inc.

Consider Approval of the Engagement of CliftonLarsonAllen to Prepare Cash Flow Analysis

Deferred.

Consider Ratification of Notice of Intent to Undertake Certain Actions

Ms. Murphy reviewed the Notice of Intent to Undertake Certain Actions with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously ratified approval of the Notice of Intent to Undertake Certain Actions.

Financial Matters

Review and Consider Approval of Unaudited Financial Statements

Ms. Barstow reviewed the unaudited financial statements for the period ending December 31, 2020 with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the unaudited financial statements.

Other Financial Matters

None.

Other Business

None.

Discuss Operations And Maintenance

The Board engaged in general discussion regarding structure of operations and maintenance.

Adjourn

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 adjourn the meeting.

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

Reggie Carveth
Reggie Carveth (Apr 21, 2021 10:14 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 7th day of April, 2021.