

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CIELO METROPOLITAN DISTRICT

Held: Wednesday, April 7, 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 Public Health & 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  
Reggie Carveth

Director Westbrook was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were Clint W. Waldron, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow and Paul Wilson, CliftonLarsonAllen, LLP, District Accountants; Michael Newman, Toll Brothers; Brooke Hutchens, D.A. Davidson & Co.; Stephanie Chichester, North Slope Capital Advisors; and Kimberly Reed and Jenni Brooks, Ballard Spahr, LLP, District Bond Counsel.

**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 presented.

**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:

- January 27, 2021 Special Meeting Minutes
- Claims Listing in the amount of \$19,917.87

**Legal Matters**

Discuss Amended and Restated Clubhouse Funding, Construction, and Operations Agreement

Ms. Murphy reviewed the Amended and Restated Clubhouse Funding, Construction, and Operations Agreement with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously determined that the \$1000.00 per lot would not be reimbursed from the bond proceeds.

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. Ms. Chichester noted that D.A. Davidson did a good job with the project.

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

Ms. Reed reviewed the engagement letter from Ballard Spahr, LLC as Bond and Disclosure Counsel with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the engagement of Ballard Spahr, LLC.

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

Ms. Murphy reviewed with the Board the Special Bond Fee Disclosure with White Bear Ankele Tanaka & Waldron for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the Special Bond Fee Disclosure.

Consider Approval of Engagement of CliftonLarsonAllen to Prepare Cash Flow Analysis

Ms. Barstow reviewed the engagement letter from CliftonLarsonAllen, LLP to prepare cash flow analysis with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the engagement of CliftonLarsonAllen, LLP.

Consider and make a final determination to issue general obligation indebtedness consisting of its Limited Tax General Obligation Bonds, Series 2021<sup>(3)</sup>, in an approximate principal amount of \$21,000,000, which amount is subject to increase or decrease as determined by the Board, or as otherwise permitted by any resolution adopted by the Board at such meeting, and, in connection therewith, the Board will consider a resolution: authorizing the issuance of such indebtedness; authorizing the Indenture of Trust, a Bond Purchase Agreement, a Continuing Disclosure Agreement, the form of Limited Offering Memorandum and other related documents; approving, ratifying and confirming the execution of certain documents; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions. Pursuant to the Supplemental Public Securities Act, no legal or equitable action brought with respect to any legislative acts or

Ms. Reed reviewed the Resolution Authorizing the Issuance of Limited Tax General Obligation Bonds, Series 2021<sup>(3)</sup>, in an approximate principal amount of \$21,000,000 in debt with a maximum of 7% interest. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Series 2021<sup>(3)</sup> Resolution.

Ms. Hutchens reviewed the finance plan and schedule with the Board.

proceedings in connection with the authorization or issuance of such bonds may be commenced more than thirty days after the authorization of such bonds pursuant to the aforementioned resolution

Other Bond Matters                      None.

**Financial Matters**

Review and Consider Approval of Unaudited Financial Statements                      Ms. Bartow reviewed the February 28, 2021 Unaudited Financial statements with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the unaudited financial statements.

Ms. Bartow reviewed the cash position as of April 1, 2021 with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the cash position.

Public Hearing on 2020 Budget Amendment                      Director Osler opened the public hearing on the 2020 Budget Amendment. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution Amending 2020 Budget                      Ms. Barstow reviewed the Resolution Amending the 2020 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution amending the General Fund to \$90,000.

Public Hearing on 2021 Budget Amendment                      Director Osler opened the public hearing on the 2021 Budget Amendment. Ms. Barstow noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution Amending 2021 Budget                      Ms. Barstow reviewed the Resolution Amending the 2021 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution amending the Capital Project Fund to \$30,660,000.

Other Financial Matters                      None.

**Other Business**

Discuss Operations And  
Maintenance of  
Improvements

Deferred.

Consider Appointments to  
Fill Vacancies, Administer  
Oaths of Office, and  
Consider Election of  
Officers

The Board reviewed the appointments to fill vacancies for seats on the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed Mr. Both and Mr. Newman to the Board of Directors. Director Osler administered Oaths of Office.

The Board engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board elected Director Osler as President, Director Westbrook as Treasurer, Director Carveth as Secretary and Directors Both and Newman as Assistant Secretary.

### **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 29, 2021 17:20 MDT)

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Secretary for the Meeting

The foregoing minutes were approved on the 28th day of April, 2021.