

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CIELO METROPOLITAN DISTRICT

Held: Thursday, November 9, 2023 at 1:00 p.m. via Zoom 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:

Nathaniel Ben Both
Timothy Westbrook
Reggie Carveth **arrived where indicated*
Michael Newman

Director Osler was absent and excused.

Also present were Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow and LaMont Harris, CliftonLarsonAllen, LLP, District Accountant; Michele Rittgers, The Management Trust Co., District Manager; Denise Hogenes and Sara Peck, Toll Brothers; Jonathan Heroux, Piper Sandler, District Underwriter; and Chanse Hanusa, Independent District Engineering Services, LLC, District Engineer.

Call to Order/Declaration of Quorum

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

Director Conflict of Interest Disclosures

Ms. Murphy 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. Ms. Murphy 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

The Board reviewed the items on the consent agenda with the Board. Ms. Murphy advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Director Both requested that the claims listing 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 adopted:

- October 19, 2023 Regular Meeting Minutes and Townhall Meeting Minutes.

Legal Matters

Consider Approval of Acceptance Resolution Pursuant to Infrastructure Acquisition and Reimbursement Agreement

Mr. Hanusa updated the Board on the status of public improvement acceptance. He also noted that the irrigation system is connected between tracts that are ready for turnover and some that are not ready for turnover. Mr. Hanusa will continue to work with Toll on the acceptance. No action taken.

Consider Adoption of Second Amendment to Funding and Reimbursement Agreement with Toll Southwest, LLC (Operations and Maintenance)

Ms. Murphy reviewed the Second Amendment to Funding and Reimbursement Agreement with Toll Southwest, LLC (Operations and Maintenance) with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Second Amendment to Funding and Reimbursement Agreement with Toll Southwest, LLC (Operations and Maintenance).

Other Legal Matters

None.

Financial Matters

Review Unaudited Financials, Schedule of Cash Position and Property Tax Statement

Ms. Bartow reviewed the August 31, 2023 unaudited financial statements with the Board. Following discussion, upon a motion duly made and seconded, the Board accepted the unaudited financials.

Consider Approval of Proposal for 2023 Audit Services

Deferred.

Public Hearing on 2023 Budget Amendment (*if necessary*) Not needed.

Consider Approval of Resolution Amending the 2023 Budget (*if necessary*) Not needed.

**Director Carveth Arrived*

Discuss Requirements of SB23-303 Relating to Limitations on Property Tax Revenue Not needed.

Public Hearing on Proposed 2024 Budget Director Both opened the public hearing on the proposed 2024 Budget. 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 Approval of Resolution Adopting the 2024 Budget Ms. Bartow reviewed the 2024 Budget and Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2024 Budget, appropriating funds therefor and certifying mills for the general fund, and mills for the debt service fund as shown in the 2024 Budget, subject to receipt of final assessed valuation.

Consider Approval of Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting Services Ms. Bartow reviewed the Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Master Service Agreement and Special Districts Preparation Scope of Work with CliftonLarsonAllen LLP for District Accounting Services.

Other Financial Matters None.

District Management Matters

District Management Report Ms. Rittgers reviewed the Management Report with the Board.

Consider Approval of Resolution Establishing Deferred.

Operations and Maintenance
Invoice Approval Process

2023 Bond Issuance

Discuss Potential Debt
Issuance and Schedule

Mr. Heroux provided an update to the Board noting that the first draft of the legal documents are coming out today. Mr. Hanusa noted that IDES is waiting on initial acceptance for Phases 3 and 4 and acceptance of landscaping for Phase 1 and 2 before additional costs can be accepted. Mr. Heroux noted that there is a chance that this issuance gets pushed into early 2024. Director Westbrook agreed.

Other Bond Issuance
Matters

None.

Other Business

None.

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.


Chris Oster (Mar 27, 2024 12:32 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 25th day of March, 2024.