

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

HIGHLANDS METROPOLITAN DISTRICT NO. 1

Held: Monday, February 22, 2021, at 1:00 p.m., *at FirstBank located at 1779 CO-7, Erie, CO 80516 and also via teleconference*

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

Attendance

The special meeting of the Board of Directors of the Highlands Metropolitan District No. 1, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

José-Luis Daniel Montiel (at the physical location)
Jacquelyn Eisenberg-Nelson
Kathryn Jewkes
Sean Nelson

Also present were Kristin B. Tompkins, Esq., and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Diane Wheeler, Simmons & Wheeler, P.C., District Accountant; Brooke Hutchens, D.A. Davidson & Co., District Underwriter; Kim Reed and Ethan Anderson, Ballard Spahr LLP; Jason Burningham, Lewis Young Robertson & Burningham, Inc.; and Ryan Amato, Eisenberg Company.

Call to Order

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

Conflict of Interest Disclosures

Ms. Tompkins advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tompkins 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. The Directors each disclosed their personal or business relationship with Eisenberg Company, which is an affiliate of EVT 7th & Sheridan who will received proceeds of the District's bonds, however none of the directors has a direct financial interest in the Bond transaction or reimbursement to EVT 7th & Sheridan. Ms. Tompkins 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.

Agenda

Ms. Tompkins presented the proposed agenda to the Board. Following discussion, upon a motion duly made, and seconded, the Board unanimously approved the agenda as presented.

Public Comment

None.

Consider Approval of Minutes from December 9, 2020 Special Meeting

Ms. Tompkins presented to the Board the minutes from December 9, 2020 special meeting for consideration. Following discussion, upon a motion duly made, and seconded, the Board unanimously approved the minutes.

Legal Matters

Consider Adoption of Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Infrastructure Acquisition and Reimbursement Agreement with EVT 7th and Sheridan, LLC

Ms. Tompkins and Ms. Wheeler presented to the Board a Resolution Regarding Acceptance of District Eligible Costs for Public Improvements pursuant to the Infrastructure Acquisition and Reimbursement Agreement with EVT 7th and Sheridan, LLC. Following discussion, upon a motion duly made, and seconded, the Board unanimously adopted the Resolution.

Consider Adoption of Resolution Rescinding the Resolution Concerning the Imposition of a District Facilities Fee

2021 Bond Matters

Consider and make a final determination to issue general obligation indebtedness consisting of its Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2021A in the total aggregate principal amount not to exceed \$12,500,000, or as otherwise permitted by any resolution adopted by the Board, and in connection therewith the Board will consider a resolution: authorizing the issuance of such indebtedness; authorizing an 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

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

Ms. Tompkins presented to the Board a Resolution Rescinding the Resolution Concerning the Imposition of a District Facilities Fee. Following discussion, upon a motion duly made, and seconded, the Board unanimously adopted the Resolution.

Ms. Hutchens provided the Board a summary of the issuance.

Ms. Reed presented the Resolution Authorizing the Issuance of the District's Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2021A and underlying financing documents to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Bond Resolution authorizing the Indenture of Trust, a Bond Purchase Agreement, a Continuing Disclosure Agreement, the form of Limited Offering Memorandum and other related documents; approved, ratified and/or confirmed the execution of certain documents; made determinations and findings as to other matters related to the financing transaction; authorized incidental action, repealed prior inconsistent action, and designed director Jacquelyn Eisenberg Nelson as the sale delegate and district representative.

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

Consider Approval of Engagement of Lewis Young Robertson & Burningham, Inc. as External Municipal Advisor

Mr. Burningham presented the Board with an Engagement Letter with Lewis Young Robertson & Burningham, Inc. for consideration. Following discussion, upon a motion duly made, and seconded, the Board unanimously approved the Engagement of Lewis Young Robertson & Burningham, Inc.

Consider Approval of Engagement of Ballard Spahr LLP as Bond Counsel and Disclosure Counsel

Ms. Reed presented the Board with an Engagement Letter with Ballard Spahr LLP. for consideration. Following discussion, upon a motion duly made, and seconded, the Board unanimously approved the Engagement of Ballard Spahr as Bond and Disclosure Counsel.

Financial Matters

Consider Approval of Payables and Unaudited Financials

Ms. Wheeler presented the Board with the Claims Payable in the amount of \$11,928.92 for ratification. Following discussion, upon motion duly made, the Board unanimously ratified the claims payable as presented.

Ms. Wheeler presented the Board with the Unaudited Financial Statements for the period ending December 31, 2020 for considerations. Following discussion, upon motion duly made, the Board unanimously accepted the Unaudited Financial Statements.

Conduct 2021 Budget Amendment Hearing and Consider Adoption of Resolution to Amend 2021 Budget

The Board opened the public hearing on the 2021 Budget Amendment. Ms. Tompkins noted that the notice of the 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.

Ms. Wheeler 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 Projects Fund to \$20,200,000 and the Debt Service Fund to \$450,000.

Other Financial Matters

None.

Adjournment

There being no further business to come before the Board and following discussion and upon motion duly made and seconded, the Board determined to adjourn the meeting.

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

Kathryn Jewkes
Kathryn Jewkes (Oct 20, 2021 21:39 MDT)

Secretary of the Meeting

The foregoing minutes were approved by the Board of Directors on the 15th day of October, 2021.