

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE E-86 METROPOLITAN DISTRICT

Held: Wednesday, April 21, 2021, at 10:00 a.m., at Isabel's Coffee, 796 E. Kiowa Avenue, Suite H-1, Elizabeth, CO 80107 and virtually via Zoom Teleconference

ATTENDANCE:

A Special Meeting of the Board of Directors of the E-86 Metropolitan District (the "District"), Town of Elizabeth, County of Elbert, State of Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

James E. Marshall
David Feiner
Terry Larrew

Also present were:

MaryAnn McGeady, Esq., McGeady Becher P.C.
Courtney Diguardi, Esq., McGeady Becher P.C.
Creig Veldhuizen, Hilltop Securities Inc.
Brooke Hutchens, D.A. Davidson & Co.
Tiffany Lu Leichman, Sherman & Howard L.L.C.
Eric Weaver, Marchetti & Weaver, LLC
Stephen Lloyd, Marchetti & Weaver, LLC
Kurt C. Schlegel, Special District Solutions, Inc. (present at Isabel's Coffee)

The meeting was open to the public.

Attorney Diguardi confirmed the presence of a quorum and called the meeting to order at 10:07 a.m.

ADMINISTRATIVE MATTERS:

Disclosure of Potential
Conflicts of Interest

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Diguardi that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no new conflicts of interest were disclosed at the meeting.

Quorum / Meeting Location /
Posting of Notices

The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location / venue for the District’s board meeting. Following discussion, and upon motion duly made by Director Feiner, seconded by Director Larrew, and upon vote unanimously carried, the Board determined that due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District’s Special meeting was held by video/telephonic means with only certain individuals attending in person. The Board further noted that notice of this meeting and connectivity information was duly posted and that no objections to the location or any requests that the meeting place be changed were received from taxpaying electors within its boundaries.

Mr. Schlegel reported that notice was posted at the designated location within the District boundaries at least 24-hours prior to the meeting, all in accordance with statute.

Approval of Agenda

The Agenda for the District’s Special Meeting was distributed for the Board’s review. Upon motion duly made by Director Feiner, seconded by Director Larrew and, upon vote unanimously carried, the Agenda was approved, as presented.

Minutes of the February 22, 2021 Special Meeting

The Board reviewed the Minutes of the February 22, 2021 Special Meeting. Following review and discussion and upon a motion duly made by Director Larrew, seconded by Director Feiner, and upon vote unanimously carried, the Board approved the minutes, as presented.

Minutes of the October 29, 2020 Special Meeting

The Board discussed a correction to be made to the Minutes of the October 29, 2020 Special Meeting, confirming Director Larrew as Assistant Secretary. Following review and discussion and upon a motion duly made by Director Larrew, seconded by Director Feiner, and upon vote unanimously carried, the Board approved the corrected minutes, as presented.

PUBLIC COMMENT: None

FINANCIAL MATTERS:

Resolution No. 2021-04-01 Amending the 2021 Budget

Attorney Diguardi opened the public hearing to consider the proposed 2021 Amended Budget. It was noted that publication of Notice stating that the Board would consider adoption of the Amended Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing. No public comments were received, and the public hearing was closed. Upon a motion duly made by Director Feiner, seconded by Director Larrew, and upon a vote unanimously carried the Board adopted Resolution No. 2021-04-01 to Amend the 2021 Budget. Staff was directed to transmit the Amended Budget to the Division of Local Government.

Claims for Payment

Mr. Weaver presented a list of pending payments for the Board's consideration. Following review and discussion and upon a motion duly made by Director Larrew, seconded by Director Feiner, and upon vote unanimously carried, the Board approved the payment of claims presented totaling \$18,846.64, pending a required Developer Advance.

District Financial Statements

Mr. Weaver presented the District's unaudited financial statements for the period ending March 31, 2021. Following review and discussion and upon a motion duly made by Director Marshall, seconded by Director Feiner, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending March 31, 2021.

LEGAL MATTERS:

Amended and Restated
Operation Funding
Agreement

Attorneys McGeady and Diguardi addressed the Board members regarding the need to amend and restate a previously approved Operation Funding Agreement between the District and E-86 J.V., LLC to reflect additional anticipated operations related expenses through 2021 and into 2022. Following review and discussion and upon a motion duly made by Director Larrew, seconded by Director Marshall, and upon vote unanimously carried, the Board approved the Amended and Restated Operation Funding Agreement between the District and E-86 J.V., LLC, as presented.

Facilities Acquisition and
Reimbursement Agreement

Attorneys McGeady and Diguardi presented a proposed Facilities Acquisition and Reimbursement Agreement between the District, E-86 J.V., LLC, MG Land Investments, LLC, and Lennar Colorado, LLC. Following review and discussion and upon a motion duly made by Director Marshall, seconded by Director Larrew, and upon vote unanimously carried, the Board approved the Facilities Acquisition and Reimbursement Agreement between the District, E-86 J.V., LLC, MG Land Investments, LLC, and Lennar Colorado, LLC, as presented.

Resolution No. 2021-04-02
Authorizing the Issuance of
Series 2021A(3) and Series
2021B(3) General Obligation
Bonds

Ms. Leichman and Ms. Hutchens addressed the Board members and explained the parameters of the proposed Series 2021 A(3) and 2021B(3) General Obligation Bond transaction. The Board members designated Director Marshall as the District’s representative with respect to the Bond transaction. Following review and discussion and upon a motion duly made by Director Marshall, seconded by Director Feiner, and upon vote unanimously carried, the Board approved and adopted Resolution No. 2021-04-02 authorizing the issuance of the District’s General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2021A(3) (the “**Series 2021A(3) Bonds**”) and the District’s Subordinate General Obligation Bond Limited Tax Bonds, Series 2021B(3) (the “**Series 2021B(3) Bonds**”) and together with the Series 2021A(3) Bonds, the “**Bonds**”) in a combined maximum aggregate principal of up to \$9,420,000, for the purpose of paying, reimbursing and financing certain public improvements for the District and paying the costs incidental to the issuance of the Bonds; and, in connection therewith, approving Indentures of Trust to be entered into by the District with UMB Bank, N.A., as Trustee thereunder (the “**Trustee**”) with respect to the Bonds; and other related documents and instruments (collectively, the “**Financing Documents**”); authorizing the execution and delivery of the Financing Documents and performance by the District under the Financing Documents; approving, ratifying and confirming other actions; making determinations and findings as to other matters related to such financing; authorizing incidental action; and repealing prior inconsistent actions.

Resolution No. 2021-04-03
Regarding Bond Related
Continuing Disclosure
Policies and Procedures

Attorney Diguardi discussed the Resolution Regarding Bond Related Continuing Disclosure Policies and Procedures. Following review and discussion and upon a motion duly made by Director Marshall, seconded by Director Feiner, and upon vote unanimously carried, the Board approved and adopted Resolution No. 2021-04-03 Regarding Bond Related Continuing Disclosure Policies and Procedures.

Resolution No. 2021-04-04
Regarding Ongoing Tax
Compliance Policies and
Procedures Related to the
Series 2021A(3) Bonds

Attorney Diguardi discussed the Resolution regarding Ongoing Tax Compliance Policies and Procedures related to the anticipated Series 2021A(3) Bond transaction. Following review and discussion and upon a motion duly made by Director Marshall, seconded by Director Feiner, and upon vote unanimously carried, the Board approved and adopted Resolution No. 2021-04-04 Regarding Ongoing Tax Compliance Policies and Procedures Related to the Series 2021 A(3) Bonds.

OTHER BUSINESS:
Status of Development

Director Marshall stated that the Will Serve letter from the Town of Bennet has been received, the Final Plat is out for review and approval, and the Access Control Permit has been approved by the Colorado Department of Transportation.

Adjournment

There being no further business coming before the Board, upon motion duly made by Director Marshall, seconded by Director Larrew, and upon vote unanimously carried, the meeting was adjourned at 10:54 a.m.

The foregoing Minutes were approved by the Board of Directors on October 21, 2022.

The foregoing record constitutes a true and correct copy of the Minutes of the above referenced meeting.

Kurt C. Schlegel

Secretary