

RECORD OF PROCEEDINGS

	<p style="text-align: center;">MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE E-86 METROPOLITAN DISTRICT</p> <p>Held: Wednesday, April 19, 2023, at 9:00 a.m.</p> <p style="text-align: center;">Virtually via Zoom videoconference</p>
<p>Attendance</p>	<p>A Regular 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:</p> <p style="text-align: center;">James E. Marshall David Feiner Tery Larrew</p> <p><u>Also present were:</u></p> <p>MaryAnn McGeady, Esq., and Jay Morse, Esq., McGeady Becher P.C. Eric Weaver and James Shultz, Marchetti & Weaver, LLC Kurt C. Schlegel, Special District Solutions, Inc.</p> <p>The meeting was open to the public.</p> <p>Mr. Schlegel confirmed the presence of a quorum and Director Marshall called the meeting to order at 9:06 a.m.</p>
<p>ADMINISTRATIVE MATTERS:</p>	
<p>Disclosure of Potential Conflicts of Interest</p>	<p>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 Mr. Schlegel that</p>

	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 and Manner / Posting of Notices / Agenda	Mr. Schlegel reported that the Meeting Notice and Agenda was posted to the District’s website at least 24-hours prior to the meeting, all in accordance with statute. Upon a motion duly made by Director Larrew, seconded by Director Marshall and, upon vote unanimously carried, the Agenda was approved.
Consent Agenda	Upon motion duly made by Director Marshall, seconded by Director Feiner and, upon vote, unanimously carried, the Board approved the Consent Agenda item: A. Minutes of the October 21, 2022 Regular Meeting.
PUBLIC COMMENT:	None
FINANCIAL MATTERS:	
Claims for Payment	Mr. Weaver presented a list of payments made since the Board’s last meeting and a list of current District payables for the Board’s review and consideration. Upon a motion duly made by Director Larrew, seconded by Director Feiner, and upon vote unanimously carried, the Board ratified the payment of previous claims in the amount of \$8,460.48 and approved the payment of current claims presented, in the amount of \$23,151.65.
Unaudited Financial Statements	Mr. Weaver presented the District’s unaudited financial statements for the period ending May 31, 2022. Following review and discussion and upon a motion duly made by Director Feiner, seconded by Director Larrew, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending May 31, 2022.
2022 Financial Audit	Mr. Weaver presented and reviewed the draft 2022 Financial Audit for the Board, which included the Auditor’s unqualified, or clean opinion of the Audit. Following review and discussion and upon a motion duly made by Director Feiner, seconded by Director Marshall, and upon vote unanimously carried, the Board accepted the 2022 Financial Audit as presented, subject to final legal review and comment, and directed Mr. Weaver to file the 2022 Audit with the State Auditor’s Office no later than July 31, 2023.

<p>First Amendment to First Amended and Restated Facilities Acquisition and Reimbursement Agreement</p>	<p>Mr. Morse discussed the Agreement that was recently approved by the Board. Upon a motion duly made by Director Marshall, seconded by Director Feiner, and upon vote unanimously carried, the Board ratified the approval of the First Amendment to First Amended and Restated Facilities Acquisition and Reimbursement Agreement</p>
<p>Engineer's Report and Verification of Costs Nos. 3 and 4</p>	<p>Mr. Weaver presented copies of Engineer's Report and Verification of Cost Certifications No. 3 and No. 4 associated with public improvements, prepared by the Schedio Group LLC, for the Board's review and consideration. 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 Engineer's Report and Verification of Costs Nos. 3 and 4, as presented.</p>
<p>Draw of E-86 General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3), Project Fund Requisition No. 7</p>	<p>Mr. Weaver presented a requested draw of \$6,382.69 payable to the E-86 Metropolitan District for reimbursement of Bond draw. Upon a motion duly made by Director Marshall, seconded by Director Feiner, and upon vote unanimously carried, the Board approved and authorized Project Fund Requisition No. 7 in the amount of \$6,382.69 payable to the E-86 Metropolitan District and directed staff to complete and submit the required Project Fund Requisition to the Bond Trustee.</p>
<p>Draw of E-86 General Obligation Limited Tax Cash Flow Bonds, Series 2021A(3), Project Fund Requisition No. 8</p>	<p>Mr. Weaver presented a requested draw of \$6,124,740.02 payable to Lennar Colorado, LLC and to E-86 J.V., LLC based on the Cost Certification Report Nos. 3 and 4. Upon a motion duly made by Director Marshall, seconded by Director Feiner, and upon vote unanimously carried, the Board approved and authorized Project Fund Requisition No. 8 in the amounts of:</p> <ul style="list-style-type: none"> <input type="checkbox"/> \$4,550,000 payable to Lennar Colorado, LLC, and <input type="checkbox"/> \$1,574,740.02 payable to E-86 J.V., LLC <p>and directed staff to complete and submit the required Project Fund Requisition to the Bond Trustee.</p>
<p>Discussion Regarding Repayment of Remaining 2021A(3) Bond Funds</p>	<p>Mr. Weaver stated that the Developer is still owed \$6,763,494.23 for certified infrastructure related costs that have not yet been reimbursed. Repayment of these certified costs by the District is dependent on the District's ability to collect sufficient revenues in future years. Mr. Marshall recognized that some or all of these costs may, or may not, be reimbursed at some point in the future.</p>
<p>LEGAL MATTERS:</p>	

<p>2023 Regular Election Results</p>	<p>Mr. Schlegel stated that since there were fewer self-nomination forms received than available Director positions, the District's May 2, 2023 Director election was cancelled. Director Larrew has been re-elected via acclamation effective May 3, 2023, and all required documents regarding the cancelled election have been filed with the Colorado Department of Local Affairs, Elbert County, and the Town of Elizabeth, CO.</p>
<p>OTHER BUSINESS:</p>	<p>Director Marshall provided an update regarding Lennar Colorado's progress with home starts and estimated that home sales will begin by summer 2023.</p>
<p>ADJOURNMENT:</p>	<p>There being no further business coming before the Board, upon motion duly made by Director Marshall, seconded by Director Feiner, and upon vote unanimously carried, the meeting was adjourned.</p>
	<p>The foregoing Minutes were approved by the Board of Directors on October 26, 2023.</p>
	<p>The foregoing record constitutes a true and correct copy of the Minutes of the above referenced meeting.</p> <p style="text-align: center;"><i>Kurt C. Schlegel</i></p> <hr style="width: 20%; margin: auto;"/> <p>Secretary</p>