

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

THE CANYONS METROPOLITAN DISTRICT NO. 5

Held: Monday, September 21, 2020 at 2:30 p.m. via teleconference and at 3033 E 1st Ave., Suite 725, Denver, CO.

Attendance

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.

Jonathan Alpert
Darren Everett

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

Also present were Clint C. Waldron, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Shelby Clymer, CliftonLarsonAllen, District Accountant; Kim Reed and Jenni Brooks, Ballard Spahr; Brooke Hutchens, D.A. Davidson; Kaitlin Crandell, Alpert Companies; and Marc Edminster, LYRB.

Call to Order

Director Jonathan Alpert called the meeting to order.

Declaration of Quorum/Director Qualifications

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

The Board reviewed the items on the consent agenda. 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 adopted:

- a. May 11, 202 Special Minutes;
- b. Letter to City of Castle Pines regarding 2016 Bonds.

Legal Matters

Other Legal Matters

None.

Financial Matters

Consider Adoption of Resolution Regarding Acceptance of Verified Costs

Ms. Clymer presented the Resolution Regarding Acceptance of Verified Costs to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously adopted the resolution.

Other Financial Matters

None.

Bond Matters

Review Term Sheet and Financing Plan

Ms. Hutchens reviewed the term sheet and financing plan with the Board. She noted that the price point of homes sold in the District means there is more bond capacity anticipated than when the bonds were originally issued in 2016.

Consider Approval of Engagement of Municipal Advisor

Mr. Waldron presented the Engagement Letter of a Municipal Advisor to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the engagement letter.

Consider Approval of Letter Agreement for Investment Banking Services with D.A. Davison & Co.

Mr. Waldron presented the Letter Agreement for Investment Banking Services with D.A. Davidson & Co. to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of D.A. Davison & Co. for investment banking services.

Consider Engagement of King & Associates for Market Study

Mr. Waldron discussed the Engagement of King & Associates for a Market Study with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the engagement.

Consider Approval of Engagement of Ballard Spahr as Bond Counsel

Mr. Waldron discussed the Engagement of Ballard Spahr as Bond Counsel with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the engagement of Ballard Spahr as bond counsel.

Consider Approval of Special Disclosure of Costs for Legal Services in Connection with Bonds from White Bear Ankele Tanaka & Waldron

Mr. Waldron presented the Special Disclosure of Costs for Legal Services in Connection with Bonds from White Bear Ankele Tanaka & Waldron to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the special disclosure.

Consider and make a final determination to issue general obligation indebtedness by the adoption of a resolution increasing the total authorized aggregate principal amount of the District’s Limited Tax General Obligation and Special Revenue Bonds, Series 2016 from up to \$11,485,003 to up to \$23,758,000 (which amount is subject to increase or decrease as determined by the Board, or as otherwise permitted by such resolution), approving, ratifying and confirming the execution of certain documents, including a Second Supplemental Indenture of Trust and other related documents, instruments and certificates making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions

Ms. Reed reviewed the Resolution Approving the Adoption by The Canyons Metropolitan District No. 5, in the City of Castle Pines, Douglas County, Colorado, of a Second Supplemental Indenture of Trust in Connection with Increasing the Total Authorized Aggregate Principal Amount of the District’s Limited Tax General Obligation and Special Revenue Bonds, Series 2016 with the Board. Ms. Reed noted that the maximum principal amount is \$20,000,000 and the maximum interest rate is 6.0%, as previously agreed to the current Indenture. She informed the Board there was a discharge provision that was added that was not originally included for a maturity of 2057 with discharge in 2067. A Private Placement Agreement will also be added to the Resolution.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Approving the Adoption by The Canyons Metropolitan District No. 5, in the City of Castle Pines, Douglas County, Colorado, of a Second Supplemental Indenture of Trust in Connection with Increasing the Total Authorized Aggregate Principal Amount of the District’s Limited Tax General Obligation and Special Revenue Bonds, Series 2016 subject to final legal review.

Other Bond 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.

Brian Alpert

[Brian Alpert \(Nov 21, 2022 15:36 MST\)](#)

Secretary for the Meeting

The foregoing minutes were approved on this 14th day of November, 2022.