

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE TIMNATH LAKES METROPOLITAN DISTRICT NO. 3 HELD DECEMBER 5, 2022

A Special Meeting of the Board of Directors of the Timnath Lakes Metropolitan District No. 3 (referred to hereafter as "Board") was convened on Monday, the 5th day of December, 2022 at 10:00 a.m. via Zoom and at the Loveland Public Library (Longs Peak Room) 300 N. Adams Ave., Loveland, CO 80537. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Janis L. Emanuel (via Zoom)
Robert Bol (via Zoom)

Following discussion, upon motion duly made by Director Emanuel seconded by Director Bol and, upon vote, unanimously carried, the absence of Director Theodore Antenucci was excused.

Also In Attendance Were:

Ann Finn (via Zoom) and Peggy Ripko (in person at the meeting location and via Zoom); Special District Management Services, Inc.

Paula Williams, Esq., Kate Olson, Esq., and Craig Sorensen; McGeady Becher P.C. (via Zoom)

Curtis Bourgozin; CliftonLarsonAllen LLP (via Zoom)

Nick Montalbano (via Zoom, for a portion of the meeting) and Michael Kuykendall (via Zoom); Catellus Development Corporation

ADMINISTRATIVE MATTERS

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

Ms. Finn noted that a quorum was present and requested members of the Board 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

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the statute. Attorney Williams noted that all Directors' Disclosure Statements have been filed, and that no new conflicts were disclosed at the meeting.

Agenda: Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Agenda was approved, as amended.

Location of Meeting and Posting of Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting, noting that the meeting was being held at a physical location located within 20 miles of the District's boundaries, and that Ms. Ripko was present at the meeting location. The Board determined that the meeting would also be held by video/telephonic means, and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location of the meeting was duly posted and that the District had not received any objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries.

Resignation and Appointment of Secretary to the Board: The Board discussed the resignation of Matt Cohrs and considered the appointment of Ann Finn as Secretary to the Board.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board acknowledged the resignation of Matt Cohrs as Secretary to the Board and appointed Ann Finn as Secretary to the Board.

Minutes: The Board reviewed the Minutes of the July 20, 2022 Regular Meeting.

Following discussion, upon motion duly made by Director Emanuel and seconded by Director Bol and, upon vote, unanimously carried, the Minutes of the July 20, 2022 Regular Meeting were approved.

Resolution No. 2022-12-01, Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices: The Board considered Resolution No. 2022-12-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices.

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Ms. Finn reviewed the business to be conducted in 2023 to meet the statutory compliance requirements. Following discussion, the Board determined to meet on January 18, April 19, July 19, and October 18, 2023 at 1:00 p.m. Meetings will be held virtually.

Following review, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-01, Resolution Establishing Regular Meeting Dates, Time and Location and Designating Location for Posting of 24-Hour Notices. A copy of the Resolution is attached hereto and incorporated herein by this reference.

§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2023: The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2023.

Following discussion, upon motion duly made by Director Emanuel seconded by Director Bol and, upon vote, unanimously carried, the Board determined to post the required transparency notice information on the Special District Association's website and the District website.

District website: The Board discussed the status of the District website.

Subscription Agreement with TownCloud: The Board reviewed the Subscription Agreement with TownCloud for creation of the District website.

Following discussion, upon motion duly made by Director Emanuel seconded by Director Bol and, upon vote, unanimously carried, the Board approved the Subscription Agreement with TownCloud for creation of the District website.

Eligible Governmental Entity Agreement with the Colorado Statewide Internet Portal Authority: The Board reviewed the termination of the Eligible Governmental Entity Agreement with the Colorado Statewide Internet Portal Authority and all associated documents for website services.

Following discussion, upon motion duly made by Director Emanuel seconded by Director Bol and, upon vote, unanimously carried, the Board approved the termination of the Eligible Governmental Entity Agreement with the Colorado Statewide Internet Portal Authority and all associated documents for website services.

PUBLIC COMMENTS

There were no public comments.

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FINANCIAL MATTERS

Preparation of 2022 Audit: The Board discussed the engagement of Wipfli LLP to prepare the 2022 Audit.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board approved the engagement of Wipfli LLP to prepare the 2022 Audit, for an amount not to exceed \$5,400.00.

2022 Budget Amendment Hearing: The President opened the public hearing to consider an amendment to the 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 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 this public hearing. No public comments were received, and the public hearing was closed.

Following review and discussion, Director Emanuel moved to adopt the Resolution to Amend 2022 Budget, Director Bol seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-02 to Amend the 2022 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

2023 Budget Hearing: The President opened the public hearing to consider the proposed 2023 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2023 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 or at this public hearing. No public comments were received, and the President closed the public hearing.

Mr. Bourgouin reviewed the estimated 2022 revenues and expenditures and the proposed 2023 revenues and expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2022-12-03 to Adopt the 2023 Budget and Appropriate Sums of Money and Resolution No. 2022-12-04 to Set Mill Levies (for the General Fund at 54.924 mills and the Debt Service Fund at 0.000 mills, for a total of 54.924 mills). Upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2022. Mr. Bourgouin was authorized to

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transmit the Certification of Mill Levies to the Board of County Commissioners of Larimer County and the Division of Local Government not later than December 15, 2022. Mr. Bourgouin was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2023. Copies of the adopted Resolutions are attached hereto and incorporated herein by this reference.

Resolution No. 2022-12-05, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan: The Board reviewed Resolution No. 2022-12-05, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

Following review and discussion, Director Emanuel moved to adopt the Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan, Director Bol seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-05, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

DLG-70 Certification of Tax Levies Form (“Certification”): Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare the Certification, authorized Director Emanuel to sign the Certification, and directed the District Accountant to file the Certification with the Board of County Commissioners and other interested parties.

CliftonLarsonAllen LLP 2023 Statements of Work: The Board reviewed the CliftonLarsonAllen LLP 2023 Statements of Work for accounting services.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP 2023 Statements of Work for accounting services.

2024 Budget Preparation: The Board discussed the preparation of the 2024 Budget.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget. The Board determined to hold the public hearing to consider adoption of the 2024 Budget on October 19, 2023, at 1:00 p.m., via Zoom.

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LEGAL MATTERS

May 2, 2023 Regular Directors' Election ("Election"): The Board discussed the Election.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-06; Resolution Calling a Regular Election for Directors on May 2, 2023, appointing Larry Loften as Designated Election Official ("DEO") and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

District Operation Fees (Residential): A brief discussion was held. Following discussion, the Board deferred action on this matter.

Service Plan Amendment: Attorney Williams provided the Board with an update regarding the timing of the Service Plan Amendment.

Timnath Lakes Community Authority: The Board discussed the status of creation of the Timnath Lakes Community Authority. No action was taken by the Board.

Cost Verification Reports: The Board deferred action on this matter.

Issuance of the District's General Obligation Limited Tax Convertible Capital Appreciation Refunding and Improvement Bonds, Series 2022A and the District's Subordinate General Obligation Limited Tax Bonds, Series 2022B(3):

Schedule of Events: The Board discussed the Schedule of Events. No action was taken by the Board.

Underwriter/Placement Agent Engagement Letter between the District and Piper Sandler & Co: The Board reviewed the Underwriter/Placement Agent Engagement Letter between the District and Piper Sandler & Co.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board approved the Underwriter/Placement Agent Engagement Letter between the District and Piper Sandler & Co.

Bond Counsel Engagement Agreement between the District and Sherman & Howard L.L.C.: The Board reviewed the Bond Counsel Engagement Agreement between the District and Sherman & Howard L.L.C.

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Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board approved the Bond Counsel Engagement Agreement between the District and Sherman & Howard L.L.C.

Agreement for Professional Planning and Economic Services between the District and King & Associates, Inc: The Board reviewed the Proposal and Agreement for Professional Planning and Economic Services between the District and King & Associates, Inc.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board approved the Proposal and Agreement for Professional Planning and Economic Services between the District and King & Associates, Inc.

Engagement of MuniCap, Inc. as External Financial Advisor: The Board reviewed the proposal for External Financial Advisor Services from MuniCap, Inc.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board approved the proposal for External Financial Advisor Services from MuniCap, Inc., for an amount not to exceed \$5,000.00, and authorized execution of the Agreement for Consulting Services.

Engagement of CliftonLarsonAllen LLP for preparation of Financial Forecast: The Board discussed the engagement of CliftonLarsonAllen LLP for preparation of the Financial Forecast.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board approved the engagement of CliftonLarsonAllen LLP for preparation of the Financial Forecast.

Resolution authorizing the issuance of District's General Obligation Limited Tax Convertible Capital Appreciation Bonds, Series 2022A, in a maximum original principal amount of \$14,000,000 and appreciating to a maximum accreted principal amount of \$16,000,000 (the "Series 2022A Senior Bonds") and the District's Subordinate General Obligation Limited Tax Bonds, Series 2022B(3), in a maximum aggregate principal amount of \$6,500,000 (the Series 2022B(3) Subordinate Bonds" and, together with the Series 2022A Senior Bonds, the "Series 2022 Bonds"):

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The Board deferred action, noting that due to a change in the parameter amounts of the Series 2022 Bonds, the resolution will need to be considered at a future meeting.

CAPITAL MATTERS **Akin Lateral Irrigation Ditch Relocation**: Mr. Kuykendall updated the Board on the status of relocation of the Akin Lateral Irrigation Ditch. No action was taken by the Board.

OTHER BUSINESS **Status of Development**: Mr. Kuykendall updated the Board on the status of development.

ADJOURNMENT There being no further business to come before the Board at this time, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By:  _____
Secretary for the Meeting