

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CHERRYLANE METROPOLITAN DISTRICT

Held: Thursday, August 10, 2023 at 1:30 p.m. at Anythink Library, Huron Street Conference Room, 9417 Huron St., Thornton, CO 80260 and via teleconference.

Attendance

The special meeting of the Board of Directors of Cherrylane Metropolitan District was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, have confirmed their qualifications to serve, were in attendance:

Ric Johnsen
Abby Scheel

All absences are deemed excused unless otherwise noted in these minutes.

Also present were Zachary P. White, Esq., Jon L. Wagner, Esq., and Daniel J. Cordova, White Bear Ankele Tanaka & Waldron, Attorneys at Law; Eric Weaver and Avery Weaver, Marchetti & Weaver, LLC., District Accountants; Laci Knowles and Andrew Wheeler, DA Davidson & Co, Underwriter; Kimberly C. Reed, Ballard Spahr, L.L.P., Bond Counsel; and Keenan Rice, Municap, Inc., Financial Advisor.

Call to Order/Declaration of Quorum

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

Conflict of Interest Disclosures

Mr. White advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. White 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. White 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

Mr. White presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as amended to add a discussion on exclusion of property, and discussion on notifying homeowners of future meetings.

Public Comment

None.

Consent Agenda

Mr. White reviewed the items on the consent agenda with the Board. Mr. White advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and/or adopted:

- June 20, 2023 Special Meeting Minutes

District Matters

None.

Legal Matters

Discuss Annual Meeting Requirement

The Board engaged in a discussion regarding the Annual Meeting Requirements. Following discussion, upon a motion duly made and seconded, the Board determined to hold the Annual Meeting on November 21, 2023 at 6:00 p.m.

Consider Approval of Termination and Waiver Agreement with LGI Homes – Colorado, LLC

Mr. White presented the Termination and Waiver Agreement with LGI Homes – Colorado, LLC to the Board. The purpose of the agreement is to terminate the District's obligation to reimburse LGI Homes – Colorado, LLC for prior public improvement costs accepted by the District, including interest, and outstanding interest related to advances made to the District by LGI Homes – Colorado, LLC. Following discussion, upon a motion duly made and seconded, the Board approved the termination agreement.

Financial Matters

Consider Approval of Payables/Financial

Mr. Weaver presented the Payables and Financials to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the payables and financials.

Conduct Public Hearing on 2023 Budget Amendment and Consider Adoption of Resolution Amending 2023 Budget

Director Johnsen opened the public hearing on the 2023 Budget Amendment. Mr. White noted that the notice of 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.

Mr. Weaver reviewed the Resolution Amending the 2023 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution amending the Debt Service Fund to \$4,586,834.

Bond Matters

Engagement Letters

Consider Approval of Engagement Letter with Ballard Spahr for Bond Counsel Services

Mr. White presented the Engagement Letter with Ballard Spahr for Bond Counsel Services to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the letter.

Consider Approval of Engagement Letter with MuniCap, Inc. for Financial Advisor Services

Mr. White presented the Engagement Letter with MuniCap, Inc. for Financial Advisor Services to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the letter.

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

Mr. White presented the Special Bond Fee Disclosure Letter from White Bear Ankele Tanaka & Waldron to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the letter.

Consider Approval of Placement Agent Agreement with D.A. Davidson & Co.

Mr. White presented the Placement Agent Agreement with D.A. Davidson & Co. to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the agreement.

Consider Adoption of Resolution Authorizing the Issuance of its Taxable (Convertible to Tax-Exempt) Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Loan, Series 2023 in the principal aggregate amount of up to \$4,000,000 (which amount is subject to increase or decrease as determined by the Board, or as otherwise permitted by such

Ms. Knowles presented to the Board the proposed bond refinance transaction and updated the Board regarding the current status of the interest rate market.

Ms. Reed presented the Resolution Authorizing the Issuance of its Taxable (Convertible to Tax-Exempt) Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Loan, Series 2023 in the principal aggregate amount of up to \$4,000,000 (which amount is subject to increase or decrease as determined by the Board, or as otherwise permitted by such resolution), authorizing a Loan Agreement, Refunding Escrow Agreement and Custodial Agreement, and related documents and agreements to the Board. Following discussion, upon a motion duly made and seconded, the Board made clear its intent regarding the issuance of the Loan and the intended amortization of the Loan, and adopted the resolution.

resolution), authorizing a Loan Agreement, Refunding Escrow Agreement and Custodial Agreement, and related documents and agreements

The Board directed legal counsel to prepare a resolution declaring the Board's intent related to the issuance of the Loan and authorized its execution.

Other Business


Next Meeting

The next meeting is scheduled for November 21, 2023.

Adjourn

There being no further business to come before the Board, and following discussion and upon a 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.


Abigail Scheel (Jan 30, 2024 21:39 MST)

Secretary for the Meeting

The foregoing minutes were approved on the 21st day of November, 2023.