

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENARGO MARKET METROPOLITAN DISTRICT NO. 3 HELD OCTOBER 5, 2023

A Special Meeting of the Board of Directors (referred to hereafter as the “Board”) of the Denargo Market Metropolitan District No. 3 (referred to hereafter as the “District”) was held on Thursday, the 5th day of October 2023, at 10:00 a.m. The District Board meeting was held at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, CO 80203 and via video / telephonic means (Zoom). The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Laura H. Newman
Jeffrey D. Jones (for a portion of the meeting)
Todd T. Wenskoski
Wade Davidson

Also In Attendance Were:

David Solin; Special District Management Services, Inc. (“SDMS”)

Paula Williams, Esq. and Kate Olson, Esq.; McGeady Becher P.C.

Lindsay Ross; CliftonLarsonAllen LLP

Dalton Kelley; Butler Snow LLP (for a portion of the meeting)

Michael Persichitte and Lauren Hartman (for a portion of the meeting); RBC Capital Markets, LLC

Michael Kuyper; Triunity, Inc.

ADMINISTRATIVE MATTERS

Disclosure 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 and to the Secretary of State. It was noted that disclosures of potential conflicts of interest statements for each of the Directors had been filed with the Secretary of State seventy-two hours in advance of the meeting. Mr. Solin requested that the Directors consider whether they had any additional conflicts of interest to disclose. It was noted for the record that there were no additional disclosures made by the Directors present at the meeting and applicable disclosures were made by the Board members prior to this meeting in accordance with the statutes

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Confirmation of Quorum, Location of Meeting and Posting of Meeting Notices: Mr. Solin confirmed the presence of a quorum. 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. It was noted that the District Board meeting was held, and properly noticed to be held, at the offices of McGeady Becher P.C., with Attorney Olson attending in person at the physical meeting location and all other attendees attending by video / telephonic means (Zoom). The Board further noted that notice of the time, date and meeting access information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed, were received from taxpaying electors within the District's boundaries.

Agenda: Mr. Solin presented a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Newman, seconded by Director Davidson and, upon vote unanimously carried, the Agenda was approved, as presented.

Appointment of Director: The Board discussed the vacancy on the Board. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy was published in a newspaper having general circulation in the District and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication. As such, eligible elector Michael Kuyper, was nominated to serve on the Board.

Following discussion, upon motion duly made by Director Newman, seconded by Director Wenskoski and, upon vote unanimously carried, the Board appointed Michael Kuyper to fill the vacant seat on the Board. The District Manager was directed to coordinate administration of the Oath of Director.

Appointment of Officers: The Board deferred discussion of this matter.

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PUBLIC COMMENT

There were no public comments.

FINANCIAL MATTERS

2023 Budget Amendment: The President opened the public hearing to consider the Resolution to Amend the 2023 Budget for the District and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend 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 this public hearing. No public comments were received and the public hearing was closed.

Following review, upon motion duly made by Director Newman, seconded by Director Wenskoski and, upon vote unanimously carried, the Board adopted the Resolution to Amend the 2023 Budget.

2023 Loan Issuance:

Engagement Letter for Bond Counsel Services by and between the District and Butler Snow LLP: The Board reviewed the Engagement Letter for Bond Counsel Services by and between the District and Butler Snow LLP.

Following discussion, upon motion duly made by Director Newman, seconded by Director Jones and, upon vote, unanimously carried, the Board approved the Engagement Letter for Bond Counsel Services with Butler Snow LLP.

Bank Solicitor Agreement by and between the District and RBC Capital Markets, LLC: The Board reviewed the Bank Solicitor Agreement by and between the District and RBC Capital Markets, LLC.

Following discussion, upon motion duly made by Director Jones, seconded by Director Newman and, upon vote unanimously carried, the Board approved the Bank Solicitor Agreement by and between the District and RBC Capital Markets, LLC.

Independent Municipal Advisor Services: The Board reviewed proposals for Independent Municipal Advisor Services from MuniCap, Inc. and LRB Public Finance Advisors.

Following discussion, upon motion duly made by Director Jones, seconded by Director Wenskoski and, upon vote unanimously carried, the Board approved an Engagement Letter for Independent Municipal Advisor

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Services by and between the District and MuniCap, Inc.

Resolution authorizing the issuance of general obligation indebtedness in the form of the District's Limited Tax General Obligation Refunding and Improvement Note, Series 2023A-1 and Limited Tax General Obligation Refunding and Improvement Note, Series 2023A-2, in a combined original principal amount not to exceed \$35,000,000, and the execution and delivery of a Loan Agreement by and among the District as Borrower; Denargo Market Metropolitan District No. 2, as Financing District; NBH Bank, as Lender; and Midwest One Bank, as Lender (the "Loan Agreement"); including performance thereunder, and approving, ratifying and confirming other necessary actions and all documents, agreements and certificates in connection therewith ("Resolution"): Attorney Kelley provided an overview of the Bond Resolution and the terms of the underlying transaction.

Following discussion, upon motion duly made by Director Newman, seconded by Director Jones and, upon vote unanimously carried by roll call, the Board adopted the Resolution and authorized the Bond Committee, consisting of Director Newman and Director Jones, to make determinations related to the rate lock and any other necessary actions related to the transaction.

LEGAL MATTERS

Annual Statutory "Town Hall" Meeting Schedule: Attorney Williams discussed the statutory meeting requirement and suggested that this meeting be held prior to the next regular board meeting scheduled on November 14, 2023 at 4:30 p.m.

Budget Work Session: Attorney Williams inquired as to the need for a budget work session in advance of the District's budget hearing. Following discussion, the District Manager was directed to coordinate a budget work session prior to the District's next regular meeting / budget hearing.

OPERATION AND MAINTENANCE

There were no operation and maintenance matters discussed at this time.

CAPITAL MATTERS

There were no capital matters discussed at this time.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Newman, seconded by Director Jones and, upon vote unanimously carried, the meeting was adjourned at 11:30 a.m.

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Respectfully submitted,

By: 
Secretary for the Meeting