

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE BNC METROPOLITAN DISTRICT NO. 3 HELD JUNE 13, 2023

A Special Meeting of the Board of Directors of the BNC Metropolitan District No. 3 (referred to hereafter as "Board") was convened on Tuesday, the 13th day of June 2023, at 12:00 p.m. The District Board meeting was held via Zoom video/telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Robert J. Bol
Theodore Antenucci

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

Also In Attendance Were:

Peggy Ripko; Special District Management Services, Inc.

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

Alyssa Ferreira; CliftonLarsonAllen LLP

Michael Kuykendall; Catellus Development Corp.

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.

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

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Agenda: Ms. Ripko 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 Antenucci seconded by Director Bol and, upon vote, unanimously carried, the Agenda was approved, as presented.

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. The Board determined that the meeting would 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.

Minutes: The Board reviewed the minutes of the May 10, 2023 Special Meeting.

Following discussion, upon motion duly made by Director Antenucci, seconded by Director Bol and, upon vote, unanimously carried, the Board approved the minutes of the May 10, 2023 Special Meeting.

PUBLIC COMMENT

There was no public comment.

FINANCIAL MATTERS

There were no financial matters.

LEGAL MATTERS

Rescind Engagement of Wheeler Trigg O'Donnell LLP as Special Counsel: Following discussion, upon motion duly made by Director Antenucci, seconded by Director Bol and, upon vote, unanimously carried, the Board rescinded the engagement of Wheeler Trigg O'Donnell LLP as special counsel on matters concerning the disagreement with BNC Metropolitan District Nos. 1 and 2 relating to the Cost Sharing Agreement.

Engagement of Otten, Johnson, Robinson, Neff & Ragonetti, P.C.: Following discussion, upon motion duly made by Director Antenucci, seconded by Director Bol and, upon vote, unanimously carried, the Board approved the engagement of Otten, Johnson, Robinson, Neff & Ragonetti, P.C. as special counsel on matters concerning the disagreement with BNC Metropolitan District Nos. 1 and 2 relating to the Cost Sharing Agreement.

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Special Counsel Services Funding and Reimbursement Agreement between the District and Catellus CC Note, LLC.: Pursuant to Section 24-6-402(4) of the Colorado Revised Statutes, upon motion duly made by Director Antenucci, seconded by Director Bol and upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 12:02 p.m. for the purpose of receiving legal advice on specific legal questions regarding the tender offer negotiations and refunding, as authorized by Sections 24-6-402(4)(b) and (e), C.R.S.

Furthermore, pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of those portions of the executive session that, in the opinion of the Board's attorney, constitute privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

The Board reconvened in regular session at 12:07 p.m., and reconfirmed the Board's position on the following items:

- That Catellus CC Note, LLC agreed to provide funds to help with the District's legal fees.
- That Catellus CC Note, LLC will fund shortfall of funds.
- That the District will reimburse funds out of excess mill levies.
- That the Catellus CC Note, LLC will be repaid within 10 years; and that the District will impose fees if not paid back by then.

CAPITAL MATTERS

There were no capital matters.

OPERATIONS AND MAINTENANCE **OTHER BUSINESS**

There were no operations and maintenance matters.

There was no other business.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Antenucci, seconded by Director Bol, and upon vote, unanimously carried, the meeting was adjourned at 12:08 p.m.

Respectfully submitted,

By: 

Secretary for the Meeting