

RECORD OF PROCEEDINGS

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

A Special Meeting of the Board of Directors of the BNC Metropolitan District No. 3 (referred to hereafter as "Board") was convened on Monday, the 5th day of December 2022, at 9:00 a.m. The District Board meeting was held via Zoom video/telephone conference and at McGeady Becher P.C. 450 E. 17th Ave., Suite 400 Denver, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Janis L. Emanuel (via Zoom)
Robert J. 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 Antenucci was excused.

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc. (via Zoom)

Paula Williams, Esq.; McGeady Becher P.C. (via Zoom)

Kate Olson, Esq. and Craig Sorensen; McGeady Becher P.C. (in person at the meeting location and via Zoom)

Alyssa Ferreira; CliftonLarsonAllen LLP (via Zoom)

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

Aly Blossom; Piper Sandler & Co. (via Zoom)

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

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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.

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 Attorney Olson and Mr. Sorensen were both 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.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol, and upon vote, unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District as least 24 hours prior to each meeting at the following location: on the street light pole located on the Southwest corner of E. 104th Avenue and Revere Street.

May 3, 2022 Election: Ms. Finn advised the Board that the May 3, 2022 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were not more candidates than positions available on the Board of Directors. It was noted that Directors Theodore R. Antenucci and Janis L. Emanuel were each deemed elected to 3-year terms ending in May, 2025.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

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Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Janis L. Emanuel
Treasurer	Robert J. Bol
Secretary	Ann E. Finn
Assistant Secretary	Theodore Antenucci

Minutes: The Board reviewed Minutes of the November 18, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Minutes of the November 18, 2021 Special Meeting were approved, as presented.

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

The Board determined to meet at 2:00 p.m. on June 13, 2023 and October 17, 2023 via Zoom video/telephone conference.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-01; Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2022: The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2023. The Board authorized to post the required transparency notice information on the Special District Association's website and on the District website, when created.

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

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

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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 Subscription Agreement with TownCloud for creation of the District website.

Eligible Governmental Entity Agreement with the Colorado Statewide Internet Portal Authority: The Board discussed 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 COMMENT There was no public comment.

FINANCIAL MATTERS **Claims:** The Board considered ratifying the approval of the payment of claims as follows:

Fund	Period ending October 31, 2021	Period ending Nov. 30, 2021	Period Ending Dec. 31, 2021	Period Ending January 31, 2022
General	\$ 1,691.20	\$ 12,104.74	\$ 6,433.93	\$ 6,071.36
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Total	\$ 1,691.20	\$ 12,104.74	\$ 6,433.93	\$ 6,071.36

Fund	Period ending February 28, 2022	Period ending March 31, 2022	Period Ending April 30, 2022	Period Ending May 31, 2022
General	\$ 1,409.56	\$ 3,274.05	\$ 3,377.17	\$ 4,330.90
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Total	\$ 1,409.56	\$ 3,274.05	\$ 3,377.17	\$ 4,330.90

Fund	Period ending June 30, 2022	Period ending July 31, 2022	Period Ending August 31, 2022	Period Ending Sept. 30, 2022
General	\$ 3,147.61	\$ 2,533.30	\$ 3,663.26	\$ 6,267.85
Debt	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Total	\$ 3,147.61	\$ 2,533.30	\$ 3,663.26	\$ 6,267.85

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Fund	Period ending Oct. 31, 2022	Period ending Nov. 30, 2022
General	\$ 2,766.10	\$ 7,033.27
Debt	\$ -0-	\$ -0-
Capital	\$ -0-	\$ -0-
Total	\$ 2,766.10	\$ 7,033.27

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board ratified approval of the payment of the claims, as presented.

Unaudited Financial Statements: Ms. Ferreira reviewed with the Board the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending September 30, 2022, the updated cash position statement updated September 30, 2022, and the property tax reconciliation.

Following discussion, upon motion duly made by Director Emanuel and seconded by Director Bol and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2022, the updated cash position statement updated September 30, 2022, and the property tax reconciliation, as presented.

2021 Audit: The Board reviewed the 2021 Audit.

Following discussion, upon motion duly made by Director Emanuel and seconded by Director Bol and, upon vote, unanimously carried, the Board ratified approval of the 2021 Audit and ratified the authorization to execute the Representations Letter.

2022 Audit: The Board reviewed the proposal from Haynie & Company for preparation of the 2022 Audit.

Following discussion, upon motion duly made by Director Emanuel and seconded by Director Bol and, upon vote, unanimously carried, the Board approved the proposal from Haynie & Company for preparation of the 2022 Audit, for an amount not to exceed \$6,100.00.

2022 Budget Amendment Hearing: The President opened the public hearing to consider amendment of 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.

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No written objections were received prior to or at this public hearing. No public comments were received, and the President closed the public hearing.

Following review and discussion, Director Emmanuel 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 this public hearing. No public comments were received, and the public hearing was closed.

Ms. Ferreira reviewed the estimated 2022 expenditures and the proposed 2023 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 Set Mill Levies (for the General Fund at 70.135 mills for a total mill levy of 70.135 mills). Upon motion duly made by Director Emanuel and 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. Ms. Finn was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Adams County and the Division of Local Government, not later than December 15, 2022. Ms. Finn 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 to these minutes and incorporated herein by this reference.

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 discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-05, Resolution Authorizing Adjustment of the District Mill Levy in

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Accordance with the Service Plan. A copy of the adopted Resolution is attached to these minutes 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.

Master Service Agreement with CliftonLarsonAllen LLP: Ms. Ferreira reviewed with the Board the Master Service Agreement between the District and CliftonLarsonAllen LLP, and the accompanying Statements of Work.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol, and upon vote, unanimously carried, the Board approved the Master Service Agreement between the District and CliftonLarsonAllen LLP, and the accompanying Statements of Work.

Preparation of the 2024 Budget: The Board discussed 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, and set the date for the Budget Hearing on October 17, 2023 at 2:00 p.m.

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 Ann Finn 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.

Second Amendment to 2019-2021 Operation Funding Agreement between the District and Catellus CC Note, LLC: The Board discussed the Second Amendment to 2019-2021 Operation Funding Agreement between the District and Catellus CC Note, LLC.

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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 Second Amendment to 2019-2021 Operation Funding Agreement between the District and Catellus CC Note, LLC, with a shortfall amount of \$171,000.

Issuance of the District's General Obligation (Limited Tax Convertible to Unlimited Tax) Convertible Capital Appreciation 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.

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.

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.

Proposals for External Financial Advisor Services: The Board reviewed and discussed proposals for External Financial Advisor Services from Lewis Young Robertson & Burningham, Inc., MuniCap, Inc., and North Slope Financial Advisors.

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Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board authorized the engagement of MuniCap, Inc. as External Financial Advisor, for a fee of \$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 CliftonLarsonAllen LLP for preparation of the Financial Forecast.

Approval of Cost Verification Report and Acceptance of Costs: The Board deferred discussion.

Resolution authorizing the issuance of District's General Obligation (Limited Tax Convertible to Unlimited Tax) Convertible Capital Appreciation Bonds, Series 2022A, in a maximum original principal amount of \$11,000,000 and appreciating to a maximum accreted principal amount of \$12,500,000 (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 \$5,000,000 (the "Series 2022B(3) Subordinate Bonds" and, together with the Series 2022A Senior Bonds, the "Series 2022 Bonds"): 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

Cost Sharing Agreement by and among BNC Metropolitan District Nos. 1, 2 and 3 ("Cost Sharing Agreement"): Attorney Williams discussed the Cost Sharing Agreement with the Board, noting that the District must utilize funds provided by BNC Metropolitan District Nos. 1 and 2 by December 31, 2022. Attorney Williams reported that an amendment to extend such deadline to March 1, 2023 is in process.

Following discussion, upon motion duly made by Director Emanuel, seconded by Director Bol and, upon vote, unanimously carried, the Board approved an amendment to the Cost Sharing Agreement extending the fund utilization deadline to March 1, 2023.

Current Development within the District: Mr. Kuykendall provided an update to the Board on current development.

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OPERATIONS AND MAINTENANCE

Operation and Maintenance Requirements for 2023: It was noted that the District will maintain the detention pond, but that the streets will be conveyed to Commerce City.

OTHER BUSINESS

The Board determined to schedule a special board meeting on December 14, 2022 (time to be determined) to approve the Cost Verification Report and adopt the Bond Resolution.

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: *Ann Finn*
Secretary for the Meeting