

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

FOREST TRACE METROPOLITAN DISTRICT NO. 3

Held: Tuesday, October 24, 2023 at 4:00 p.m. via teleconference.

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors were in attendance:

Daniel Frank
Kevin Payne
Tracy Alford
Shane Simpson

Director Cooper was absent and excused.

Also present were Clint C. Waldron, Esq., Tate E. Crosby, Esq., and Matt Gray, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Diane Wheeler, Simmons & Wheeler, P.C., District Accountant; Laci Knowles and Andrew Wheeler, D.A Davidson; Tiffany Leichman, Sherman & Howard; and Jason Burningham, LRB Public Finance Advisors.

Call to Order/Declaration of Quorum Director Frank noted that a quorum of the Board was present and called the meeting to order.

Director Qualifications/Conflicts of Interest/Reaffirmation of Disclosures Mr. Waldron 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. Waldron 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 The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as amended.

Public Comment None.

Consent Agenda

The Board reviewed the items on the consent agenda. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted;

- September 27, 2023 Joint Special Meeting Minutes
- Claims Payable
- Cost Sharing and Construction Agreement with Forest Trace HOA

Bond Matters

Update on Bond Issuance and Schedule Ms. Knowles provided an update regarding the Bond Issuance and Schedule. Ms. Knowles noted pricing is likely to occur on November 2nd with a closing date of November 8th.

Consider and make a final determination to issue general obligation indebtedness consisting of its: Subordinate General Obligation Limited Tax Bonds, Series 2023B, in an maximum principal amount of \$3,500,000, which amount is subject to increase or decrease as determined by the Board or as otherwise permitted by any resolution adopted by the Board at such meeting, and, in connection therewith, the Board will consider a resolution: authorizing the issuance of such indebtedness; authorizing an Indentures of Trust, a Bond Purchase Agreement, and a Continuing Disclosure Agreement, and other related documents;

Ms. Liechman reviewed the Resolution Authorizing the Issuance of the District’s Subordinate General Obligation Limited Tax Bonds, Series 2023B, in an maximum principal amount of \$3,500,000. Mr. Burningham engaged in discussion with the Board regarding the parameters. Director Alford and Director Payne were designated as the primary and secondary Sale Delegate, respectively, and Director Payne was designated District Representative. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution, authorizing the issuance of such indebtedness and other related documents, making determinations and findings as to other matters related to such financing transaction, authorizing incidental action, and repealing prior inconsistent actions.

approving, ratifying and confirming the execution of certain documents; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions.

Consider Approval of Amendments to the Resolution Authorizing the District's Subordinate General Obligation Limited Tax Bonds, Series 2020B(3) Ms. Liechman reviewed the amendments to the Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Amendments to the Resolution Authorizing the District's Subordinate General Obligation Limited Tax Bonds, Series 2020B(3).

Other Bond Matters The Board reviewed the agreement with Causey Demgen & Moore P.C. for Cash Flow Analysis. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Drainage and Erosion

Update on Drainage and Erosion Control Plans The Board engaged in discussion. It was noted that survey proposals have been received and a surveyor should be under contract soon.

Legal Matters

Other Legal Matters None.

Financial Matters

Conduct Public Hearing on 2023 Budget Amendment and Consider Adoption of Resolution Amending 2023 Budget The public hearing on the 2023 Budget Amendment was opened. Mr. Waldron 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.

Ms. Wheeler 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 Capital Projects Fund to \$3,000,000.

Discuss Draft 2024 Budget The Board engaged in general discussion regarding the 2024 draft budget.

Other Business

Adjourn

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

Marc Cooper

Marc Cooper (Nov 14, 2023 16:33 MST)

Secretary for the Meeting

The foregoing minutes were approved on the 13th day of November, 2023.