

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CANYON PINES METROPOLITAN DISTRICT HELD JUNE 24, 2021

A special meeting of the Board of Directors of the Canyon Pines Metropolitan District (referred to hereafter as the “Board”) was convened on Thursday, the 24th day of June, 2021, at 4:00 p.m.

Due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held by video/telephone conference with all participants attending via video/telephone conference. Ms. Finn was present at the physical location at Special District Management Services, Inc., 141 Union Boulevard, Suite 150, Lakewood, Colorado 80228. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Diana K. Ten Eyck
Chad Ellington
Thomas W. “Terry” Ten Eyck

Also In Attendance Were:

Ann Finn; Special District Management Services, Inc. (also present in person at the meeting location)

Megan Becher, Esq. and Emily Murphy, Esq.; McGeady Becher P.C.

David Lucas, Esq.; Sherman & Howard L.L.C.

Joy Tatton; Simmons & Wheeler, P.C.

Mike Ryan; Piper Sandler & Co.

PUBLIC COMMENTS

There were no public comments.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

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

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requested members of the Board 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 Becher noted that all Directors' Disclosure Statements had been filed and that no additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval an Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Thomas Ten Eyck, seconded by Director Ellington and, upon vote, unanimously carried, the Agenda was approved, as presented.

Location/Manner 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, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, 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/manner 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. Ms. Finn was present at the at the physical location at Special District Management Services, Inc., 141 Union Boulevard, Suite 150, Lakewood, Colorado 80228.

Minutes: The Board reviewed the Minutes of the May 25, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Thomas Ten Eyck, seconded by Director Ellington and, upon vote, unanimously carried, the Minutes of the May 25, 2021 Special Meeting were approved.

FINANCIAL MATTERS

Claims: Ms. Tatton reviewed with the Board the payment of claims for the period ending May 27, 2021, totaling \$18,408.64.

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

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LEGAL MATTERS

Waiver and Release Relative to Reimbursement for Capital Recovery Fees between the District and Artemis Properties, LLC: Attorney Becher reviewed with the Board the Waiver and Release relative to reimbursement for Capital Recovery Fees between the District and Artemis Properties, LLC.

Following discussion, upon motion duly made by Director Thomas Ten Eyck, seconded by Director Ellington and, upon vote, unanimously carried, the Board approved the Waiver and Release relative to reimbursement for Capital Recovery Fees between the District and Artemis Properties, LLC, subject to final legal review.

Termination of Operation Funding Agreements between the District and Canyon Pines, LLC: Attorney Becher reviewed with the Board the Termination of Operation Funding Agreements between the District and Canyon Pines, LLC.

Following discussion, upon motion duly made by Director Thomas Ten Eyck, seconded by Director Ellington and, upon vote, unanimously carried, the Board approved the Termination of Operation Funding Agreements between the District and Canyon Pines, LLC, subject to final legal review.

Facilities Funding and Acquisition Agreement between the District and Section 27, LLC: Attorney Becher reviewed with the Board the Facilities Funding and Acquisition Agreement between the District and Section 27, LLC.

Following discussion, upon motion duly made by Director Thomas Ten Eyck, seconded by Director Ellington and, upon vote, unanimously carried, the Board approved the Facilities Funding and Acquisition Agreement between the District and Section 27, LLC, subject to final legal review.

Operation Funding Agreement between the District and Section 27, LLC: Attorney Becher reviewed with the Board the Operation Funding Agreement between the District and Section 27, LLC.

Following discussion, upon motion duly made by Director Thomas Ten Eyck, seconded by Director Ellington and, upon vote, unanimously carried, the Board approved the Operation Funding Agreement between the District and Section 27, LLC, subject to final legal review.

Acquisition of Open Space Parcels:

Assignment and Assumption of Purchase and Sale Agreement by and among Peak Development Group LLC, Section 27, LLC, and the District (the "Assignment of PSA"): Attorney Becher reviewed with the Board the Assignment of PSA.

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Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board approved the Assignment of PSA, subject to final legal review.

Second Amendment to Purchase and Sale Agreement by and among the District, Artemis Properties, LLC, and Section 27, LLC (the "Second Amendment to PSA"): Attorney Becher reviewed with the Board the Second Amendment to PSA. Attorney Becher noted that the purchase price for the open space is based on that certain Appraisal Report prepared by National Valuation Consultants, Inc., dated May 1, 2021.

Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board approved the Second Amendment to PSA, subject to final legal review.

Closing Instructions Agreement (Open Space Closing) by and among the District, Artemis Properties, LLC, and Stewart Title Guaranty Company: Attorney Becher reviewed with the Board the Closing Instructions Agreement (Open Space Closing) by and among the District, Artemis Properties, LLC, and Stewart Title Guaranty Company.

Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board approved the Closing Instructions Agreement (Open Space Closing) by and among the District, Artemis Properties, LLC, and Stewart Title Guaranty Company, subject to final legal review.

Assignment and Assumption of Canyon Pines Grazing Lease by and among the District, Artemis Properties, LLC, and Section 27, LLC: Attorney Becher reviewed with the Board the Assignment and Assumption of Canyon Pines Grazing Lease by and among the District, Artemis Properties, LLC, and Section 27, LLC.

Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board approved the Assignment and Assumption of Canyon Pines Grazing Lease by and among the District, Artemis Properties, LLC, and Section 27, LLC, subject to final legal review.

Necessary Actions in Conjunction with the Purchase of the Open Space Tracts Pursuant to the Assignment of PSA and the Second Amendment to PSA: Attorney Becher discussed with the Board the necessary actions in conjunction with the purchase of the open space tracts pursuant to the Assignment of PSA and the Second Amendment to PSA.

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Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board authorized any necessary actions in conjunction with the purchase of the open space tracts pursuant to the Assignment of PSA and the Second Amendment to PSA.

Issuance of the District's General Obligation Limited Tax Bonds, Series 2021A-1₍₃₎ and Special Improvement District No. 1 Special Assessment Revenue Bonds, Series 2021A-2 (collectively, the "Bonds"):

Timeline for Issuance of the Bonds: Attorney Lucas reviewed with the Board the timeline for issuance of the Bonds. It was noted closing is scheduled for July 8, 2021.

Resolution authorizing the issuance of up to \$9,000,000 aggregate principal amount of its General Obligation Limited Tax Bonds, Series 2021A-1₍₃₎ and a Resolution authorizing the issuance of up to \$26,325,000 aggregate principal amount of Special Improvement District No. 1, Special Assessment Revenue Bonds, Series 2021A-2): Attorney Lucas reviewed with the Board a Resolution authorizing the issuance of up to \$9,000,000 aggregate principal amount of its General Obligation Limited Tax Bonds, Series 2021A-1₍₃₎ (the "Series 2021A-1₍₃₎ Bonds"), and a Resolution authorizing the issuance of up to \$26,325,000 aggregate principal amount of Special Improvement District No. 1, Special Assessment Revenue Bonds, Series 2021A-2 (the "Series 2021A-2 Bonds," and together with the Series 2021A-1₍₃₎ Bonds, the "Bonds").

Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board adopted the Resolution authorizing the issuance of up to \$9,000,000 aggregate principal amount of its General Obligation Limited Tax Bonds, Series 2021A-1₍₃₎, and the Resolution authorizing the issuance of up to \$26,325,000 aggregate principal amount of Special Improvement District No. 1, Special Assessment Revenue Bonds, Series 2021A-2), for the purpose of paying, reimbursing and financing certain public improvements, paying the costs incidental to the issuance of the Bonds, and funding certain reserves and capitalized interest for the Series 2021A-2 Bonds; and, in connection therewith, approved an Indenture of Trust relating to the Series 2021A-1₍₃₎ Bonds, an Indenture of Trust relating to the Series 2021A-2 Bonds, a Bond Purchase Agreement, a Continuing Disclosure Agreement, and other related documents and instruments; authorized the execution and delivery thereof and performance by the District thereunder; authorized incidental actions; and repealed prior inconsistent actions.

Requisition No. 1 (under the Series 2021A-2 Bonds) authorizing payment to Artemis Properties, LLC for the acquisition of the open space tracts, pursuant to

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the Assignment of PSA and the Second Amendment to PSA: The Board reviewed Requisition No. 1 (under the Series 2021A-2 Bonds) authorizing payment to Artemis Properties, LLC for the acquisition of the open space tracts, pursuant to the Assignment of PSA and the Second Amendment to PSA.

Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board approved Requisition No. 1 (under the Series 2021A-2 Bonds) authorizing payment to Artemis Properties, LLC for the acquisition of the open space tracts, pursuant to the Assignment of PSA and the Second Amendment to PSA.

Canyon Pines Metropolitan District Special Improvement District No. 1 (the “SID”):

Acknowledgement and Consent of City of Arvada relative to Imposition of Assessments: The Board entered into discussion regarding the Acknowledgement and Consent of City of Arvada relative to the Imposition of Assessments.

Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board acknowledged receipt of the Acknowledgement and Consent of City of Arvada relative to the Imposition of Assessments.

Acknowledgement and Consent of the Jefferson County Treasurer to comply with Section 31-25-531(2)(b), C.R.S.: The Board entered into discussion regarding the Acknowledgement and Consent of the Jefferson County Treasurer to comply with Section 31-25-531(2)(b), C.R.S.

Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board acknowledged receipt of the Acknowledgement and Consent of the Jefferson County Treasurer to comply with Section 31-25-531(2)(b), C.R.S.

Publication of Notice of Public Hearing on the Assessment Roll and Assessment Resolution, and Public Hearing scheduled for June 30, 2021 at 4:00 p.m.: The Board noted that publication of a Notice of Public Hearing on the Assessment Roll and Assessment Resolution was made, and that the Public Hearing is scheduled for June 30, 2021 at 4:00 p.m. No action was required by the Board.

CONSTRUCTION MATTERS

Construction Status Report: Director Ellington reported to the Board that Independent District Engineering Services, LLC (“IDES”) has been engaged to perform bidding services. He noted bids are expected to be available in early July

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for the Board to review and award construction contracts. He also noted construction is scheduled to begin the third week of July.

Contracts, Task Orders, Work Orders and Change Orders: There were no contracts, task orders, work orders or change orders to be approved at this time.

OTHER BUSINESS

There was no other business to discuss.


CONTINUATION/ ADJOURNMENT

Continuation of Meeting or Scheduling of Special Meeting: The Board entered into discussion regarding the continuation of the meeting or the scheduling of a special meeting.

Following discussion, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the Board determined to schedule a special meeting on June 30, 2021 at 4:00 p.m. at the offices of Special District Management Services, Inc., 141 Union Boulevard, Suite 150, Lakewood, Colorado 80228.

There being no further business to come before the Board at this time, upon motion duly made by Director Ellington, seconded by Director Thomas Ten Eyck and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By  _____
Secretary for the Meeting