

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
SAGEBRUSH FARM METROPOLITAN DISTRICT NO. 1 (THE
“DISTRICT”)
HELD
AUGUST 9, 2022

A regular meeting of the Board of Directors of the Sagebrush Farm Metropolitan District No. 1 (referred to hereafter as the “**Board**”) was convened on Tuesday, August 9, 2022, at 1:30 p.m., at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, Colorado 80203-1254 and via Zoom video/telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Randy Danielson, President
Joe Swensson, Treasurer (for a portion of the meeting)
Jim Erwin, Assistant Secretary
Eric Chamberlin, Assistant Secretary

Also, In Attendance Were:

MaryAnn M. McGeady, Esq., Tim O’Connor, Esq., Craig Sorensen, and Zander Myers; McGeady Becher P.C.
Tiffany Leichman; Sherman & Howard L.L.C.
Lindsay Ross; CliftonLarsonAllen LLP (“CLA”)
Laci Knowles (for a portion of the meeting), Sam Hartman; D.A. Davidson & Co.
Jim Marshall, Esq., and Sam Thoma, Esq.; Daspin Aument LLP
Kristin Grace (for a portion of the meeting), Board Candidate

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested 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 Directors and the Board Candidate prior to this meeting in accordance with statute. It was noted by Mr. Sorensen that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors and Board Candidates, and no additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Quorum/Confirmation of Meeting Location/Posting of Notice: Mr. Sorensen confirmed the presence of a quorum.

RECORD OF PROCEEDINGS

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. Following discussion, and upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board determined that the meeting would be held at the offices of McGeady Becher, P.C., 450 E. 17th Ave., Suite 400, Denver, CO 80203. Attorneys McGeady and O'Connor and Ms. Myers were present at the physical location, which is within 20 miles of the District. The Board further determined that the meeting would also take place via Zoom video/telephone conference. Mr. Sorensen reported that notice was duly posted and that no objections to the meeting location or the video/telephonic manner of the meeting, or any requests that the meeting location or video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Agenda: The Board reviewed the Agenda for the meeting. Following discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board approved the Agenda, as presented as amended.

Minutes of July 15, 2022 Special Meeting: The Board reviewed the Minutes of the July 15, 2022 Special Meeting. Following review and discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board approved the Minutes, as presented.

Board Appointment: 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 on the Board was published in *The Sentinel* on July 28, 2022 and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

Following discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board appointed Kristin Grace to fill the vacancy on the Board. The Oath of Director was verbally administered to the new Director and Ms. Myers confirmed filing of the signed Oath of Director with the Adams County Clerk and Recorder.

Appointment of Officers: Following discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the following officers were appointed:

President:	Randy Danielson
Secretary:	Zander Myers (not a member of the Board)
Treasurer:	Joe Swensson

RECORD OF PROCEEDINGS

Assistant Secretary: Jim Erwin
Assistant Secretary: Eric Chamberlin
Assistant Secretary: Kristin Grace

District Website: Mr. Sorensen reviewed with the Board the proposal from Generation Web, Inc. (a/k/a Archipelago) for website creation and maintenance services. Following discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board approved the proposal with Archipelago Web Inc. for website creation and maintenance and authorized all necessary actions in connection therewith.

FINANCIAL MATTERS

Public Hearing on Amendment to 2022 Budget: Director Danielson opened the public hearing to consider an amendment to 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. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Ross reviewed the 2022 amended budget with the Board. Following discussion, upon motion duly made by Director Danielson, seconded by Director Grace, and upon vote unanimously carried, the Board adopted Resolution No. 2022-08-01 to Amend the 2022 Budget, with revisions discussed at the meeting.

Banking Services: Ms. Ross discussed the need for the District to open a checking account and establish a process for reviewing and approving invoices. Ms. Ross recommended opening a checking account with FirstBank and to establish an account with Bill.com to process invoices.

Following discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board authorized the District Accountant to open a checking account for the District with FirstBank, and to utilize Bill.com to process invoices. The Board further authorized Directors Danielson, Swensson, Erwin, Chamberlin, and Grace as signers on the checking account with FirstBank and authorized the same Directors access to review invoices on Bill.com, but only authorized Directors Danielson and Swensson to approve said invoices on Bill.com.

RECORD OF PROCEEDINGS

LEGAL MATTERS

Public Hearing to Consider Exclusion of Approximately 0.02 Acres of Property Owned by Sun Empire One Owner, LLC: President Danielson opened the public hearing to consider the Petition for Exclusion of approximately 0.02 acres of property owned by Sun Empire One Owner, LLC.

It was noted that publication of Notice stating that the Board would consider the inclusion of the property, 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 the public hearing. No public comments were received, and the public hearing was closed.

Following review and discussion, and upon motion duly made by Director Danielson, seconded by Director Grace, and upon vote unanimously carried, the Board approved the exclusion of the property and adopted Resolution No. 2022-08-02, Resolution for Exclusion of Real Property.

Intergovernmental Agreement Regarding Debt Reallocation: The Board reviewed the Intergovernmental Agreement Regarding the Reallocation of Debt Authorization by and among Sagebrush Farm Metropolitan District Nos. 1, 3, and 4. Following discussion, upon motion duly made by Director Danielson, seconded by Director Erwin, and upon vote unanimously carried, the Board approved the Intergovernmental Agreement Regarding Reallocation of Debt Authorization by and among Sagebrush Farm Metropolitan District Nos. 1, 3 and 4.

2022 - 20___ Operation Funding Agreement: Attorney McGeady and Attorney O'Connor reviewed with the Board the proposed 2022 - 20___ Operation Funding Agreement by and between the District and Sun Empire Venture, LLC (the "OFA"). Following discussion, the Board directed District Counsel to revise the OFA as discussed at the meeting, and to present it to the Board for consideration at the next meeting.

Facilities Funding and Acquisition Agreement: The Board reviewed the Facilities Funding and Acquisition Agreement by and between the District and Sun Empire Venture, LLC. Following discussion, upon motion duly made by Director Erwin, seconded by Director Danielson, and upon vote unanimously carried, the Board approved the Facilities Funding and Acquisition Agreement by and between the District and Sun Empire Venture, LLC.

Reimbursement Agreement – E. 56th Avenue Roadway Improvements: The Board discussed the Reimbursement Agreement – E. 56th Avenue Roadway Improvements by and between the District and Velocity Metropolitan District No. 1 ("Velocity"). Following discussion, the Board deferred approval of the

RECORD OF PROCEEDINGS

Reimbursement Agreement pending additional comments from Velocity. No additional action was taken.

Issuance of the District's General Obligation Limited Tax Bonds, Series 2022A and its Subordinate General Obligation Limited Tax Bonds, Series 2022B Bonds (together, the "Series 2022 Bonds"):

Bond Committee Report: Ms. Knowles and Attorney Leichman briefly discussed the status and timing of the issuance of the Series 2022 Bonds. Director Danielson then provided an update on the status of engaging a Cost Verification Engineer, noting that he has been in conversation with three different providers and anticipates having proposals ready for review at the next Board Meeting.

Cost Verification Engineer: The Board deferred discussion pending receipt of proposals for cost verification services. No additional action was taken.

Agreement Consulting Services: Following review and discussion, upon motion duly made by Director Erwin, seconded by Director Danielson, and upon vote unanimously carried, the Board acknowledge the execution of the Agreement for Consulting Services between the District and MuniCap, Inc.

Bond Resolution: Attorney Leichman recommended that the Board defer adoption of the resolution authorizing the issuance the District's General Obligation Limited Tax Bonds, Series 2022A (the "**Series 2022A Senior Bonds**"), and the District's Subordinate General Obligation Limited Tax Bonds, Series 2022B (the "**Series 2022B Subordinate Bonds**" and, together with the Series 2022A Senior Bonds, the "**Series 2022 Bonds**") in a combined amount not to exceed \$57,000,000, for the purpose of paying, reimbursing and financing certain public improvements for the District and paying costs incidental to the issuance of the Series 2022 Bonds (the "**Bond Resolution**"). Following brief discussion, the Board deferred adoption of the Bond Resolution to a Special Meeting to be scheduled for Tuesday, August 23, 2022 at 10:30 a.m.

OTHER BUSINESS

There was no other business.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned.

RECORD OF PROCEEDINGS

Respectfully submitted,

By *Alexandria Myers*
Secretary for the Meeting