

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

COTTONWOOD HOLLOW RESIDENTIAL METROPOLITAN DISTRICT

Held: Monday, May 3, 2021 at 11:00 a.m. via Teleconference

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Public Health & Environment, and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconference.

The special meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

- Douglas Hatfield
- Timothy O’Connor
- Dustin Anderson

Also present were Clint C. Waldron, Esq., and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow and Debbie Mitchell, CliftonLarsonAllen, LLP, District Accountant; Michael McGinnis, Greenberg Traurig, LLC, Disclosure Counsel; and Shelby Turner, Piper Sandler, Investment Banker.

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

Director Conflict of Interest Disclosures Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy 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. Ms. Murphy 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

Director Hatfield reviewed the proposed agenda with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as amended.

Consider Election of Officers; President, Secretary, Treasurer

The Board engaged in discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Board elected Director Hatfield as President, Director O'Connor as Treasurer, and Director Anderson as Secretary.

Consider Approval of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings

Ms. Murphy reviewed the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings.

Public Comment

None.

Consent Agenda

The Board reviewed the items on the consent agenda. Ms. Murphy 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/or adopted:

- March 31, 2021 Special Meeting Minutes;
- Amended and Restated Public Records Request Policy;
- 2021 Annual Administrative Resolution;
- Resolution Establishing an Electronic Signature Policy;
- Resolution Adopting Colorado Special District Records Retention Schedule;
- Resolution Providing for the Defense and Indemnification of Directors and Employees of the District;
- Engagement Letter for General Counsel with White Bear Ankele Tanaka & Waldron; and
- Engagement Letter for District Accounting Services with CliftonLarsonAllen LLP.

Ms. Murphy noted that she and Mr. Waldron are not independent as to the Engagement Letter with White Bear Ankele Tanaka & Waldron, the Board are advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter.

Bond Matters

Review Term Sheet and Financing Plan Ms. Turner reviewed the Term Sheet and Financing Plan with the Board. No action taken.

Consider Approval of Letter Agreement for Investment Banking Services with Piper Sandler & Co. Ms. Turner reviewed the Letter Agreement for Investment Banking Services with Piper Sandler & Co. with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Letter Agreement for Investment Banking Services with Piper Sandler & Co.

Consider Approval of Engagement Letter with Greenberg Traurig, LLP as Bond and Disclosure Counsel Mr. McGinnis reviewed the Engagement Letter with Greenberg Traurig, LLP as Bond and Disclosure Counsel with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Engagement Letter with Greenberg Traurig, LLP as Bond and Disclosure Counsel.

Consider Approval of Special Disclosure of Costs for Legal Services in Connection with Bonds from White Bear Ankele Tanaka & Waldron Ms. Murphy reviewed the Special Disclosure of Costs for Legal Services in Connection with Bonds from White Bear Ankele Tanaka & Waldron with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously Special Disclosure of Costs for Legal Services in Connection with Bonds from White Bear Ankele Tanaka & Waldron.

Consider Approval of Engagement Letter with Netherland, Sewell & Associates, Inc. for Oil and Gas Study Ms. Turner reviewed the Engagement Letter with Netherland, Sewell & Associates, Inc. for Oil and Gas Study with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Engagement Letter with Netherland, Sewell & Associates, Inc. for Oil and Gas Study.

Consider Approval of Engagement Letter with White & Jankowski LLC for Water Rights Opinion Mr. Waldron reviewed the Engagement Letter with White & Jankowski LLC for Water Rights Opinion with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Engagement Letter with White & Jankowski LLC for Water Rights Opinion.

Consider Approval of Engagement Letter with MMI Water Engineers, LLC for Water Rights Opinion Mr. Waldron reviewed the Engagement Letter with MMI Water Engineers, LLC for Water Rights Opinion with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Engagement Letter with MMI Water Engineers, LLC for Water Rights Opinion.

Consider Approval of Proposal from THK & Associates for Market Study Ms. Turner reviewed the Proposal from THK & Associates for Market Study with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Proposal from THK & Associates for Market Study.

Consider Approval of Ms. Turner reviewed the Proposal from King & Associates, Inc. for Appreciation Study with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Proposal from King & Associates, Inc. for Appreciation Study.

Consider Approval of Ms. Bartow reviewed the Engagement of CliftonLarsonAllen for Cash Flow Model with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Engagement of CliftonLarsonAllen for Cash Flow Model.

Other Bond Matters The Board engaged in general discussion regarding timing of the issuance.

Legal Matters

Review and Consider Approval of Service Plan Amendment and Authorize Submission to Town Mr. Waldron reviewed the proposed Service Plan Amendment with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Service Plan Amendment and authorized submission to the Town of Firestone.

Status of Turnover of District Files

Termination of Miller & Associates as Legal Counsel The Board engaged in general discussion regarding the termination of Miller & Associates as legal counsel. Following discussion, upon a motion duly made and seconded, the Board unanimously acknowledged the termination of Miller & Associates as legal counsel.

Authorization of Release of Files to WBA The Board engaged in general discussion regarding the release of files to White Bear Ankele Tanaka & Waldron. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Miller & Associates to release the District's files to White Bear Ankele Tanaka & Waldron.

Consider Engagement of AzTec Consultants for Mapping Services Ms. Murphy reviewed the engagement of AzTec Consultants for mapping services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement of AzTec Consultants subject to final review by Director Hatfield.

Other Legal Matters None.

Financial Matters

Discuss Opening New Bank Account and Authorize Signers Ms. Bartow recommended that the Board close all current bank accounts and establish new bank accounts with FirstBank and COLO Trust. Following discussion, upon a motion duly made and seconded, the Board unanimously approved opening a bank account with FirstBank and a bank account with COLO Trust and authorized all Board members as signers on the accounts.

Discuss and Consider Approval of Bill.com The Board engaged in general discussion regarding the use of Bill.com for processing invoices. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized the use of Bill.com and authorized Director O'Connor and Director Hatfield to review and approve invoices.

Other Financial Matters Ms. Bartow noted that the District will be required to complete a 2020 audit. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized the engagement of Haynie & Associates to conduct the 2020 audit.

Other Business Director O'Connor inquired about the District's insurance coverage. Mr. Waldron noted that legal counsel is looking into the District's insurance coverage.

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


Dustin M. Anderson (Jun 21, 2021 20:13 MDT)

Secretary for the Meeting

The foregoing minutes were approved on the 19th day of May, 2021.