

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

RM MEAD METROPOLITAN DISTRICT

Held: Tuesday, August 25, 2020, at 2:00 P.M., at Carbon Valley Regional Public Library, 7 Park Avenue, Firestone, Colorado 80504

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Health and Environment (CDPHE), and the threat posed by the COVID-19 coronavirus, and pursuant to the Supplemental Public Securities Act, the meeting was held via teleconference.

ATTENDANCE

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Glen Smith
Blake Smith
Natalie Ricci

Also present were: Jennifer Gruber Tanaka, Esq., and Eve Velasco, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; John Simmons, Simmons & Wheeler, P.C., District Accountant; Kamille Curylo, Esq., Kutak Rock, LLP, Bond, Disclosure and Tax Counsel; Mike Ryan, D.A. Davidson & Co., District underwriter; Tiffany Leichman, Esq., Sherman & Howard, Underwriter Counsel; Stephanie Chichester, Nick Taylor and Meredith Clinkinbeard, North Slope Capital Advisors, District Municipal Advisors.

ADMINISTRATIVE MATTERS

Call to Order and Confirmation of Quorum It was noted that a quorum of the Board was present, and, therefore, the meeting was called to order.

Declaration of Quorum and Confirmation of Director Qualifications Ms. Tanaka noted that a quorum for the Board was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures of Potential or Existing Conflicts of Interest Ms. Tanaka advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka reported that disclosures for those directors with 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. Tanaka noted that a quorum was present and 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Ms. Tanaka presented the Board with the proposed agenda for the meeting. Upon motion of Mr. G. Smith, seconded by Mr. B. Smith, the Board unanimously approved the agenda as amended to add item m to the Consent Agenda.

DIRECTOR MATTERS

Election of Officers

Ms. Tanaka noted the need to elect a President, Treasurer and a Secretary for the Board. It was noted that the Secretary position does not need to be a director. Upon motion of Mr. G. Smith, seconded by Ms. Ricci, the Board unanimously elected the following officers:

President: Glen Smith
Secretary/Treasurer: Blake Smith
Assistant Secretary: Natalie Ricci
Recording Secretary: Legal Counsel

PUBLIC COMMENT

None.

CONSENT AGENDA

The Board was presented with the consent agenda items. Mr. G. Smith requested that item l be removed and discussed separately. Upon motion of Mr. G. Smith, seconded by Ms. Ricci, the Board unanimously took the following actions:

- a. Approval of Board Meeting Minutes from December 4, 2019 Organizational Meeting
- b. Ratification of Resolution No. 2020-04-01: Resolution Establishing Electronic Signature Policy
- c. Adoption of Resolution No. 2020-08-01: Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings
- d. Approval of Payment of Claims as of August 25, 2020 (\$10,643.92)
- e. Ratification of Claims as of August 25, 2020 (\$32,756.55)
- f. Ratification of Independent Contractor Agreement with MMI Water Engineers, LLC for Cost Certification Services
- g. Ratification of Engagement of D.A. Davidson for Investment

Banking Services

- h. Ratification of Engagement of Kutak Rock for Bond and Disclosure Counsel Services
- i. Ratification of Engagement of North Slope Capital Investors for Financial Advisor Services
- j. Ratification of Engagement of White & Jankowski LLC for Special Counsel related to Water Rights
- k. Ratification of Special Bond Fee Disclosure Letter with White Bear Ankele Tanaka & Waldron, P.C.
- l. Pulled.
- m. Approval of Additional Claims as of August 25, 2020 (\$5,788)

Agreement between District and Second Royalty Regarding Assignment of Water Credits

The Board discussed the Agreement between the District and Second Royalty. Ms. Tanaka noted that the agreement is required in order to enable the District to reimburse Second Royalty for the water credits associated with the project. Mr. Edrich explained the provisions of the agreement are required in order to satisfy tax law requirements to ensure the transaction is government related and not otherwise for private purposes.

Upon motion of Mr. G. Smith, seconded by Mr. B. Smith, the Board unanimously approved the agreement.

FINANCIAL MATTERS

Resolution No. 2020-08-02 authorizing the issuance of the District's General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2020A and its Subordinate General Obligation Limited Tax Bonds, Series 2020B in a maximum aggregate principal amount not to exceed \$5,500,000

Ms. Curylo and Mr. Ryan reviewed the proposed bond issuance transaction along with the associated documents with the Board.

The Board also noted it engaged the services of North Slope Capital Advisors as Municipal Advisor for the transaction.

Upon motion of Mr. G. Smith, seconded by Mr. B. Smith, the Board unanimously adopted Resolution No. 2020-08-02 authorizing the issuance of the District's General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2020A and its Subordinate General Obligation Limited Tax Bonds, Series 2020B in a maximum aggregate principal amount not to exceed \$5,500,000.

LEGAL MATTERS

Resolution No. 2020-08-03: Resolution Regarding Acceptance of District Eligible Costs and Acquisition of Public Improvements

The Board reviewed the request from Second Royalty for reimbursement under the Public Improvements Acquisition and Reimbursement Agreement, dated December 4, 2019. It was noted that the District's third-party engineer, MMI Water Engineers, LLC, and the District's accountant, Simmons & Wheeler, P.C., have both reviewed the request and have issued certifications confirming that \$198,469.79 is eligible for

reimbursement by the District.

Upon motion of Mr. G. Smith, seconded by Mr. B. Smith, the Board unanimously accepted the advances made by Second Royalty and adopted Resolution No. 2020-08-03: Resolution Regarding Acceptance of District Eligible Costs and Acquisition of Public Improvements.

OTHER BUSINESS

Next Meeting Date

The next regular meeting is scheduled for October 27, 2020, at 10:30 A.M.

ADJOURNMENT

There being no further business to be conducted, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Blake Smith

Blake Smith (Sep 24, 2020 10:47 MDT)

Secretary for the Meeting