

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF

LANTERNS METROPOLITAN DISTRICT NOS. 1-5

Held: Tuesday, June 15, 2021 at 1:00 p.m. via teleconference.

Due to the threat posed by the COVID-19 coronavirus, this meeting was held via teleconference:

Attendance

The joint 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.

District No. 1

Scott Carlson  
Tim Westbrook  
Eric Lehman  
Reggie Carveth

District Nos. 2-5

Scott Carlson  
Ryan Carlson

Director Ben Both and Director Kent Carlson were absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were Clint C. Waldron, Esq., Megan J. Murphy, Esq., and Allison L. Hanson, Paralegal, White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow, CliftonLarsonAllen, LLP, District Accountant; Nick Taylor and Meredith Clickinbeard, North Slope Capital Advisors; Kimberly Reed, Esq. and Jennifer Brooks, Esq., Ballard Spahr, LLP; and Sheila Mares, D.A. Davidson.

Call to Order

A quorum of the Boards were present and the meeting was called to order.

Declaration of Quorum/Director Qualifications

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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Murphy inquired into whether members of the Boards 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 Boards to act.

**Approval of Agenda**

The Boards reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Boards approved the agenda as presented.

**Consider Approval of Resolution Declaring Return to Active Status (District Nos. 2-5)**

Ms. Murphy reviewed the Resolution Declaring Return to Active Status with the Boards of District Nos. 2-5. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

**Consider Election of Officers (District Nos. 2-5)**

The Boards of District Nos. 2-5 engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 2-5 elected Director Scott Carlson as President, Director Ryan Carlson as Treasurer; and Director Kent Carlson as Secretary.

**Consider Approval of Resolution Establishing Procedures and Authorizing Teleconferencing for Regular and Special Meetings (District Nos. 2-5)**

Ms. Murphy reviewed the Resolution Establishing Procedures and Authorizing Teleconferencing for Regular and Special Meetings for District Nos. 2-5. Following discussion, upon a motion duly made and seconded, the Boards approved the resolution.

**Acknowledge Resignation of Director Clay Carlson (District Nos. 2-5)**

The Boards of District Nos. 2-5 acknowledged the resignation of Director Clay Carlson from the Board of District Nos. 2-5.

**Discuss Board Vacancies and Publication of Notice (District Nos. 2-5)**

The Boards of District Nos. 2-5 engaged in general discussion regarding vacancies. It was noted that a Notice of Vacancy was published on June 10, 2021.

**Public Comment**

None.

**Consent Agenda**

The Boards reviewed the items on the consent agenda. Ms. Murphy advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested removed from the consent

agenda. Upon motion duly made and seconded, the following items on the consent agenda were unanimously ratified, approved and/or adopted:

- Minutes from March 24, 2021 Special Meeting (District No. 1);
- Minutes from February 25, 2021 Organizational Meeting (District Nos. 2-5);
- Joint Resolution Designating the District's 24-Hour Posting Location (District Nos. 2-5);
- 2019 and 2020 Annual Report (District Nos. 2-5);
- Resolution Establishing an Electronic Signature Policy (District Nos. 2-5); and
- Amended and Restated Public Records Policy (District Nos. 2-5).

### **Legal Matters**

Discuss District Website and Consider Ratification of Contractor Agreement with Heatherly Creative for Website Maintenance (District No. 2)

The Board of District No. 2 engaged in discussion regarding District Website and Consider Ratification of Contractor Agreement with Heatherly Creative for Website Maintenance. Following discussion, upon a motion duly made and seconded, the Board District No. 2 unanimously ratified the Contractor Agreement.

Consider Adoption of 2021 Joint Annual Administrative Resolution (District Nos. 2-5)

Ms. Murphy reviewed the 2021 Joint Annual Administrative Resolution with the Boards of District Nos. 2-5. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 2-5 adopted the resolution.

Insurance and Liability Agreements

Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association (District No. 2)

Ms. Murphy reviewed the Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 adopted the resolution and authorized membership in the Special District Association.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

Ms. Murphy reviewed the Agency Service Agreement with T. Charles Wilson Insurance Services with the Board of District No. 2. Following discussion, upon a motion duly made and seconded,

the Board of District No. 2 approved the Agency Services Agreement.

Consider Authorization to Bind BMO Worker's Compensation Coverage (District No. 2)

The Board of District No. 2 engaged in general discussion regarding authorization to bind BMO Worker's Compensation Coverage. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 directed legal counsel to bind BMO Worker's Compensation Coverage.

Consider Approval of Proposal for General Liability Coverage and Limits (District No. 2)

Ms. Murphy reviewed the proposal for General Liability Coverage with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 approved the property and liability proposal.

Discuss Excess Liability Coverages and Options (District No. 2)

Ms. Murphy reviewed the excess liability coverage and options with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 determined to not include additional excess liability coverage.

Discuss Funding and Reimbursement Agreement (O&M) and Infrastructure Acquisition and Reimbursement Agreement (District No. 2)

The Board for District No. 2 engaged in general discussion regarding Funding and Reimbursement Agreement (O&M) and Infrastructure Acquisition and Reimbursement Agreements and determined such agreements would be between District No. 2 and Toll Southwest, LLC.

Other Legal Matters

None.

### **Financial Matters**

Consider Unaudited Financial Statements (District No. 1)

Ms. Bartow reviewed the April 30, 2021 Unaudited Financial Statements with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously accepted the April 30, 2021 Unaudited Financial Statements.

Public Hearing on 2021 Budget (District No. 2)

Director Scott Carlson opened the public hearing on the proposed 2021 Budget. Ms. Murphy 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.

Consider Adoption of 2021 Budget Resolution (District No. 2)

Ms. Bartow reviewed the 2021 Budget and Budget Resolution with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously

	adopted the resolution adopting the 2021 Budget and appropriating funds therefor.
Public Hearing on 2021 Budget (District No. 3)	Director Scott Carlson opened the public hearing on the proposed 2021 Budget. Ms. Murphy 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.
Consider Adoption of 2021 Budget Resolution (District No. 3)	Ms. Bartow reviewed the 2021 Budget and Budget Resolution with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously adopted the resolution adopting the 2021 Budget and appropriating funds therefor.
Public Hearing on 2021 Budget (District No. 4)	Director Scott Carlson opened the public hearing on the proposed 2021 Budget. Ms. Murphy 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.
Consider Adoption of 2021 Budget Resolution (District No. 4)	Ms. Bartow reviewed the 2021 Budget and Budget Resolution with the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 unanimously adopted the resolution adopting the 2021 Budget and appropriating funds therefor.
Public Hearing on 2021 Budget (District No. 5)	Director Scott Carlson opened the public hearing on the proposed 2021 Budget. Ms. Murphy 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.
Consider Adoption of 2021 Budget Resolution (District No. 5)	Ms. Bartow reviewed the 2021 Budget and Budget Resolution with the Board of District No. 5. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 unanimously adopted the resolution adopting the 2021 Budget and appropriating funds therefor.
Authorize Signers on District Bank Accounts (District No. 2)	Deferred.
Other Financial Matters	None.

**Bond Matters (District No. 2)**

- Discuss Bond Financing and Schedule of Events Ms. Mares reviewed the Bond Financing and Schedule of Events with the Board of District No. 2.
- Consider Approval of Certificate Concerning District Financing Ms. Murphy reviewed the Certificate Concerning District Financing with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the Certificate Concerning District Financing.
- Consider Approval of Special Bond Fee Disclosure with White Bear Ankele Tanaka & Waldron Ms. Murphy reviewed the Special Bond Fee Disclosure with White Bear Ankele Tanaka & Waldron with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the Special Bond Fee Disclosure.
- Consider Approval of Engagement Letter with Butler Snow LLP as Disclosure Counsel Ms. Mares reviewed the engagement letter with Butler Snow LLP as Disclosure Counsel with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the engagement.
- Consider Approval of Engagement Letter with CliftonLarsonAllen LLP as Cash Flow Analysis Ms. Bartow reviewed the engagement letter from CliftonLarsonAllen LLP for Cash Flow Analysis with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the engagement.
- Consider Approval of Engagement Letter with Ballard Spahr LLP as Bond Counsel Ms. Reed reviewed the engagement letter from Ballard Spahr LLP as Bond Counsel with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the engagement.
- Consider Approval of Engagement Letter with D.A. Davidson & Co. as Underwriter Ms. Mares reviewed the engagement letter with D.A. Davidson & Co. as Underwriter with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the engagement.
- Consider Approval of Engagement Letter with North Slope Capital Advisors as Municipal Advisor Mr. Taylor reviewed the engagement letter from North Slope Capital Advisors as Municipal Advisor with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the engagement.

Consider Approval of Engagement Letter with Zonda Advisory for Market Study

Ms. Mares reviewed the engagement letter with Zonda Advisory for Market Study with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the engagement.

Consider Approval of Engagement Letter with King & Associates, Inc. for Planning and Economic Services

Ms. Mares reviewed the engagement letter with King & Associates, Inc. for Planning and Economic Services with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the engagement.

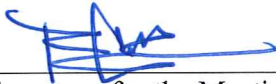
**Other Business**

The Boards engaged in general discussion regarding the next Board meeting. The Boards determined to have the meeting the week of July 5, 2021.

**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.



Secretary for the Meeting, District No. 1

The foregoing minutes were approved on the \_\_\_ day of July, 2021.

*Kent D Carlson*

Secretary for the Meeting, District Nos 2-5

The foregoing minutes were approved on the 6th day of July, 2021.