

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

LANTERNS METROPOLITAN DISTRICT NO. 3

Held: Friday, October 20, 2023 at 10:00 a.m. at 2154 East Commons Avenue, Suite 2000, Centennial, Colorado 80122 and via Zoom teleconference.

Attendance

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.

Tim Westbrook
Reggie Carveth
Eric Lehman

Director Both and Osler were absent and excused.

Also present were: Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Bartow, CliftonLarsonAllen, LLP, District Accountant; Nick Taylor, North Slope Capital Advisors; Tim Morzel and Brooke Hutchens, D.A. Davidson; Kristine Lay, Esq, Kutak Rock, Bond Counsel; and Denise Hogenes, Toll Brothers.

Call to Order

A quorum of the Board was 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 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

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

Public Comment

None.

Bond Matters

Update on Status of Bond Issuance

Ms. Hutchens provided an update to the Board on the status of the bond issuance and market conditions.

Consider and make a final determination to issue general obligation indebtedness consisting of its: Limited Tax General Obligation Bonds, Series 2023A-1, in an approximate principal amount of \$10,800,000; Limited Tax General Obligation Convertible Capital Appreciation Bonds, Series 2023A-2, in an approximate principal amount of \$9,870,000; and Subordinate Limited Tax General Obligation Bonds, Series 2023B(2), in an approximate principal amount of \$2,600,000, which amounts are subject to increase or decrease as determined by the Board or as otherwise permitted by any resolution adopted by the Board at such meeting, and, in connection therewith, the Board will consider a resolution: authorizing the issuance of such indebtedness; authorizing the Indentures of Trust, a Bond Purchase Agreement, a Continuing Disclosure Agreement, the form of Limited Offering


Ms. Lay reviewed the parameters resolution authorizing the issuance of indebtedness; authorizing the Indentures of Trust, a Bond Purchase Agreement, a Continuing Disclosure Agreement, the form of Limited Offering Memorandum and other related documents; approving, ratifying and confirming the execution of certain documents; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions with the Board. Mr. Taylor and Ms. Hutchens discussed the par amount, maximum interest rate, authorized delegates, and district representatives. Mr. Talyor noted that the actual rates will be market driven at the time of pricing and will be reviewed by North Slope as a fiduciary to the District. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution authorizing the issuance of the Series 2023A-1, Series 2023A-2 and Series 2023B(2) Bonds and related actions as set forth in the resolution..

Memorandum and other related documents; approving, ratifying and confirming the execution of certain documents; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions.

Other Business/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.


Chris Osler (Jan 22, 2024 07:59 MST)

Secretary for the Meeting

The foregoing minutes were approved on the 18th day of January, 2024.