

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

CRYSTAL VALLEY METROPOLITAN DISTRICT
NO. 2

Held: July 22, 2021 at 10:00 A.M. via Zoom Teleconference

Attendance

The 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:

Linda Sweetman
Jerry Biesboer
Carl Smith
Brian Bates
Mark Turner

Also present was Kristen D. Bear, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and Cathleen Hamilton, CPA, Simmons & Wheeler, P.C.

Call to Order/Director
Qualification

It was noted that a quorum of the Board was present and that the directors had confirmed their qualifications to serve, and therefore, called the meeting to order.

Director Disclosures

Ms. Bear advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Bear 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. Bear 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. Bear presented the proposed agenda to the Board for

consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda as amended.

Public Comment

None.

Legal Matters - Subdistrict

Discuss Development of Lots in F19 and 20, District Bond Issuance and Liability Associated with Water Provision to Subdistrict Area

The Board engaged in a general discussion of the anticipated timing associated with development of Filings 19 and 20. Ms. Bear indicated that she would keep the Board apprised as she became aware of further timing considerations concerning construction and financing. The Board authorized Ms. Bear to contact the Town attorney to discuss the specifics of the Town participation in the construction of the water tank after the Town has considered the necessary amendment to the development agreement and transaction with Bell Mountain..

Discuss Subdistrict Bonds and Engagement of Financial Advisor and Underwriter

In order to ensure that the Subdistrict is able to move forward as necessary with the financing, a motion was duly made and seconded by the Subdistrict Board to authorize a financing committee composed of Directors Sweetman and Bates and to further authorize the financing committee to engage Wells Fargo and Piper Jaffery as necessary to kick off the Subdistrict financing.

Discuss 2021 Election: Authorization to Subdistrict

Ms. Bear indicated that she had been in discussions with Mr. Veio regarding the necessary TABOR authorization for the Subdistrict and requested the Subdistrict's authorization to hold a November 2021 TABOR election. After further discussion, and upon motion duly made and seconded, the Subdistrict Board unanimously approved holding the November 2021 TABOR election.

Financial Matters

Consider Approval of Payables/Financials

The Board reviewed the payables and financials. Following discussion, upon a motion duly made and seconded, the Board approved the financial statements and accepted the payables.

Review 2020 Audit

The Board reviewed the 2020 audit. Following discussion, upon a motion duly made and seconded, the Board accepted the audit, subject to final legal and accountant review. Ms. Hamilton will send the final audit to all board members for their files.

Other Business

Director Turner provided his resignation to the board effective immediately.

Adjourn

There being no further business to come before the Board, and upon a 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.

Brian Bates

Brian Bates (Mar 4, 2022 12:45 MST)

Secretary for the Meeting

The foregoing minutes were approved on the 10th day of November, 2021.