RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF RRC METROPOLITAN DISTRICT NO. 2

Held: Monday, December 6, 2021, at 1:30 p.m. at the offices of McGeady Becher P.C., 450 E. 17th Ave., Suite 400, Denver, CO 80203, and via Zoom video/telephone conference. There was at least one person present at the physical meeting location. The meeting was open to the public.

Attendance

A Special Meeting of the Board of Directors of the RRC Metropolitan District No. 2, County of Jefferson, State of Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following Directors present and acting:

John Cheney, President (via Zoom)
Jennifer Thornbloom, Secretary (via Zoom)
Jonathan "Jack" Beckwitt, Treasurer (via Zoom)
Debra Hessler, Assistant Secretary (via Zoom)

Also present were:
Paula Williams, Esq.; McGeady Becher P.C. (via Zoom)
Craig Sorensen; McGeady Becher P.C., (in person at the meeting location and via Zoom)
Diane Wheeler; Simmons & Wheeler, P.C. (via Zoom)
Tiffany Leichman, Esq.; Sherman & Howard L.L.C. (via Zoom, for a portion of the meeting)
Shelby Noble, Simon Egerton and Katie McVey; Piper Sandler & Co. (via Zoom, for a portion of the meeting)
Nick Taylor; North Slope Capital Advisors (via Zoom, for a portion of the meeting)

Disclosure of Potential Conflicts of Interest

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Williams that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no new conflicts of interest were disclosed at the meeting.

Quorum / Meeting Manner and Location / Posting of Notices	Attorney Williams confirmed the presence of a quorum. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's board meeting. The Board determined that the meeting would be held at the physical location of the offices of McGeady Becher P.C., 450 E. 17th Ave., Suite 400, Denver, CO 80203, which is within 20 miles of the District. Mr. Sorensen was present at the physical meeting location. The Board further determined that the meeting would also take place via Zoom video/telephone conference. Mr. Sorensen reported that notice was duly posted and that no objections to the meeting location or the video/telephonic manner of the meeting, or any requests that the meeting location or video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.
Approval of Agenda	The Board reviewed the agenda for the meeting. Following review and discussion, and upon motion duly made by Director Cheney, seconded by Director Beckwitt, and upon vote unanimously carried, the Board approved the agenda, as amended.

Issuance by RRC Metropolitan District No. 2 of its General Obligation Limited Tax Bonds, Series 2021(3) (the "District No. 2 Bonds"):

Bond Counsel Engagement Agreement	Following review and discussion, and upon motion duly made by Director Cheney, seconded by Director Beckwitt, and upon vote unanimously carried, the Board approved the Bond Counsel Engagement Agreement between RRC Metropolitan District No. 2 and Sherman & Howard L.L.C.
Financial Advisor Scope of Services Engagement Letter	Following discussion, and upon motion duly made by Director Cheney, seconded by Director Beckwitt, and upon vote unanimously carried, the Board acknowledged execution of the Financial Advisor Scope of Services Engagement Letter among RRC Metropolitan District No. 1, RRC Metropolitan District No. 2, and North Slope Capital Advisors.

Resolution Authorizing Bond Issuance	Attorney Leichman reviewed with the Board the Resolution authorizing the issuance of the RRC Metropolitan District No. 2 General Obligation Limited Tax Bonds, Series 2021(3) (the "**Series 2021 Bonds**") in a maximum aggregate principal amount of $45,000,000, for the purpose of paying, reimbursing and financing certain public improvements and paying the costs incidental to the issuance of the Series 2021 Bonds, and authorizing the execution of an Indenture of Trust and all agreements, documents, instruments, certificates, and actions necessary or appropriate in connection with the issuance of such Series 2021 Bonds (the "**Bond Resolution**"). Following review and extensive discussion, and upon motion duly made by Director Cheney, seconded by Director Beckwitt, and upon vote unanimously carried, the Board adopted the Bond Resolution, appointed Director Cheney as Sale Representative, and appointed Ms. Wheeler as District Representative.
Resolution Regarding Continuing Disclosure Policies and Procedures	Following discussion, and upon motion duly made by Director Thornbloom, seconded by Director Beckwitt, and upon vote unanimously carried, the Board adopted Resolution No. 2012-12-06, Resolution Regarding Continuing Disclosure Policies and Procedures, subject to final review by the District President. The representatives of Sherman & Howard L.L.C., Piper Sandler & Co., and North Slope Capital Advisors all left the meeting at this point.
Minutes of April 1, 2021 Special Meeting	The Board reviewed the minutes of the April 1, 2021 Special Meeting. Following review and discussion, and upon motion duly made by Director Cheney, seconded by Director Thornbloom, and upon vote unanimously carried, the Board approved the minutes, as presented.
2022 Meeting Schedule / Meeting/Posting Resolution	The Board discussed the regular meeting schedule for 2022. Following discussion, the Board determined that regular meetings for 2022 would be scheduled on the second Tuesday of February, May, August and November, at 1:00 p.m., with all meetings to be held virtually. Following review and discussion, and upon motion duly made by Director Cheney, seconded by Director Hessler, and upon vote unanimously carried, the Board adopted Resolution No. 2021-12-01, Resolution Establishing Regular Meeting Dates, Time and Location, and

Designating Location for Posting of 24-Hour Notices.

Insurance Renewal / SDA Membership

The Board discussed the renewal of liability insurance coverage for 2022 and the renewal of the District's membership in the Special District Association.

Following discussion, and upon motion duly made by Director Beckwitt, seconded by Director Cheney, and upon vote unanimously carried, the Board authorized the renewal of liability insurance coverage for 2022 and the renewal of the District's membership in the Special District Association.

District Website

Attorney Williams and Mr. Sorensen discussed with the Board the new statutory requirement for the District to have a functioning website by January 1, 2023.

Following discussion, and upon motion duly made by Director Cheney, seconded by Director Hessler, and upon vote unanimously carried, the Board authorized the engagement of Archipelago Web Inc. to create and maintain the District's website.

Unaudited Financial Statements

Ms. Wheeler reviewed with the Board the unaudited financial statements for the period ending July 31, 2021.

Following review and discussion, upon motion duly made by Director Cheney, seconded by Director Hessler, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending July 31, 2021, as presented.

2021 Budget Amendment

Director Cheney opened the public hearing to consider a proposed amendment to the 2021 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider amendment of the 2021 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Wheeler informed the Board that no amendment to the 2021 Budget was required.

2022 Budget

Director Cheney opened the public hearing to consider the proposed 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the

Board would consider adoption of the budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Wheeler reviewed with the Board the estimated 2021 expenditures and the proposed 2022 expenditures.

It was noted that the District would certify a mill levy of 3.000 mills in the General Fund and 55.664 mills in the Debt Service Fund, for a total levy of 58.664 mills.

Director Cheney then moved (seconded by Hessler) to adopt the 2022 Budget (subject to final review by the District President), and the Board considered adoption of Resolution No. 2021-12-02 to Adopt the 2022 Budget and Appropriate Sums of Money, and Resolution No. 2021-12-03 to Set Mill Levies. Following discussion, and upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. District Counsel was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Jefferson County not later than December 15, 2021. District Counsel was further directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2022.

Resolution Authorizing Adjustment of the District Mill Levy

Attorney Williams reviewed with the Board a proposed resolution authorizing adjustment of the District mill levy.

Following discussion, upon motion duly made by Director Beckwitt, seconded by Director Thornbloom, and upon vote unanimously carried, the Board adopted Resolution No. 2021-12-04, Resolution Authorizing Adjustment of the District Mill Levy in Accordance with the Service Plan.

DLG-70 Certification of Tax Levies

Following discussion, upon motion duly made by Director Beckwitt, seconded by Director Thornbloom, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Certification of Tax Levies form for certification to the Board of County Commissioners and other interested parties.

Preparation of 2023 Budget	Following discussion, upon motion duly made by Director Beckwitt, seconded by Director Thornbloom, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2023 Budget.
2021 Audit /Exemption	The Board discussed the requires for an audit or audit exemption. Following discussion, it was determined that the District will require an audit for 2021. Following discussion, upon motion duly made by Director Beckwitt, seconded by Director Thornbloom, and upon vote unanimously carried, the Board directed Ms. Wheeler to obtain proposals for preparation of the 2021 audit, and authorized the District President to select a provider and sign an engagement agreement.
Consolidated Amended and Restated Service Plan	Attorney Williams reported to the Board that the Consolidated Amended and Restated Service Plan for RRC Metropolitan District Nos. 1 and 2 and Service Plan for RRC Metropolitan District Nos. 4-6 is being revised, and will be re-submitted to Jefferson County.
First Amendment to Operation Funding Agreement	Attorney Williams reviewed with the Board the First Amendment to Operation Funding Agreement between RRC Metropolitan District No. 1 and Lennar Colorado, LLC ("First Amendment"). Following review and discussion, upon motion duly made by Director Cheney, seconded by Director Beckwitt, and upon vote unanimously carried, the Board approved the First Amendment.
Rescission of Facilities Fee Resolution	Attorney Williams informed the Board that Resolution No. 2021-04-03, Amended and Restated Resolution Regarding the Imposition of Facilities Fee, was no longer needed and was never finalized. Following discussion, upon motion duly made by Director Cheney, seconded by Director Beckwitt, and upon vote unanimously carried, the Board <u>rescinded</u> the adoption on April 1, 2021 of Resolution No. 2021-04-03, Amended and Restated Resolution Regarding the Imposition of Facilities Fee.

Termination of Funding Agreements	Attorney Williams reviewed with the Board the Termination of Funding Agreements by and between RRC Metropolitan District No. 1, RRC Metropolitan District No. 2, and Tharaldson Ethanol Plant I, L.L.C. ("Termination Agreement"). Following review and discussion, upon motion duly made by Director Cheney, seconded by Director Thornbloom, and upon vote unanimously carried, the Board approved the Termination Agreement, subject to review by Tharaldson Ethanol Plant I, L.L.C.
May 3, 2022 Regular Directors' Election ("Election")	Attorney Williams and Mr. Sorensen discussed with the Board new statutory requirements relating to the Election, and related expenses for same. Following discussion, upon motion duly made by Director Beckwitt, seconded by Director Cheney, and upon vote unanimously carried, the Board adopted Resolution No. 2021-12-07 Calling a Regular Election for Directors on May 3, 2022, appointing Craig Sorensen as Designated Election Official ("DEO"), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.
Section 32-1-809, C.R.S. Requirements (Transparency Notice)	Mr. Sorensen discussed the special district transparency requirements of Section 32-1-809, C.R.S. with the Board. Following discussion, the Board directed District Counsel to post the transparency notice on the Special District Association website.
Other Business	There was no other business.
Adjournment	There being no further business coming before the Board, upon motion duly made by Director Cheney, seconded by Director Hessler, and upon vote unanimously carried, the meeting was adjourned.

The foregoing Minutes were approved by the Board of Directors on April 26, 2022.

The foregoing record constitutes a true and correct copy of the Minutes of the above referenced meeting.

Jennifer Thornbloom

Secretary