

CERTIFIED RECORD

OF

PROCEEDINGS

RRC METROPOLITAN DISTRICT No. 2

TOWN OF MORRISON, JEFFERSON COUNTY, COLORADO

RELATING TO

GENERAL OBLIGATION LIMITED TAX BONDS, SERIES 2021(3)

(Attach copy of notice of meeting, as posted)

**NOTICE OF SPECIAL MEETING
RRC METROPOLITAN DISTRICT NO. 2
JEFFERSON COUNTY, COLORADO**

NOTICE IS HEREBY GIVEN that the Board of Directors (the “**Board**”) of the RRC Metropolitan District No. 2 (the “**District**”), Jefferson County, Colorado, will meet in special session on Monday, December 6, 2021, at 1:30 p.m., at the offices of McGeady Becher P.C., 450 E. 17th Ave., Suite 400, Denver, Colorado 80203. Although at least one individual will be physically present at the meeting location, the meeting will also be accessible via Zoom video/telephone conference, as follows:

1. **To attend via Zoom videoconference, use the following link, or e-mail csorensen@specialdistrictlaw.com to have the link e-mailed to you:**
<https://zoom.us/j/94722511010?pwd=dzZQZjRpUkNQSzI0SzRHWnljYTd0dz09>
2. **To attend via telephone, dial 1-346-248-7799 or 1-253-215-8782 and enter the following additional information:**
 - (a) **Meeting ID: 947 2251 1010**
 - (b) **Passcode: 082811**

At this meeting, it is anticipated that the Board will make a final determination to issue or refund general obligation indebtedness. Specifically, the District intends to consider adoption of a resolution authorizing the issuance of its 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.

Such resolution will also authorize 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 bonds. Pursuant to the Supplemental Public Securities Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the authorization or issuance of such bonds may be commenced more than thirty days after the authorization of such bonds pursuant to the aforementioned resolution.

The Board will also take up such other business as may be before the Board. The meeting is open to the public.

Pursuant to the provisions of the Supplemental Public Securities Act, one or more members of the Board may participate in this meeting and may vote on the foregoing matters through the use of a conference telephone or other telecommunications device.

This notice is given by order of the Board of Directors of the District.

**RRC METROPOLITAN DISTRICT NO. 2
JEFFERSON COUNTY, COLORADO**

By: /s/ PAULA J. WILLIAMS
Attorney for the District

Posted at one (1) public place within the District, at least twenty-four hours prior to the meeting.

STATE OF COLORADO)
)
JEFFERSON COUNTY)
)
RRC METROPOLITAN DISTRICT NO. 2)

The Board of Directors of RRC Metropolitan District No. 2, Town of Morrison, Jefferson County, Colorado, met in special session at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, in Denver, Colorado, on Monday, the 6th day of December, 2021, at the hour of 1:30 p.m. Such meeting was also made available via video and teleconference via the following:

For attendance via Zoom videoconference, use of the following link:
<https://zoom.us/j/94722511010?pwd=dzZQZjRpUkNQSZl0SzRHWnljYTd0dz09>

For attendance via telephone conference, by dialing 1-346-248-7799 or 1-253-215-8782 and entering the following additional information: Meeting ID: 947 2251 1010 and Passcode: 082811

In accordance with §11-57-211, C.R.S., one or more of the members of the Board participated in this meeting and voted through the use of a conference telephone, and there was at least one person physically present at the designated meeting area to ensure that the public meeting was in fact accessible to the public.

The following members of the Board of Directors were present, constituting a quorum:

President and Chairman: John Cheney
Secretary: Jennifer Thornbloom
Treasurer: Jonathan Beckwitt
Assistant Secretary: Debra Hessler

Absent: NONE

Thereupon there was introduced the following resolution:

RESOLUTION

WHEREAS, RRC Metropolitan District No. 2, Town of Morrison, Jefferson County, Colorado (the “District”), is a duly and regularly created, established, organized, and existing metropolitan district, existing as such under and pursuant to the constitution and laws of the State of Colorado; and

WHEREAS, at a regular election of the eligible electors of the District, duly called and held on Tuesday, November 8, 2016 (the “2016 Election”), in accordance with law and pursuant to due notice, a majority of those qualified to vote and voting at the 2016 Election voted in favor of, *inter alia*, the issuance of general obligation indebtedness for the purpose of providing public improvements; and

WHEREAS, the returns of the 2016 Election were duly canvassed and the result thereof duly declared; and

WHEREAS, the result of the 2016 Election was certified by the District by certified mail to the board of county commissioners of each county in which the District is located or to the governing body of a municipality that has adopted a resolution of approval of the special district pursuant to §32-1-204.5, C.R.S., and with the division of securities created by §11-51-701, C.R.S. within forty-five days after the election; and

WHEREAS, the District has not issued any bonds or other obligations using the authorization of the 2016 Election; and

WHEREAS, as required by the District's Service Plan (as defined herein), the “Disconnection” (as such term is defined in the Service Plan) from the Town of Morrison, Colorado has occurred; and

WHEREAS, the District was created in part for the purpose of providing funding for public improvements through the issuance of its own bonds, payable from, *inter alia*, certain tax levies to be imposed by the Pledge District (as defined herein) and pledged to the District through an intergovernmental agreement; and

WHEREAS, the Board of Directors of the District (the “Board”) has determined and does hereby determine that it is necessary to pay the costs of acquiring, constructing, and installing a portion of the facilities the debt for which was approved at the 2016 Election (the “Project”); and

WHEREAS, the Board has determined and hereby determines that it is in the best interests of the District, and the residents and taxpayers thereof, that the Project be financed by the issuance of bonds; and

WHEREAS, for the purpose of paying the costs of the Project, the Board has determined and hereby determines that it is in the best interests of the District, and the residents and taxpayers thereof, that the District should issue its General Obligation Limited Tax Bonds, Series 2021(3), in the maximum aggregate principal amount of \$45,000,000 (the “Bonds”); and

WHEREAS, the Bonds shall be issued pursuant to the provisions of Title 32, Article 1, Part 11, C.R.S., and all other laws thereunto enabling; and

WHEREAS, the Board specifically elects to apply all of the provisions of Title 11, Article 57, Part 2, C.R.S., to the Bonds; and

WHEREAS, the Bonds will be issued and secured by that certain Indenture of Trust (the “Indenture”), between the District and UMB Bank, n.a., as trustee (the “Trustee”); and

WHEREAS, the Bonds shall be limited mill levy obligations of the District, payable solely from the Pledged Revenue, all as defined and described in the Indenture; and

WHEREAS, the Bonds are being issued only to financial institutions or institutional investors within the meaning of §32-1-1101 (6)(a)(IV), C.R.S., and thus are permitted pursuant to such statute; and

WHEREAS, the Bonds shall be issued in denominations of \$500,000 each, and in integral multiples above \$500,000 of not less than \$1,000 each, and thus will be exempt from registration under the Colorado Municipal Bond Supervision Act; and

WHEREAS, the allocation of the Bonds to the authorized but unissued indebtedness from the 2016 Election shall be as set forth in the Indenture, and shall be determined based upon the expected use of the proceeds thereof as of the date of issuance of the Bonds; and

WHEREAS, the Board has been presented with a proposal in the form of a Bond Purchase Agreement (the “Bond Purchase Agreement”) from Piper Sandler & Co., of Denver, Colorado (the “Underwriter”), to purchase the Bonds; and

WHEREAS, after consideration, the Board has determined that the sale of the Bonds to the Underwriter is in the best interests of the District and the residents thereof; and

WHEREAS, pursuant to §32-1-902(3), C.R.S., and §18-8-308, C.R.S., all known potential conflicting interests of the Directors were disclosed to the Colorado Secretary of State and to the Board in writing at least 72 hours in advance of this meeting; additionally, in accordance with §24-18-110, C.R.S., the appropriate Board members have made disclosure of their personal and private interests relating to the issuance of the Bonds in writing to the Secretary of State and the Board; finally, said officials have stated for the record immediately prior to the adoption of this Bond Resolution the fact that they have said interests and the summary nature of such interests and the participation of said officials is necessary to obtain a quorum or otherwise enable the Board to act; and

WHEREAS, there has been presented to this meeting of the Board the current forms of the “Financing Documents” as defined hereafter; and

WHEREAS, the Board desires to authorize the issuance and sale of the Bonds and the execution of the Financing Documents;

**THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
RRC METROPOLITAN DISTRICT NO. 2:**

Section 1. Definitions. Unless the context indicates otherwise, as used herein, capitalized terms shall have the meanings ascribed by the preambles hereto and the Indenture, and the following capitalized terms shall have the respective meanings set forth below:

Authorized Officer: the person or persons authorized to sign the Indenture and the Bond Purchase Agreement pursuant to the Delegated Authority, and to sign other documents pertaining to the Bonds as provided in this Bond Resolution, which shall be any member of the Board.

Bond Resolution: this resolution which authorizes the issuance of the Bonds and the execution of the Indenture, and any amendment or supplement lawfully made hereto.

Capital Pledge Agreement: an agreement entered into between the District, the Pledge District, and the Trustee, pursuant to which the Pledge District pledges its Pledged Fees (as defined in the Indenture) to the payment of the Bonds.

Continuing Disclosure Obligation: an agreement, certificate, or undertaking of the District to provide certain post-issuance information as described in the Limited Offering Memorandum.

Delegated Authority: the authority delegated by this Bond Resolution to any Authorized Officer to sign the Bond Purchase Agreement and to make the following determinations with respect to the Bonds in the Indenture, which determinations shall be subject to the restrictions and parameters set forth below:

- (1) the rate or rates of interest on the Bonds;
- (2) the conditions on which and the prices at which the Bonds may be redeemed before maturity;
- (3) the existence and amount of any capitalized interest or reserve funds;
- (4) the price or prices at which the Bonds will be sold;
- (5) the principal amount and denominations of the Bonds;
- (6) the amount of principal maturing in any particular year; and
- (7) the dates on which principal and interest shall be paid.

The foregoing authority shall be subject to the following restrictions and parameters:

- (1) the interest rate or rates on the Bonds shall be such that the Bonds bear interest at a net effective interest rate which does not exceed 18%;

(2) the total repayment cost of the Bonds and the maximum annual repayment costs thereof shall not exceed, respectively, the total repayment cost and maximum annual tax increase limitations of the 2016 Election;

(3) the sale price of the Bonds shall be an amount not less than 95% of the aggregate principal amount of the Bonds;

(4) the Bonds shall mature not later than December 1, 2053; and

(5) the principal amount of the Bonds shall not exceed \$45,000,000.

Financing Documents: collectively, the Indenture, the Continuing Disclosure Obligation, the Capital Pledge Agreement, the Letter of Representations, and the Bond Purchase Agreement.

Letter of Representations: the letter of representations from the District to DTC to induce DTC to accept the Bonds as eligible for deposit at DTC.

Limited Offering Memorandum: the final version of the Preliminary Limited Offering Memorandum.

Pledge District: RRC Metropolitan District No. 1, Town of Morrison, Jefferson County, Colorado, and its successors and assigns.

Preliminary Limited Offering Memorandum: the document of that name concerning the Bonds and the District, which will be used to market the Bonds to investors.

Service Plan: the service plan for the District, as approved pursuant to Title 32, Article 1, Colorado Revised Statutes, including all amendments and supplements made thereto as of the date hereof.

Section 2. Approvals, Authorizations, and Amendments. The Financing Documents are incorporated herein by reference and are hereby approved. All Authorized Officers are hereby authorized and directed to execute the Financing Documents and to affix the seal of the District thereto, and further to execute and authenticate such other documents, instruments, or certificates as are deemed necessary or desirable in order to issue and secure the Bonds. Such documents are to be executed in substantially the form presented at this meeting of the Board, provided that such documents may be completed, corrected, or revised as deemed necessary by the parties thereto in order to carry out the purposes of this Bond Resolution. Copies of all of the Financing Documents shall be delivered, filed, and recorded as provided therein.

Upon execution and delivery of the Financing Documents, the covenants, agreements, recitals, and representations of the District therein shall be effective with the same force and effect as if specifically set forth herein, and such covenants, agreements, recitals, and representations are hereby adopted and incorporated herein by reference.

The proper officers of the District are hereby authorized and directed to prepare and furnish to any interested person certified copies of all proceedings and records of the District

relating to the Bonds and such other affidavits and certificates as may be required to show the facts relating to the authorization and issuance thereof.

The execution of any instrument by an authorized officer of the District in connection with the issuance, sale, or delivery of the Bonds not inconsistent herewith shall be conclusive evidence of the approval by the District of such instrument in accordance with the terms thereof and hereof.

Section 3. Authorization. In accordance with the Constitution of the State of Colorado; the Supplemental Act; Title 32, Article 1, Part 11, C.R.S.; the 2016 Election; and all other laws of the State of Colorado thereunto enabling, there shall be issued the Bonds for the purpose of: (i) paying the Project Costs; and (ii) paying issuance and other costs in connection with the Bonds. The Bonds shall constitute limited tax obligations of the District as provided in the Indenture. The District hereby elects to apply all of the provisions of the Supplemental Act to the Bonds.

Section 4. Bond Details; Delegated Authority. The Bonds shall be issued only as fully registered Bonds without coupons in Authorized Denominations. Unless the District shall otherwise direct, the Bonds shall be numbered separately from 1 upward, with the number of each Bond preceded by "R-". The Bonds shall be dated as of the date of issuance, and shall be payable at such time or times, shall be subject to redemption prior to maturity, and otherwise shall be as determined in the Indenture. Pursuant to §11-57-205, C.R.S., of the Supplemental Act the Board hereby delegates the Delegated Authority to an Authorized Officer and authorizes the signing of the Indenture and the Bond Purchase Agreement pursuant thereto.

Section 5. Permitted Amendments to Bond Resolution. The District may amend this Bond Resolution in the same manner and subject to the same terms and conditions as apply to an amendment or supplement to the Indenture.

Section 6. Authorization to Execute Documents. The officers of the District are hereby authorized and directed to take all actions necessary or appropriate to effectuate the provisions of this Bond Resolution, including but not limited to the execution of such certificates and affidavits as may be reasonably required by the Underwriter.

Section 7. Appointment of District Representative. Diane Wheeler is hereby appointed District Representative, as defined in the Indenture. A different District Representative may be appointed by resolution adopted by the Board and a certificate filed with the Trustee.

Section 8. Costs and Expenses. All costs and expenses incurred in connection with the issuance and payment of the Bonds shall be paid either from the proceeds of the Bonds or from legally available moneys of the District, or from a combination thereof, and such moneys are hereby appropriated for that purpose.

Section 9. Acceptance of Bond Purchase Agreement. The Board hereby reaffirms its determination to accept the Bond Purchase Agreement as submitted by the Underwriter, and to sell the Bonds to the Underwriter upon the terms, conditions, and provisions as set forth in the Bond Purchase Agreement, subject to the Delegated Authority. All Authorized

Officers are hereby authorized to execute the Bond Purchase Agreement and to attest to such execution, all on behalf of the District.

Section 10. Limited Offering Memorandum. The draft of the Preliminary Limited Offering Memorandum is hereby authorized and approved in the form presented to the Board at this meeting. The Board hereby authorizes the finalization and posting of the Preliminary Limited Offering Memorandum, the use and distribution by the Underwriter of the Preliminary Limited Offering Memorandum in connection with the marketing of the Bonds, and the preparation and distribution of a final Limited Offering Memorandum in conjunction with an offer of the Bonds to investors. The final Limited Offering Memorandum shall contain such corrections and additional or updated information so that it will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading. All Authorized Officers are hereby authorized to execute copies of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum on behalf of the District.

Section 11. Ratification and Approval of Prior Actions. All actions heretofore taken by any Authorized Officer or the officers, agents, attorneys, or employees of the District, not inconsistent with the provisions of this Bond Resolution, relating to the authorization, sale, issuance, and delivery of the Bonds, are hereby ratified, approved, and confirmed.

Section 12. Bond Resolution Irrepealable. After any of the Bonds have been issued, this Bond Resolution shall constitute a contract between the Owners and the District, and shall be and remain irrepealable until the Bonds and the interest accruing thereon shall have been fully paid, satisfied, and discharged in accordance with the Indenture.

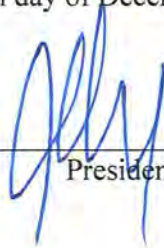
Section 13. Repealer. All orders, bylaws, and resolutions of the District, or parts thereof, inconsistent or in conflict with this Bond Resolution, are hereby repealed to the extent only of such inconsistency or conflict.

Section 14. Severability. If any section, paragraph, clause, or provision of this Bond Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Bond Resolution, the intent being that the same are severable.

Section 15. Effective Date. This Bond Resolution shall take effect immediately upon its adoption and approval.

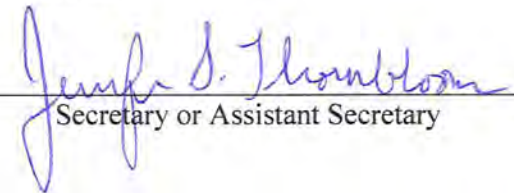
ADOPTED AND APPROVED this 6th day of December, 2021.





President or Vice President

ATTESTED:



Secretary or Assistant Secretary

Thereupon, Director John Cheney moved the adoption of the foregoing resolution. The motion to adopt the resolution was duly seconded by Director Jonathan Beckwitt, put to a vote, and carried on the following recorded vote:

Those voting AYE:

John Cheney
Jennifer Thornbloom
Jonathan Beckwitt
Debra Hessler

Those voting NAY:

NONE

Thereupon the President, as Chairman of the meeting, declared the Bond Resolution duly adopted and the Secretary was directed to enter the foregoing proceedings and resolution upon the minutes of the Board.

Thereupon, after consideration of other business before the Board, the meeting was adjourned.

STATE OF COLORADO

JEFFERSON COUNTY

RRC METROPOLITAN DISTRICT NO. 2

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The undersigned, as the Secretary or an Assistant Secretary of RRC Metropolitan District No. 2, hereby certifies that the foregoing pages constitute a true and correct copy of that portion of the record of proceedings of the Board of Directors of said District relating to the adoption of a resolution authorizing the issuance of its General Obligation Limited Tax Bonds, Series 2021(3), adopted at a special meeting of the Board held at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, in Denver, Colorado, on Monday, the 6th day of December, 2021, at the hour of 1:30 p.m., which was also made available via video and teleconference by accessing the following:

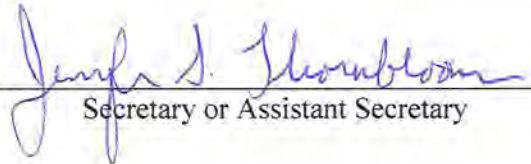
For attendance via Zoom videoconference, use of the following link:
<https://zoom.us/j/94722511010?pwd=dzZQZjRpUkNQSzI0SzRHWnljYTd0dz09>

For attendance via telephone conference, by dialing 1-346-248-7799 or 1-253-215-8782 and entering the following additional information: Meeting ID: 947 2251 1010 and Passcode: 082811

as recorded in the official record of proceedings of said District kept in my office; that the proceedings were duly had and taken; that the meeting was duly held; that the persons therein named were present at said meeting and voted as shown therein; that each director of the Board was informed of the date, time, place, and purpose of the special meeting; and that a notice of meeting, in the form herein set forth at page 1, was posted at one public place within the District not less than 24 hours prior to the meeting and/or on the District's public website not less than 24 hours prior to the meeting, in accordance with law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the District, as of the 6th day of December, 2021.




Secretary or Assistant Secretary