

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

RAINDANCE METROPOLITAN DISTRICT NOS. 1-3

Held: Monday, August 26, 2024, at 11:30 a.m.

*This meeting was held via teleconference and at 1625 Pelican
Lakes Point, Suite 201, Windsor, Colorado 80550.*

Attendance

The joint special meeting of the Boards of Directors of the Raindance Metropolitan District Nos. 1-3 was called and held in accordance with the applicable laws of the State of Colorado. The following Directors, have confirmed their qualifications to serve, were in attendance:

Justin Donahoo, Secretary/Treasurer (District Nos. 1-3)
Austin Lind, Assistant Secretary (District Nos. 1 & 2)
Garrett Scallon, Assistant Secretary (District No. 2)
Barry McGuiness, Assistant Secretary (District No. 2)
Alan MacGregor, Assistant Secretary (District No. 3)
Cindy Beemer, Assistant Secretary (District No. 3)
Ryan Scallon, Assistant Secretary (District Nos. 1 & 3)

Director Martin Lind, President (District Nos. 1-3) was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were William P. Ankele, Jr., Zachary P. White, Esq., Darah D. Fuller, Esq. White Bear Ankele Tanaka & Waldron, Attorneys at Law (District Counsel); Gary Kerr, Lara Wynn, Water Valley Companies (District General Manager); Steve Southard, Melissa Ehrlich, Hannah Barker, Advance HOA (District Manager); Jonathan Heroux, Piper Sandler & Co., Kimberly A. Casey, Esq., Ballard Spahr (Bond Counsel), Tiffany Leichman, Sherman & Howard (Special Counsel); Jon Mollenberg, RBC Capital; and members of the public.

Call to Order/Declaration of
Quorum

It was noted that a quorum of the Boards was present. In Director Martin Lind's absence, Mr. White called the meeting to order and appointed Legal Counsel to direct the meeting.

Conflict of Interest
Disclosures

Mr. White advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at

the meeting. Mr. White reported that disclosures for those directors that provided White Bear White 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. Mr. White 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.

Combined Meetings

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Approval of Agenda

Mr. White presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

Mr. White reviewed the items on the consent agenda with the Boards. Mr. White 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 to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, adopted, accepted, and ratified:

- Minutes from the July 29, 2024, Joint Special Meeting

Operations Matters

None.

Legal Matters

None.

Financial Matters

Conduct Public Hearings on 2024 Budget Amendments

Director Donahoo opened the public hearing on the 2024 Budget Amendments for District Nos. 2 and 3. Mr. White noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections were received prior to the meeting. There being no public comment, the hearings were closed.

Consider Adoption of

Mr. White presented the Resolution Amending the 2024 Budget

Resolutions Amending 2024 Budgets (District No. 2)

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 amending the Debt Service Fund to \$50,200,708.

Consider Adoption of Resolutions Amending 2024 Budgets (District No. 3)

Mr. White reviewed the Resolution Amending the 2024 Budget 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 amending the Debt Service Fund to \$26,953,360.

Bond Matters

Engagement Letters

Mr. White reviewed a series of five engagement letters for professional services rendered in conjunction with the present bond transaction. Following discussion and upon motions duly made and seconded, the Boards approved the respective engagement and fee letters.

Mr. Heroux presented to the Boards regarding the proposed structure of the refinancing of the District No. 2 and District No. 3 bonds by District No. 2. He reported on the favorable rating of “A” the proposed transaction which will benefit both districts in reducing the cost of borrowing. He reported that the issuance is expected to result in approximately \$4,100,000 in present value savings and approximately 10\$ savings over the life of the bonds. Mr. Kerr addressed the Boards regarding the benefits and efficiencies achieved by consolidating the two districts bonds, and noted that while there is capacity to issue new money to reimburse the developer, the no new money is being issued and no more reimbursements are expected to occur.

Director McGuinness inquired about whether there is any benefit to waiting until later to issue to get a better rate. Mr. Heroux explained that there is typically market volatility during elections and recommended moving forward not to get the best result possible.

Consider Adoption of Resolution Authorizing a Capital Pledge Agreement between District Nos. 2-3 and U.S. Bank National Association (District No. 3)

Ms. Casey presented the Resolution Authorizing a Capital Pledge Agreement between District Nos. 2-3 and U.S. Bank National Association with the Boards of Districts Nos. 2 & 3 which serves to provide revenue from District No. 3 to District No. 2 to pay a portion of the refinanced bonds. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously adopted the Resolution Authorizing a Capital Pledge Agreement between District Nos. 2-3 and U.S. Bank National.

Ms. Casey presented the Resolution Authorizing the Issuance of the

Consider adoption of a resolution authorizing the issuance by Raindance Metropolitan District No. 2, in the Town of Windsor, Weld County, Colorado, of its Limited Tax General Obligation Refunding Bonds, Series 2024, in the aggregate principal amount of \$51,000,000 for the purpose of refunding outstanding general obligation indebtedness of District No. 2 and District No. 3, approving a Capital Pledge Agreement with District No. 3, and other documents relating to the Bonds

Consider ratification and authorization of additional agreements and actions by the Districts' consultants and representatives on the Districts' behalf that are necessary and incidental to the issuance of the Bonds

Other Business

Adjourn

Bonds, agreements approved by the Resolution, and the parameters of the approvals given in the Resolution. The Boards discussed with Ms. Casey the parameters included in the Resolution. Mr. Kerr suggested the total issuance amount be lowered from \$51,000,000 to \$45,000,000, and the interest rate be raised from a maximum interest rate of 4.75% to 4.90% to provide additional cushion. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 approved the Resolution Authorizing the Issuance of the Bonds.

Upon a motions duly made and seconded, the Boards approved the ratification and authorization of additional agreements and actions by the Districts' consultants and representatives on the Districts' behalf that are necessary and incidental to the issuance of the Bonds.

None.

There being no further business to come before the Boards, and following discussion and upon a motion duly made, seconded, and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.


Justin Dornahoo (Oct 29, 2024 10:41 MDT)

Secretary for the Meeting Districts

The foregoing minutes were approved on the 17th day of October 2024.