

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
PALISADE METROPOLITAN DISTRICT NO. 2
(THE “DISTRICT”)
HELD
AUGUST 27, 2021**

A special meeting of the Board of Directors of the Palisade Metropolitan District No. 2 (referred to hereafter as the “Board”) was convened on Friday, the 27th day of August, 2021, at 9:00 A.M. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held by video / telephonic means via Zoom. The meeting was open to the public via video / telephonic means.

ATTENDANCE

Directors In Attendance Were:

Garrett Baum
William Branyan
Kevin Schneider

Following discussion, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote unanimously carried, the absence of Directors Tamra Schneider and Bonner Gilmore were excused.

Also In Attendance Were:

Emily Murphy; McGeady Becher P.C.

Jason Carroll; CliftonLarsonAllen LLP

David Lucas; Sherman & Howard L.L.C.

Shelby Turner, Matt Chorske and Bianca Jones; Piper Sandler & Co.

DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST

Disclosures 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 to the Board of Directors and the Secretary of State. The Board noted that disclosures of potential conflicts of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Murphy requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Murphy noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes.

ADMINISTRATIVE
MATTERS

Quorum, Meeting Location and Posting of Meeting Notices: A quorum for the special meeting was confirmed. 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. It was noted that due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via video / telephonic conference (Zoom), without any individuals (neither District representatives nor the general public) attending in person. The Board further noted that notice providing the Zoom access information was duly posted and that they have not received any objections or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries.

Agenda: Attorney Murphy distributed for the Board's review and approval an Agenda for the District's special meeting. Following discussion, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote, unanimously carried, the Agenda was approved.

Public Comment: There was no public comment.

FINANCIAL
MATTERS

Limited Tax General Obligation Tax-Exempt Loan Issuance: The Board and consultants discussed matters related to the District's proposed Limited Tax General Obligation Tax-Exempt Loan Issuance.

Engagement of Sherman & Howard L.L.C. as Bond Counsel for the District and Palisade Metropolitan District No. 1 ("District No. 1"): Following discussion, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote, unanimously carried, the Board approved the engagement of Sherman & Howard L.L.C. as Bond Counsel for the District and District No. 1.

Engagement of External Financial Advisor by the District and District No. 1: The Board discussed the benefits of an external financial advisor and directed staff to obtain proposals for same.

Status of Submittal of Bond Issuance Plan to City and County of Broomfield: Attorney Murphy advised the Board regarding the requirements and status of submittal of the District's Bond Issuance Plan to the City and County of Broomfield, noting that an approved Term Sheet and updated Financial Plan are needed to complete to the submittal.

Term Sheet offered by Vectra Bank Colorado, a division of Zions Bancorporation ("Term Sheet"): Ms. Turner reviewed the Term Sheet with the Board, noting that certain provisions contained within the Term

Sheet are still under negotiation. The Board determined to defer consideration of the Term Sheet until a Continued Special Meeting to be held on Monday, August 30, 2021 at 2:30 p.m. via video / telephonic conference (Zoom).

Rate Lock Agreement by and between the District and Vectra Bank Colorado, a division of Zions Bancorporation (“Rate Lock Agreement”): Ms. Turner presented the Rate Lock Agreement to the Board. The Board determined to defer this matter to the aforementioned Continued Special Meeting.

LEGAL
MATTERS

Intergovernmental Agreement for Operations Cost Sharing by and between the District and District No. 1: The Board discussed the status of the Intergovernmental Agreement for Operations Cost Sharing by and between the District and District No. 1. No action was taken by the Board.

Service Agreement for Cost Verification Services by and between the District and RG and Associates, LLC: Following discussion, upon a motion duly made by Director Branyan, seconded by Director Baum and, upon vote, unanimously carried, the Board ratified approval of a Service Agreement for Cost Verification Services by and between the District and RG and Associates, LLC.

CONSTRUCTION
MATTERS

None.


OTHER MATTERS

None.

CONTINUATION

There being no further business to come before the Board at this time, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote, unanimously carried, the meeting was continued to Monday, August 30, 2021 at 2:30 p.m. via video / telephonic conference (Zoom).

Respectfully submitted,

By 
Secretary for the Meeting