

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
PALISADE METROPOLITAN DISTRICT NO. 2
(THE “DISTRICT”)
HELD
SEPTEMBER 8, 2022**

A regular meeting of the Board of Directors of the District (referred to hereafter as the “Board”) was convened on Thursday, September 8, 2022, at 9:30 a.m. 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.

ATTENDANCE

Directors In Attendance Were:

Garrett Baum
William Branyan
Bonner Gilmore
Kevin Schneider

Following discussion, upon motion duly made by Director Branyan, seconded by Director Kevin Schneider and, upon vote unanimously carried, the absence of Director Tamra Schneider was excused.

Also In Attendance Were:

Megan Becher; McGeady Becher P.C.
Susan Agema; CliftonLarsonAllen LLP
Allison Rochester; Palisade Metropolitan District No. 1 Board Member

ADMINISTRATIVE
MATTERS

Disclosures of Potential Conflicts of Interest: The Board noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Becher requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Becher 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.

Quorum, Meeting Location and Posting of Meeting Notices: A quorum for the regular 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 the District Board meeting was held and properly noticed to be held by video / telephonic means via Zoom. 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 Becher distributed for the Board's review and approval an Agenda for the District's regular meeting. Following discussion, upon motion duly made by Director Branyan, seconded by Director Kevin Schneider and, upon vote unanimously carried, the Agenda was approved.

Public Comment: There was no public comment.

Minutes of the June 9, 2022 Regular Meeting: The Board reviewed the Minutes of the June 9, 2022 Regular Meeting. Following review and discussion, upon motion duly made by Director Gilmore, seconded by Director Kevin Schneider and, upon vote unanimously carried, the Board approved the Minutes of the June 9, 2022 Regular Meeting.

FINANCIAL MATTERS

Financial Statements: Ms. Agema presented the unaudited financial statements for the period ending June 30, 2022 to the Board. Following review, upon motion duly made by Director Branyan, seconded by Director Kevin Schneider and, upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending June 30, 2022.

Claims: Ms. Agema presented interim claims in the amount of \$1,727,374.85 for ratification and current claims in the amount of \$578,325.73 for approval by the Board. Following review, upon motion duly made by Director Baum, seconded by Director Branyan and, upon vote unanimously carried, the Board ratified and/or approved, as appropriate, the payment of interim claims in the amount of \$1,727,374.85 and current claims in the amount of \$578,325.73.

Extension of Deadline to File 2021 Audit: Following discussion, upon motion duly made by Director Branyan, seconded by Director Kevin Schneider and, upon vote unanimously carried, the Board acknowledged the filing and acceptance of the Request for Extension of Deadline to File 2021 Audit.

2021 Audit: Ms. Agema reviewed the draft 2021 Audit with the Board. Following review, upon motion duly made by Director Branyan, seconded by Director Kevin Schneider and, upon vote unanimously carried, the Board approved the 2021 Audit and authorized execution of the Representation Letter, subject to final legal revision.

Proposed 2022 Bond Issuance: Attorney Becher and Mr. Branyan reviewed the plan for financing additional infrastructure improvements with the Board.

Amendment to District's Amended and Restated Service Plan: The Board

discussed the need to further amend the District's Amended and Restated Service Plan, as amended. Attorney Becher advised the Board that she was awaiting revised exhibits and that she would like to submit a draft to the City and County of Broomfield ("City") for review as soon as possible. Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board authorized submittal of the Second Amendment to the First Amended and Restated Service Plan Amendment to the City and authorized any necessary actions in connection with the proposed amendment.

Engagement Letter by and between the District and Piper Sandler & Co. for Underwriter/Placement Agent Services: Following review, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board approved the Engagement Letter by and between the District and Piper Sandler & Co. for Underwriter/Placement Agent Services.

Engagement Letter by and among the District, Palisade Metropolitan District No. 1 and Sherman & Howard L.L.C. for Bond Counsel Services: Following review, upon motion duly made by Director Branyan, seconded by Director Kevin Schneider and, upon vote unanimously carried, the Board approved the Engagement Letter by and among the District, Palisade Metropolitan District No. 1 and Sherman & Howard L.L.C. for Bond Counsel Services.

External Financial Advisor: The Board discussed engagement of an external financial advisor. No action was taken by the Board.

Notice of Intent to Issue Bonds and Bond Issuance Plan: Following discussion, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the Board directed District Counsel to transmit the Notice of Intent to Issue Bonds and Bond Issuance Plan to the City, pursuant to the District's First Amended and Restated Service Plan, as amended.

LEGAL MATTERS

Intergovernmental Agreement for Operations Cost Sharing by and between the District and Palisade Metropolitan District No. 1: Following review, upon motion duly made by Director Branyan, seconded by Director Kevin Schneider and, upon vote unanimously carried, the Board approved the Intergovernmental Agreement for Operations Cost Sharing by and between the District and Palisade Metropolitan District No. 1, subject to final committee review, and appointed Directors Branyan and Gilmore to the committee.

Eligible Costs for Public Infrastructure Improvements Distribution Request Nos.

101-102, from RG and Associates, LLC and authorize reimbursement pursuant to the Facilities Reimbursement Agreement by and among the District, Children's Hospital Colorado and Kevamra, LLC and/or pursuant to the Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC, as amended: Following review, upon motion duly made by Director Branyan, seconded by Director Baum and, upon vote unanimously carried, the Board accepted Eligible Costs for Public Infrastructure Improvements Distribution Request Nos. 101-102, from RG and Associates, LLC and authorized reimbursement, as appropriate, pursuant to the Facilities Reimbursement Agreement by and among the District, Children's Hospital Colorado and Kevamra, LLC and/or pursuant to the Amended and Restated Facilities Funding and Acquisition Agreement by and between the District and Kevamra, LLC, as amended.

Tract Ownership and Status of Conveyance of Tract(s) to the District: The Board discussed timing for the transfer of the barn located within the Palisade Metropolitan District No. 1 boundaries. The Board deferred action on this matter.

Conveyance of Public Improvements to the District: The Board deferred action on this matter.

CONSTRUCTION MATTERS

District Construction Process: The Board discussed appraisal and acceptance of the barn and related matters.

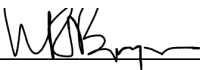
OTHER BUSINESS

Engagement of MSI, LLC for Property Management Services: Director Branyan advised the Board that his negotiations with MSI, LLC for property management services are ongoing. No action was taken by the Board.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Branyan, seconded by Director Gilmore and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By 
Secretary for the Meeting