

RECORD OF PROCEEDINGS

MINUTES OF THE JOINT SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF THE

JOHNSTOWN VILLAGE METROPOLITAN DISTRICT NOS. 3 & 4 (the “Districts”)

Held: Wednesday, September 16, 2020 at 2:30 p.m. via
Teleconference

Due to the Executive Order issued by Governor Polis on April 26, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-28 implementing the Executive Order, issued by the Colorado Department of Health and Environment (CDPHE) on April 26, 2020, the meeting was held via teleconference.

ATTENDANCE

The joint special meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Robert Quinette, President
Harvey Deutsch, Secretary/Treasurer
Michael Blumenthal, Assistant Secretary

Also in attendance were Zachary P. White, Esq., and Dan Cordova, White Bear Ankele Tanaka & Waldron; Shelby Turner, D. A. Davidson & Company; Anne Bensard, Ballard Spahr; Tiffany Leichman, Sherman & Howard.

ADMINISTRATIVE MATTERS

Director 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 Ankele 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 Board. 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.

PUBLIC COMMENT

None.

LEGAL MATTERS

Consider Approval of Termination of Agreement to Implement a Common Plan of Finance, Enter Into Capital Pledge Agreements, and Impose Required Mill Levy Among Johnstown Village Metropolitan District Nos. 1-5

Mr. White reviewed Termination of Agreement to Implement a Common Plan of Finance, Enter Into Capital Pledge Agreements, and Impose Required Mill Levy Among Johnstown Village Metropolitan District Nos. 1-5 to the Boards for consideration. Mr. White discussed with the Boards the original intent of the agreement was to commit to entering into certain capital pledge agreements related to certain bond issuances by Johnstown Village Metropolitan District No. 1. Mr. White explained that the bond issuance structure had changed, Johnstown Village Metropolitan District No. 2 will issue the bonds, and a capital pledge agreement between Johnstown Village Metropolitan District Nos. 2 & 3 has been negotiated as contemplated by the original agreement. Following discussion, Boards determined that the original agreement was no longer necessary and should be terminated. Upon a motion duly made and seconded, the Boards unanimously approved to terminate the Agreement.

Consider Approval of Termination of District Operations and Funding Agreement Among Johnstown Village Metropolitan District Nos. 1-5

Mr. White reviewed Termination of District Operations and Funding Agreement Among Johnstown Village Metropolitan District Nos. 1-5 to the Boards for consideration. Mr. White discussed with the Boards the original intent of the agreement, for Johnstown Village Metropolitan District No. 1 to operate certain improvements for the benefit of the community. Since the time of the original agreement, the operations structure has changed, and only Johnstown Village Metropolitan District Nos. 2 and 3 need to be parties to the agreement. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved to terminate the Agreement.

Consider Approval of Community Wide Operations and Funding Agreement Among the District and Johnstown Village Metropolitan District No. 2

Mr. White reviewed the Community Wide Operations and Funding Agreement with the Boards for consideration. Mr. White explained that the agreement replaces the prior District Operations and Funding Agreement, and explained the purpose and duties of the parties. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agreement.

FINANCIAL
MATTERS

Consider Approval of
Bond Fee Disclosure
Letter from White Bear
Ankele
Tanaka & Waldron

Mr. White presented the Bond Fee Disclosure Letter to the Board of Johnstown Village Metropolitan District No. 3 for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the disclosure letter, and directed legal counsel to provide the letter to Johnstown Village Metropolitan District No. 2 for acknowledgement.

Consider Approval of
Engagement Letter with
Ballard Spahr for Special
Counsel Services Related
to Negotiation of a
Capital Pledge
Agreement with
District No. 2

Mr. White presented the Engagement Letter with Ballard Spahr for Special Counsel Services Related to Negotiation of a Capital Pledge Agreement with District No. 2 to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement letter.

Approval of Resolution
Approving Capital
Pledge Agreement with
District No. 2 regarding
those certain General
Obligation Limited Tax
Bonds, Series 2020A and
the Subordinate General
Obligation Limited Tax
Bonds, Series 2020B to
be issued by District No.
2 (the "Bonds") in the
maximum combined
principal amount of up to
\$8,200,000, which
amount is subject to
increase or decrease as
determined by the Board
of District
No. 2, for the purpose of
pledging certain revenues
generated by the
imposition of a limited
mill levy by the District
to the repayment of a
portion of the Bonds

Ms. Bensard and Ms. Leichman presented the Resolution Approving Capital Pledge Agreement with Johnstown Village Metropolitan District No. 2 to the Board of Johnstown Village Metropolitan District No. 3 for consideration. Ms. Bensard described her review of the agreement, reviewed with the Board the key covenants and agreements contained in the agreement, and described to the Board its duties under the agreement. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution.

Consider ratification and authorization of additional agreements and actions by the District's consultants and representatives on the District's behalf that are necessary and incidental to the issuance by District No. 2 of the Bonds.

Mr. White discussed with the Board of Johnstown Village Metropolitan District No. 3 that in connection with bond closings, there are often unexpected or unanticipated actions or approvals that are required. Following discussion, upon a motion duly made and seconded, the Board authorized the District's consultants and representatives to undertake such actions as may be necessary to close on the issuance of the Bonds by Johnstown Village Metropolitan District No. 2, subject to final review by legal counsel.

Discussion and Consideration of Engagement of District Accountant

Mr. White discussed with the Boards the need to engage an accountant. It was suggested to the Boards that they engage the Centennial Consulting Group ("CCG"), since CCG provides accounting services to Johnstown Village Metropolitan District Nos. 1-2. The Board engaged in general discussion, and upon a motion duly made and seconded, the Boards approved the engagement of CCG to provide accounting services, subject to receipt of a proposal and engagement letter.

OTHER BUSINESS

ADJOURNMENT

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

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

The foregoing minutes were approved on the 22nd day of October, 2020.


Heidi J. ... (Nov 11, 2020 09:20 PST)

Secretary for the Meeting