

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF THE
BANNING LEWIS RANCH METROPOLITAN DISTRICT NOS. 1, 4 & 5 &
BANNING LEWIS RANCH REGIONAL METROPOLITAN DISTRICT NO. 1
HELD
NOVEMBER 12, 2018**

A combined special meeting of the Boards of Directors of the Banning Lewis Ranch Metropolitan District Nos. 1, 4 & 5 and Banning Lewis Ranch Regional Metropolitan District No. 1 (referred to hereafter as the “Boards”) was held on November 12, 2018 at 9:00 a.m., continued to November 29, 2018 at 12:00 p.m., and continued again to December 7, 2018 at 10:30 a.m., at the North Tree Ranch House, 6885 Vista del Pico, Colorado Springs, CO 80927. The meeting was open to the public.

Attendance on
Nov. 12, 2018

Directors in attendance:

Bruce Rau (by telephone)
Aric Jones
Michael Townsend
William Ritchie
Thomas Garmong (Director: District 1 only)

Absent: Charles P. Leder (Director: Districts 4, 5, and Regional 1)

Also in attendance:

Josh Miller; CliftonLarsonAllen LLP
Pat Hrbacek; Spencer Fane LLP (by telephone)
Anastasia G. Khokhryakova and Malia Rogers; Ballard Spahr
(by telephone)

Attendance on
Nov. 29, 2018

Directors in attendance:

Bruce Rau (by telephone)
Aric Jones (by telephone)
Michael Townsend (by telephone)
Thomas Garmong (by telephone) (Director: District 1 only)

Absent: Charles P. Leder (Director: Districts 4, 5, and Regional 1)
and William Ritchie

Also in attendance:

Josh Miller and Carrie Bartow (by telephone); CliftonLarsonAllen
LLP
Pat Hrbacek; Spencer Fane LLP (by telephone)
Anastasia G. Khokhryakova and Malia Rogers; Ballard Spahr
(by telephone)

Attendance on

Directors in attendance:

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Dec. 7, 2018

Bruce Rau (by telephone)
Aric Jones (by telephone)
Michael Townsend (by telephone)
William Ritchie
Thomas Garmong (by telephone) (Director: District 1 only)

Absent: Charles P. Leder (Director: Districts 4, 5, and Regional 1)

Also in attendance:

Josh Miller; CliftonLarsonAllen LLP
Pat Hrbacek; Spencer Fane LLP (by telephone)
Anastasia G. Khokhryakova and Malia Rogers; Ballard Spahr
(by telephone)

Call to Order/
Agenda

Each time the Board convened, the meeting was called to order and a quorum was confirmed.

Following review, upon a motion duly made, seconded and, upon vote, unanimously carried, the Board approved the agenda as presented.

Consent Agenda

The items listed below are a group of items to be acted on with a single motion and vote by the Board to expedite the handling of limited routine matters. The Board has received the information on these matters prior to the meeting. An item may be moved from the consent agenda to the discussion agenda, if desired. Items on the consent agenda are then voted on by a single motion, second, and vote by the Board.

- A. Review and Consider Approval of Minutes of the November 8, 2018 Regular Meeting of District Nos. 1, 4, 5, and Regional No. 1.

Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Consent Agenda as presented.

Community
Comments

None.

Attorney Matters

- A. Discuss and Consider Approval of Issuance of, and Approval of Authorization Resolution for Final Determination to Issue the Banning Lewis Ranch Metropolitan District No. 4 Limited

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Tax General Obligation Bonds, Series 2018A, Subordinate Limited Tax General Obligation Bonds, Series 2018B, and Junior Lien Limited Tax General Obligation Bonds, Series 2018C in the aggregate principal amount not to exceed \$22,000,000.

The Board discussed and reviewed the Resolution authorizing final determination to issue the Banning Lewis Ranch Metropolitan District No. 4 Limited Tax General Obligation Bonds, Series 2018A, Banning Lewis Ranch Metropolitan District No. 4 Subordinate Limited Tax General Obligation Bonds, Series 2018B, and Banning Lewis Ranch Metropolitan District No. 4 Junior Lien Limited Tax General Obligation Bonds, Series 2018C in the aggregate principal amount not to exceed \$22,000,000. Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Resolution and authorized execution, issuance, and delivery of documents necessary to complete the Bond transactions, Indentures, Bond Purchase Agreements, and related documents, and including acceptance of reimbursements.

B. Discuss and Consider Approval of Issuance of, and Approval of Authorization Resolution for Final Determination to Issue the Banning Lewis Ranch Metropolitan District No. 5 Limited Tax General Obligation Bonds, Series 2018A, Subordinate Limited Tax General Obligation Bonds, Series 2018B, and Junior Lien Limited Tax General Obligation Bonds, Series 2018C in the aggregate principal amount not to exceed \$11,500,000.

The Board discussed and reviewed the Resolution authorizing final determination to issue the Banning Lewis Ranch Metropolitan District No. 5 Limited Tax General Obligation Bonds, Series 2018A, Banning Lewis Ranch Metropolitan District No. 5 Subordinate Limited Tax General Obligation Bonds, Series 2018B, and Banning Lewis Ranch Metropolitan District No. 5 Junior Lien Limited Tax General Obligation Bonds, Series 2018C in the aggregate principal amount not to exceed \$11,500,000. Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Resolution and authorized execution, issuance, and delivery of documents necessary to complete the Bond transactions, Indentures, Bond Purchase Agreements, and related documents, and including acceptance of reimbursements.

C. Discuss and Consider Approval of Issuance of, and Approval of Authorization Resolution for Final

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Determination to Issue the Banning Lewis Ranch Regional Metropolitan District Limited Tax General Obligation Bonds, Series 2018A, Subordinate Limited Tax General Obligation Bonds, Series 2018B, and Junior Lien Limited Tax General Obligation Bonds, Series 2018C in the aggregate principal amount not to exceed \$17,500,000.

The Board discussed and reviewed the Resolution authorizing final determination to issue the Banning Lewis Ranch Regional Metropolitan District Limited Tax General Obligation Bonds, Series 2018A, Banning Lewis Ranch Regional Metropolitan District Subordinate Limited Tax General Obligation Bonds, Series 2018B, and Banning Lewis Ranch Regional Metropolitan District Junior Lien Limited Tax General Obligation Bonds, Series 2018C in the aggregate principal amount not to exceed \$17,500,000. Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Resolution and authorized execution, issuance, and delivery of documents necessary to complete the Bond transactions, Indentures, Bond Purchase Agreements, and related documents.

D. Review and Consider Approval of Engagement Letters from Ballard Spahr LLP as bond counsel in connection with proposed issuance of bonds.

Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the engagement of Ballard Spahr LLP as bond counsel in connection with proposed issuance of bonds by Banning Lewis Ranch Metropolitan District No. 4, Banning Lewis Ranch Metropolitan District No. 5, and Banning Lewis Ranch Regional Metropolitan District.

E. Review and Consider Approval of Amended and Restated District Facilities Agreement between Banning Lewis Ranch Metropolitan District No. 1 and Banning Lewis Ranch Metropolitan District No. 4.

Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Agreement.

F. Review and Consider Approval of Amended and Restated District Facilities Agreement between Banning Lewis Ranch Metropolitan District No. 1 and Banning Lewis Ranch Metropolitan District No. 5.

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Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Agreement.

- G. Review and Consider Approval of Amended and Restated Advance, Acquisition and Reimbursement Agreement between Banning Lewis Ranch Metropolitan District No. 1, Banning Lewis Ranch Metropolitan District No. 4 and Clayton Properties Group II, Inc.

Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Agreement.

- H. Review and Consider Approval of Amended and Restated Advance, Acquisition and Reimbursement Agreement between Banning Lewis Ranch Metropolitan District No. 1, Banning Lewis Ranch Metropolitan District No. 5 and Clayton Properties Group II, Inc.

Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Agreement.

- I. Review and Consider Approval of Amended and Restated Advance, Acquisition and Reimbursement Agreement between Banning Lewis Ranch Metropolitan District No. 1, Banning Lewis Ranch Regional Metropolitan District and Clayton Properties Group II, Inc.

Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Agreement.

- J. Review and Consider Approval of Termination of Intergovernmental Financing Agreement between Banning Lewis Ranch Metropolitan District No. 1 and Banning Lewis Ranch Regional Metropolitan District.

Upon a motion duly made by Director Jones, seconded by Director Townsend and, upon vote, unanimously carried, the Board approved the Agreement.

- K. Review and Consider Approval by Banning Lewis Ranch Metropolitan District No. 1 of 4th Amendment to YMCA

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Contract.

Upon a motion duly made by Director Jones, seconded by Director Garmong and, upon vote, unanimously carried, the Board approved the 4th Amendment to the YMCA Contract.

- L. Review and Consider Approval by Banning Lewis Ranch Metropolitan District No. 1 of Contract with Brightview Landscape Services, Inc. for 2019 Landscape Maintenance and Snow Removal.

Upon a motion duly made by Director Jones, seconded by Director Garmong and, upon vote, unanimously carried, the Board approved the Contract with Brightview Landscape Services, Inc.

- M. Review and Consider Approval by Banning Lewis Ranch Metropolitan District No. 1 of Contract with MSI, LLC for 2019 Covenant Control.

Upon a motion duly made by Director Jones, seconded by Director Garmong and, upon vote, unanimously carried, the Board approved the Contract with MSI, LLC.

Director Matters

None.

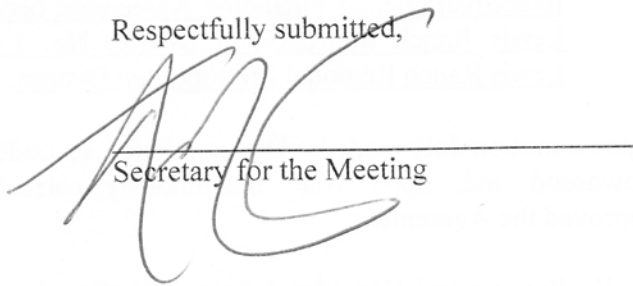
Other Business

It was acknowledged that the business name for garbage collection in District No. 1 has been changed. No formal board action was deemed necessary and, accordingly, no formal board action was taken.

Adjournment

Following discussion, with no further items to come before the Board, upon a motion duly made by Director Jones seconded by Director Townsend and, upon vote, unanimously carried, the Board adjourned the meeting.

Respectfully submitted,


Secretary for the Meeting