

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
ABILENE STATION METROPOLITAN DISTRICT NO. 1
(THE “DISTRICT”)
HELD
OCTOBER 27, 2022

A special meeting of the Board of Directors (referred to hereafter as the “Board”) of the District was convened on Thursday, October 27, 2022, at 2:30 p.m., virtually via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

David Erb, President
Marilyn Erb, Secretary/Treasurer

Also, In Attendance Were:

Matt Urkoski, Shauna D’Amato and Susan Agema; CliftonLarsonAllen LLP
Megan Becher, Esq.; McGeady Becher P.C.

ADMINISTRATIVE MATTERS

Disclosures of Potential Conflicts of Interest: Director David Erb called the meeting to order at 2:31 p.m. The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Becher that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors, and no additional conflicts were disclosed at the meeting.

Quorum, Location of Meeting and Posting of Meeting Notice: A quorum 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. The Board noted that because there was not a suitable or convenient location within the District boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated date, time and location. The Board further noted that notice providing the time, date and video link information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the District’s boundaries were received.

Agenda: The Board reviewed the Agenda for the meeting. Following discussion, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the Agenda.

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Public Comment: There was no public comment.

CONSENT AGENDA

Other: None.

FINANCIAL MATTERS

Proposed 2022 Bond Issuance:

Engagement Letter by and between the District and Piper Sandler & Co. for District Underwriter / Placement Agent Services: Mr. Urkoski reviewed the Engagement Letter with the Board. Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the Engagement Letter by and between the District and Piper Sandler & Co. for District Underwriter / Placement Agent Services.

Engagement Letter by and between the District and Kutak Rock LLP as District Bond and Disclosure Counsel: Mr. Urkoski reviewed the Engagement Letter with the Board. Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the Engagement Letter by and between the District and Kutak Rock LLP as District Bond and Disclosure Counsel.

Opening of District Bank Account(s): Following discussion, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board authorized the opening of District bank account(s).

LEGAL MATTERS

Public Hearing on Petition for Inclusion of Real Property: Upon a motion duly made by Director David Erb, the Board opened the public hearing to consider the inclusion of real property into the boundaries of the District.

It was noted that publication of Notice stating that the District Board would consider approving the inclusion of approximately 8.2989 acres of real property owned by Abilene Station LLC into the boundaries of the District was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing. No public comments were received, and the public hearing was closed.

Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the inclusion of approximately 8.2989 acres of real property owned by Abilene Station LLC into the District boundaries and adopted the Resolution for Inclusion of Real Property.

Public Hearing on Petition for Inclusion of Real Property: Upon a motion

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duly made by Director David Erb, the Board opened the public hearing to consider the inclusion of real property into the boundaries of the District.

It was noted that publication of Notice stating that the District Board would consider approving the inclusion of approximately 1.2190 acres of real property owned by Abilene Station Metropolitan District No. 2 (“District No. 2”) into the boundaries of the District was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing. No public comments were received, and the public hearing was closed.

Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the inclusion of approximately 1.2190 acres of real property owned by Abilene Station Metropolitan District No. 2 into the District boundaries and adopted the Resolution for Inclusion of Real Property.

Termination, Assignment and Assumption Agreement as to Facilities Funding, Construction and Operations Agreement between and among Abilene Station Metropolitan District No. 1 and Abilene Station Metropolitan District No. 2 by and between the District and District No. 2 (“Termination of FFCOA”): Attorney Becher reviewed the Termination of FFCOA with the Board. Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the Termination of FFCOA, subject to final review and revision.

Memorandum of Understanding by and between the District and District No. 2 (“MOU”): Attorney Becher reviewed the MOU with the Board. Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the MOU, subject to final review and revision.

Termination of Capital Funding Agreements between and among the District, District No. 2 and Abilene Station LLC, f/k/a Abilene Corporate Center LLC (“Termination of Capital Funding Agreements”): Attorney Becher reviewed the Termination of Capital Funding Agreements with the Board. Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the Termination of Capital Funding Agreements, subject to final review and revision.

Termination of Operation Funding Agreements between and among the District, District No. 2 and Abilene Station LLC f/k/a Abilene Corporate Center LLC (“Termination of Operation Funding Agreements”): Attorney Becher reviewed the Termination of Operation Funding Agreements with the

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Board. Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the Termination of Operation Funding Agreements, subject to final review and revision.

Operation Funding Agreement between the District and Abilene Station LLC f/k/a Abilene Corporate Center LLC (“Operation Funding Agreement”): Attorney Becher reviewed the Operation Funding Agreement with the Board. Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the Operation Funding Agreement, subject to final review and revision.

Facilities Acquisition Agreement between the District and Abilene Station LLC f/k/a Abilene Corporate Center LLC (“Facilities Acquisition Agreement”): Attorney Becher reviewed the Facilities Acquisition Agreement with the Board. Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the Facilities Acquisition Agreement, subject to final review and revision.

Second Amended and Restated Resolution of the District and District No. 2 Regarding the Imposition of Facilities Fees and Park Development Fees (“Second A/R Facilities and Park Development Fee Resolution”): Attorney Becher reviewed the Second A/R Facilities and Park Development Fee Resolution with the Board. Following review, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board adopted the Second A/R Facilities and Park Development Fee Resolution, subject to final review and revision.

Acquisition of Tract A, Abilene Station Subdivision Filing No. 1, from District No. 2: Attorney Becher reviewed matters related to the proposed acquisition with the Board. Following discussion, upon motion duly made by Director David Erb, seconded by Director Marilyn Erb and, upon vote unanimously carried, the Board approved the acquisition of Tract A, Abilene Station Subdivision Filing No. 1, from District No. 2, subject to inclusion of Tract A into the District boundaries. Attorney Becher noted that she will provide the date of the acquisition to Mr. Urkoski, so that the District and District No. 2’s insurance coverage/property schedules relative to Tract A can be updated to reflect current ownership.

MANAGER
MATTERS

Other: None.

OTHER MATTERS

Other: None.

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ADJOURNMENT

There being no further business to come before the Board at this time, Director David Erb adjourned the meeting at 2:58 p.m.

Respectfully submitted,

DocuSigned by:

Marilyn Erb

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Secretary for the Meeting