

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
HORIZON METROPOLITAN DISTRICT NO. 2 (THE “DISTRICT”)
HELD
JULY 9, 2021

A special meeting of the Board of Directors (referred to hereafter as the “Board”) of the District was convened on Friday, July 9, 2021, at 11:30 a.m. at 22383 East 6th Avenue, Aurora, CO 80018. 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 enabled web conference, with Director Voit attending in person at the physical meeting location. The meeting was open to the public via videoconference.

ATTENDANCE

Directors In Attendance Were:

Karen Voit, President
Jason Rutt, Secretary
Lisa Garcia, Treasurer
Steven Oser, Assistant Secretary

The absence of Assistant Secretary KirkPilger was noted and excused.

Also, In Attendance Were:

Josh Miller, Andrew Williams & Margaret Henderson; CliftonLarsonAllen LLP
Megan Becher, Esq.; McGeady Becher P.C.
Kenneth Guckenberger, Esq.; Kutak Rock LLP

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: The meeting was called to order at 11:33 a.m. The Board reviewed the Agenda for the special meeting. Following discussion, upon a motion duly made by Director Garcia, seconded by Director Voit and, upon vote, unanimously carried, the Board approved the agenda, as presented.

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 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.

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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. Following discussion, and upon motion duly made by Director Voit, seconded by Director Rutt, and, upon vote, unanimously carried, the Board determined to meet at the above-stated location, with Director Voit attending in person at the physical meeting location. Due to concerns regarding the spread of COVID-19, and the benefits to the control of the virus by limiting in-person contact, the remaining Board members and consultants attended via videoconference. 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.

Public Comment: There was no public comment.

Minutes from the June 14, 2021 Special Meeting of the District: The Board reviewed the Minutes from the June 14, 2021 Special Meeting. Following review, upon a motion duly made by Director Voit, seconded by Director Rutt and, upon vote, unanimously carried, the Board approved the Minutes from the June 14, 2021 Special Meeting, as presented.

FINANCIAL MATTERS

Public Hearing on Amendment to 2021 Budget: The Board opened the public hearing to consider an amendment to the 2021 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2021 Budget and the date, time and place of the public hearing 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 discussion, upon motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2021 Budget.

LEGAL MATTERS

Special Revenue Bonds, Series 2021A(3):

Bond Counsel Engagement Agreement by and among Kutak Rock LLP, the District and Horizon Metropolitan District No. 3 ("Bond Counsel Engagement Agreement"): Following review, upon a motion duly made by Director Voit, seconded by Director Rutt and, upon vote, unanimously carried, the Board ratified approval of the Bond Counsel Engagement Agreement.

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Resolution authorizing the issuance of the District's Limited Tax General Obligation and Special Revenue Bonds, Series 2021A⁽³⁾ (the "Bonds") in a maximum aggregate principal amount of up to \$28,000,000, for the purpose of paying, reimbursing and financing certain public improvements and paying the costs incidental to the issuance of the Bonds; and, in connection therewith, approving an Indenture of Trust, a Continuing Disclosure Agreement, a Bond Purchase Agreement, a Capital Pledge Agreement between the District and Horizon Metropolitan District No. 3, and other related documents and instruments; authorizing the execution and delivery thereof and performance by the District thereunder; authorizing incidental actions; and repealing prior inconsistent actions ("Bond Resolution"): Attorney Guckenberger reviewed the Bond Resolution with the Board. Following discussion, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board adopted the Bond Resolution.

Cooperation Agreement by and among the Aurora Urban Renewal Authority and Horizon Metropolitan District Nos. 1, 2, 3, 4, 5, and 6: Attorney Becher advised the Board that the Cooperation Agreement by and among the Aurora Urban Renewal Authority and Horizon Metropolitan District Nos. 1, 2, 3, 4, 5 and 6 (approved by the District on March 3, 2021) had been approved by the Aurora Urban Renewal Authority.

MANAGER
MATTERS

Other: None.

OTHER BUSINESS

Other: None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Voit, seconded by Director Garcia and, upon vote, unanimously carried, the Board adjourned the meeting at 12:00 p.m.

Respectfully submitted,

DocuSigned by:

Jason Ruff

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Secretary for the Meeting