

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SKY RANCH METROPOLITAN DISTRICT NO. 1 HELD OCTOBER 25, 2019

A special meeting of the Board of Directors of the Sky Ranch Metropolitan District No. 1 (referred to hereafter as “Board”) was convened on Friday, the 25th day of October, 2019, at 9:30 a.m., at the offices of Pure Cycle Corporation, 34501 East Quincy Avenue, Building 34, Watkins, Colorado 80137. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Mark Harding
Dirk Lashnits
Scott Lehman
Paul “Joe” Knopinski

Also In Attendance Were:

Lisa A. Johnson; Special District Management Services, Inc.
MaryAnn McGeady, Esq. and Andrew Rippey, Esq.; McGeady Becher P.C.
Rick Dinkel; Pure Cycle Corporation
Andrew Rubin; Greenberg Traurig LLP (via speakerphone)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: It was noted that a quorum was present and the Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Ms. Johnson requested members of the Board 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 the statute. Attorney McGeady noted that all Directors’ Disclosure Statements have been filed. No additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed a proposed Agenda for the District’s special meeting.

Following discussion, upon motion duly made by Director Harding, seconded by Director Knopinski and, upon vote, unanimously carried, the Agenda was approved.

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Approval of Meeting Location: The Board entered into a discussion regarding the requirements of §32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, upon motion duly made by Director Harding, seconded by Director Knopinski and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within the District's boundaries to conduct this meeting, the meeting would be held at the above-stated date, time and location. The Board further noted that notice of this location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within the District's boundaries.

Minutes: The Board reviewed the Minutes of the October 11, 2019 special meeting.

Following discussion, upon motion duly made by Director Harding, seconded by Director Knopinski and, upon vote, unanimously carried, the Minutes of the October 11, 2019 special meeting were approved.

FINANCIAL MATTERS

Resolution authorizing the execution and delivery of the Capital Pledge Agreement between Sky Ranch Metropolitan District No. 1 ("District No. 1"), the Sky Ranch Community Authority Board, and UMB Bank n.a., to provide pledged revenues from District No. 1 for the purpose of securing debt obligations of the Sky Ranch Community Authority Board to be issued pursuant to a Trust Indenture and Supplemental Trust Indentures (pursuant to the District No. 1 Service Plan in the aggregate principal amount not to exceed \$162,000,000): Mr. Rubin presented to the Board a Resolution Authorizing the Execution and Delivery of the Capital Pledge Agreement between Sky Ranch Metropolitan District No. 1, the Sky Ranch Community Authority Board, and UMB Bank n.a., to provide pledged revenues from District No. 1 for the purpose of securing debt obligations of the Sky Ranch Community Authority Board to be issued pursuant to a Trust Indenture and Supplemental Trust Indentures (pursuant to the District No. 1 Service Plan in the aggregate principal amount not to exceed \$162,000,000).

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved the Resolution Authorizing the Execution and Delivery of the Capital Pledge Agreement between Sky Ranch Metropolitan District No. 1, the Sky Ranch Community Authority Board, and UMB Bank n.a., to provide pledged revenues from District No. 1 for the purpose of securing debt obligations of the Sky Ranch Community Authority Board to be issued pursuant to a Trust Indenture and Supplemental Trust Indentures (pursuant to the District No. 1 Service Plan in the aggregate principal amount not to exceed \$162,000,000).

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2020 Budget: The Board reviewed the draft 2020 Budget.

LEGAL MATTERS None.

OTHER BUSINESS None.

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

Respectfully submitted,

By *Lisa Johnson*
Secretary for the Meeting