

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
VILLAGES AT CASTLE ROCK METROPOLITAN DISTRICT NO. 6
HELD
JUNE 17, 2021**

A Special Meeting of the Board of Directors of The Villages at Castle Rock Metropolitan District No. 6 (referred to hereafter as the “Board”) was convened on Thursday, the 17th day of June, 2021, at 4:00 p.m. The meeting was open to the public.

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 by Zoom video/telephone conference. Mr. Cohrs was present at the physical location at the Philip S. Miller Library, GSWC Conference Room, 100 S. Wilcox Street, Castle Rock, CO 80104. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Robert Martin
Stanley DePue
William Paris
Nancy Boehler
Eric Kubly

Also In Attendance Were:

Ann E. Finn and Matt Cohrs; Special District Management Services, Inc. (Mr. Cohrs also present at the physical meeting location)

Suzanne Meintzer, Esq.; McGeady Becher P.C.

Jason Carroll and Lindsay Ross; CliftonLarsonAllen LLP

Michael Baldwin, Aliraza Hassan and Simon Wirecki; Jefferies LLC

Steph Chichester and Nick Taylor; North Slope Capital Advisors

Kamille Curylo, Esq. and Joshua Kerstein, Esq.; Kutak Rock LLP

RECORD OF PROCEEDINGS

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: 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. Finn noted that a quorum was present and 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 disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Meintzer noted that conflict disclosure statements for Directors Kubly and Martin have been filed, and no additional disclosures were made at the meeting.

ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Paris, seconded by Director DePue and, upon vote, unanimously carried, the Agenda was approved, as presented.

Meeting Location/Manner and Posting of Meeting Notice: 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 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 by Zoom video/telephone conference. Mr. Cohrs was present at the at the physical location at the Philip S. Miller Library, GSWC Conference Room, 100 S. Wilcox Street, Castle Rock, CO 80104.

Ms. Finn reported that notice was duly posted and that no objections to the video/telephonic manner of the meeting or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Minutes: The Board reviewed the Minutes of the June 4, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Paris, seconded by Director Boehler and, upon vote, unanimously carried, the Minutes of the June 4, 2021 Special Meeting were approved, as presented.

2021 SDA Conference: Ms. Finn discussed the SDA Conference with the Board, and noted the information concerning the details of the conference will be emailed to them once the information is available.

RECORD OF PROCEEDINGS

FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of payment of claims as follows:

Fund	Period ending March 25, 2021	Period ending April 30, 2021	Period ending May 31, 2021
General	\$ 6,266.66	\$ 8,272.98	\$ 20,040.67
Debt	\$ 1,454.50	\$ -0-	\$ 1,656.00
Capital	\$ -0-	\$ -0-	\$ -0-
Total	\$ 7,721.16	\$ 8,272.98	\$ 21,696.67

Following review and discussion, upon motion duly made by Director Paris, seconded by Director DePue and, upon vote, unanimously carried, the Board ratified approval of the payment of the claims, as presented.

2020 Audit: Mr. Carroll and Ms. Ross presented the 2020 Audit. Following extensive discussion, the Board directed the District Accountant to work with Director DePue on certain revisions to the Audit, and to present the Audit to the Board again at the June 23, 2021 meeting.

2022 Budget Public Hearing: The Board entered into discussion regarding setting the date for a Public Hearing to adopt the 2022 Budget.

Following discussion, upon motion duly made by Director Paris, seconded by Director DePue and, upon vote, unanimously carried, the Board determined to hold the public hearing to consider adoption of the 2022 Budget on October 11, 2021, at 1:30 p.m., at the Philip S. Miller Library, 100 S. Wilcox Street, Castle Rock, Colorado 80104.

LEGAL MATTERS

Issuance of the District's Limited Tax General Obligation Refunding Bonds, Series 2021A (the "Series 2021A Senior Bonds"), and the District's Subordinate Limited Tax General Obligation Refunding Bonds, Series 2021B (the "Series 2021B Subordinate Bonds" and together with the Series 2021A Senior Bonds, the "Bonds"), in a combined maximum aggregate principal amount for the Bonds of up to \$65,000,000:

Presentation by Jefferies LLC: Mr. Baldwin reported that negotiations with the Bondholders are on-going, and that the Bondholders may request changes to the offered tender prices for the District's 2007 Bonds, as well as the call options on the Bonds.

Executive Session: Pursuant to Section 24-6-402(4) of the Colorado Revised Statutes, upon motion duly made by Director Paris seconded by Director DePue and upon an affirmative vote of at least two-thirds of the quorum present, the

RECORD OF PROCEEDINGS

Board convened in executive session at 4:23 p.m. for the purpose of receiving legal advice on specific legal questions regarding the tender offer negotiations and refunding, as authorized by Sections 24-6-402(4)(b) and (e), C.R.S.

Furthermore, pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of those portions of the executive session that, in the opinion of the Board's attorney, constitute privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

The Board reconvened in regular session at 4:50 p.m. and took the following action:

- The Board directed Jefferies to continue negotiations related to the tender.

Schedule of Events: Mr. Baldwin noted the schedule may need to adjust, depending on the tender negotiations.

Analysis from North Slope Capital Advisors Concerning the Debt Restructuring: Ms. Chichester noted there were no new updates from North Slope, given that tender negotiations are ongoing, but that North Slope has been in communication with Jefferies, LLC regarding same.

Other: There were no other bond-related topics to discuss.

OTHER BUSINESS

Special Meeting: The Board entered into discussion regarding a Special Meeting. The Board determined to schedule a Special Meeting on June 23, 2021 at 2:00 p.m. to be held by Zoom video/telephone conference and at the physical location at the Philip S. Miller Library, GSWC Conference Room, 100 S. Wilcox Street, Castle Rock, CO 80104.

ADJOURNMENT

Following discussion, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: *Ann Finn*
Secretary for the Meeting

RECORD OF PROCEEDINGS

**ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT
COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing The Villages at Castle Rock Metropolitan District No. 6, I attended the executive session meeting of The Villages at Castle Rock Metropolitan District No. 6 convened at 4:23 p.m. on June 17, 2021 for the sole purpose of receiving legal advice on specific legal questions regarding the tender offer negotiations and refunding, as authorized by Sections 24-6-402(4)(b) and (e), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.

Signed: _____
Suzanne M. Meintzer, Attorney for the District

Dated: June 17, 2021