

MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS

OF

LOWELL METROPOLITAN DISTRICT

Held: April 20, 2022, 2:00 p.m., held via Zoom Teleconference.

Attendance/Qualification

A meeting of the Board of Directors of the Lowell Metropolitan District was held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Director, having confirmed his qualification to serve on the Board, was in attendance:

Stephen Strong

Also present for the District: K. Sean Allen, Esq., White, Bear, Ankele, Tanaka & Waldron, District general counsel; Michael Lund and Sydney Burnett, Piper Sandler, bond underwriter; property owners Mr. Cipoletti and Mr. Wilkins in attendance

Call to Order

Director Strong called the Lowell Metropolitan District meeting to order.

Conflict Disclosure

Mr. Allen advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Allen reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Allen inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Minutes

The minutes of November 22, 2021, were presented, reviewed and approved.

Director
Vacancies/Appointments

The Board engaged in a general discussion regarding director vacancies and the need for directors. Following discussion and confirmation of eligible elector qualifications, Chris Wilkins and Chris Cipoletti were appointed to the Board for terms

Discuss Series 2004 Bond
Refinance; Piper Sandler
Underwriter/Placement
Agent Engagement

commencing May 4, 2022.

Mr. Lund, with Piper Sandler, discussed the Series 2004 Bond refinance with the Board. He explained that due to slower than projected development within the District, the projected debt service assumptions from 2004 did not happen. The Series 2004 Bonds have a 2033 maturity date but no discharge date such that any amounts outstanding at maturity would still be a debt obligation of the District. Mr. Lund informed the Board that the unpaid and outstanding principal and accrued unpaid interest totals \$10.7 million and continues to grow. The recommendation is to the debt off via a refinance. Mr. Lund reported that the current projected cash flow debt service indicates the debt will not be able to be repaid without a refinance. Piper Sandler approached the current bond holder and who has agreed to allow a debt restructure and payoff of the underperforming Series 2004 Bonds at an estimated \$4 million discount.

Mr. Lund presented the Piper Sandler Underwriter/Placement Agent Engagement letter to the Board for consideration. Following discussion, the engagement was approved. The Board authorized the commencement of the refinance and engagement of the necessary consultants.

Other Business

District Website

Mr. Allen reminded the Board that the District needs to establish a website by January 1, 2023. Mr. Allen noted that the State has program for website creation that the District could consider. Following discussion, the Board authorized the District to move forward with creation of the website.

Next Meeting

The Board indicated they would like to hold a special meeting in May 2022.

Adjournment

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

The foregoing minutes were approved by on November 18, 2022. The foregoing constitutes a true and correct copy of the minutes of the above referenced meeting.

Stephen Strong

Stephen Strong (Nov 22, 2022 14:29 MST)

Secretary for the Meeting