

CERTIFIED RECORD

OF

PROCEEDINGS

FLYING HORSE METROPOLITAN DISTRICT NO. 3

EL PASO COUNTY, COLORADO

RELATING TO

GENERAL OBLIGATION LIMITED TAX REFUNDING BONDS, SERIES 2019

(Attach copy of notice of meeting, as posted)

STATE OF COLORADO)
)
EL PASO COUNTY)
)
FLYING HORSE METROPOLITAN DISTRICT)
NO. 3)

The Board of Directors of Flying Horse Metropolitan District No. 3, El Paso County, Colorado, met in _____ session at _____, in _____, Colorado, on _____, the ____ day of _____, 2019, at the hour of _____.m.

In accordance with §11-57-211, C.R.S., one or more of the members of the Board participated in this meeting and voted through the use of a conference telephone, and there was at least one person physically present at the designated meeting area to ensure that the public meeting was in fact accessible to the public.

The following members of the Board of Directors were present, constituting a quorum:

President and Chairman: _____
Vice President: _____
Secretary/Treasurer: _____
Assistant Secretaries: _____

Absent: _____

Thereupon there was introduced the following resolution:

RESOLUTION

WHEREAS, Flying Horse Metropolitan District No. 3, El Paso County, Colorado (the "District"), is a duly and regularly created, established, organized, and existing metropolitan district, existing as such under and pursuant to the constitution and laws of the State of Colorado; and

WHEREAS, at a special election of the qualified electors of the District, duly called and held on Tuesday, November 2, 2004 (the "2004 Election"), in accordance with law and pursuant to due notice, a majority of those qualified to vote and voting at the 2004 Election voted in favor of, *inter alia*, the issuance of general obligation indebtedness for the purpose of providing public improvements; and

WHEREAS, the returns of the 2004 Election were duly canvassed and the result thereof duly declared; and

WHEREAS, the result of the 2004 Election was certified by the District by certified mail to the board of county commissioners of each county in which the District is located or to the governing body of a municipality that has adopted a resolution of approval of the special district pursuant to §32-1-204.5, C.R.S., and with the division of securities created by §11-51-701, C.R.S. not less than 30 days prior to the date hereof; and

WHEREAS, subsequent to the 2004 Election and from the authorization thereof, the District duly authorized and issued its General Obligation Limited Tax Convertible Capital Appreciation Bonds, Series 2005, originally issued and currently outstanding in the aggregate principal amount of \$5,895,000 (the "Series 2005 Bonds"); and

WHEREAS, as contemplated by the Service Plan, the District entered into an intergovernmental agreement effective [] (the "District IGA") with Flying Horse Metropolitan District No. 1 ("District No. 1") and Flying Horse Metropolitan District No. 2 ("District No. 2," and, together with District No. 1 and the District, the "Districts"), where it was agreed that it would be most favorable and efficient for purposes of providing services and public improvements as needed through a phased development to implement a multi-district structure wherein District No. 1 would be responsible for managing the design, construction, and operation of public facilities and improvements, and that District Nos. 2 and 3 would be responsible for providing funding to support costs related to the services and improvements utilizing their respective tax bases, fees, and charges in order to generate necessary revenues; and

WHEREAS, in furtherance of the District IGA, for the purpose of financing certain Public Improvements for the benefit of the Districts, District No. 1 duly authorized and issued its Special Revenue Bonds, Series 2005, originally issued and currently outstanding in the aggregate principal amount of \$17,600,000 (the "District No. 1 Series 2005 Bonds"); and

WHEREAS, the bond resolution authorizing the District No. 1 Series 2005 Bonds (the "District No. 1 Series 2005 Bond Resolution") provides that the District No. 1 Series 2005 Bonds are payable from the pledged revenue consisting of, among other sources of revenue, all

revenue derived by District No. 1 from the Districts' Joint Funding Agreement, as defined below; and

WHEREAS, in order to provide for the payment of, *inter alia*, the District No. 1 Series 2005 Bonds and refundings thereof, the Districts entered into a Joint Funding Agreement dated June 1, 2005, as supplemented first on June 27, 2013 and further supplemented on even date herewith (the "Joint Funding Agreement"), pursuant to which the District incurred a limited tax obligation in the maximum principal amount of \$17,600,000, and further agreed to impose the Required Mill Levy, as defined therein, to be remitted to District No. 1 for the payment of the District No. 1 Series 2005 Bonds; and

WHEREAS, after extended discussions and consultation, it has been determined by the Board of Directors of the District (the "Board") that by entering into and completing a refunding program at this time with respect to all or a specified portion of the Series 2005 Bonds and the District No. 1 Series 2005 Bonds, the Board can reduce interest costs and effect other economies; and

WHEREAS, the Series 2005 Bonds to be refunded shall be all of such bonds currently outstanding or such portions thereof as may be identified in the Indenture (defined hereafter), and the District No. 1 Series 2005 Bonds to be refunded shall be such portions thereof as may be identified in the Indenture; all such bonds to be refunded referred to herein as the "Refunded Bonds"; and

WHEREAS, the Board has determined and hereby determines that it is in the best interests of the District, and the residents and taxpayers thereof, that the Refunded Bonds be refunded and that for such purpose there shall be issued the District's General Obligation (Limited Tax Convertible To Unlimited Tax) Refunding and Improvement Bonds, Series 2019, in the maximum aggregate principal amount of \$14,784,000 (the "Bonds"); and

WHEREAS, the Bonds shall be issued pursuant to the provisions of Title 32, Article 1, Parts 11 and 13, C.R.S., and all other laws thereunto enabling; and

WHEREAS, the Board specifically elects to apply all of the provisions of Title 11, Article 57, Part 2, C.R.S., to the Bonds; and

WHEREAS, the Bonds will be issued and secured by that certain Indenture of Trust (the "Indenture"), between the District and UMB Bank, n.a., as trustee (the "Trustee"); and

WHEREAS, the Bonds shall be limited mill levy obligations of the District, payable solely from the Pledged Revenue, all as defined and described in the Indenture; and

[WHEREAS, the Bonds are for the purpose of refinancing District bonded debt at a lower interest rate, and thus are permitted by Article X, Section 20 of the Colorado Constitution; and] *confirm*

WHEREAS, the Bonds are being issued only to financial institutions or institutional investors within the meaning of §32-1-1101 (6)(a)(IV), C.R.S., and thus are permitted pursuant to such statute; and

WHEREAS, the Bonds initially shall be issued in denominations of \$500,000 each, and in integral multiples above \$500,000 of not less than \$1,000 each, and not less than five days prior to the date of issuance of the Bonds, the District filed for an exemption from registration for the Bonds under the Colorado Municipal Bond Supervision Act based upon the foregoing, and the Bonds are thus exempt from registration under such act; and

WHEREAS, of the total principal amount of the Bonds, a portion sufficient to pay the costs of refunding the Refunded Bonds (the "Refunding Bonds") shall be issued for such purpose; and

WHEREAS, the allocation of the Bonds to the authorized but unissued indebtedness from the 2004 Election shall be as set forth in the Indenture, and shall be determined based upon the expected use of the proceeds thereof as of the date of issuance of the Bonds; and

WHEREAS, the proceeds derived from the sale of the Bonds, after payment of the costs of issuance properly allocable thereto, along with such other legally available moneys of the District as may be necessary, shall be applied to the payment of the Refunded Bonds as provided by the Indenture; and

WHEREAS, the Board has been presented with a proposal in the form of a Bond Purchase Agreement (the "Bond Purchase Agreement") from D.A. Davidson & Co., of Denver, Colorado (the "Underwriter"), to purchase the Bonds; and

WHEREAS, after consideration, the Board has determined that the sale of the Bonds to the Underwriter is in the best interests of the District and the residents thereof; and

WHEREAS, pursuant to §32-1-902(3), C.R.S., and §18-8-308, C.R.S., all known potential conflicting interests of the Directors were disclosed to the Colorado Secretary of State and to the Board in writing at least 72 hours in advance of this meeting; additionally, in accordance with §24-18-110, C.R.S., the appropriate Board members have made disclosure of their personal and private interests relating to the issuance of the Bonds in writing to the Secretary of State and the Board; finally, said officials have stated for the record immediately prior to the adoption of this Bond Resolution the fact that they have said interests and the summary nature of such interests and the participation of said officials is necessary to obtain a quorum or otherwise enable the Board to act; and

WHEREAS, there has been presented to this meeting of the Board the current forms of the "Financing Documents" as defined hereafter; and

WHEREAS, the Board desires to authorize the issuance and sale of the Bonds and the execution of the Financing Documents;

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF FLYING HORSE METROPOLITAN DISTRICT NO. 3:

Section 1. Definitions. Unless the context indicates otherwise, as used herein, capitalized terms shall have the meanings ascribed by the preambles hereto and the Indenture, and the following capitalized terms shall have the respective meanings set forth below:

Authorized Officer: the person or persons authorized to sign the Indenture and the Bond Purchase Agreement pursuant to the Delegated Authority, and to sign other documents pertaining to the Bonds as provided in this Bond Resolution, which shall be any member of the Board of Directors of the District.

Bond Resolution: this resolution which authorizes the issuance of the Bonds and the execution of the Indenture, and any amendment or supplement lawfully made hereto.

Continuing Disclosure Obligation: an agreement, certificate, or undertaking of the District to provide certain post-issuance information as described in the Limited Offering Memorandum.

Delegated Authority: the authority delegated by this Bond Resolution to any Authorized Officer to sign the Bond Purchase Agreement and to make the following determinations with respect to the Bonds in the Indenture, which determinations shall be subject to the restrictions and parameters set forth below:

- (1) the rate or rates of interest on the Bonds;
- (2) the conditions on which and the prices at which the Bonds may be redeemed before maturity;
- (3) the existence and amount of any capitalized interest or reserve funds;
- (4) the price or prices at which the Bonds will be sold;
- (5) the principal amount and denominations of the Bonds;
- (6) the amount of principal maturing in any particular year;
- (7) the dates on which principal and interest shall be paid; and
- (8) the obligations to be refunded, if any.

The foregoing authority shall be subject to the following restrictions and parameters:

- (1) the interest rate or rates on the Bonds shall be such that the Bonds bear interest at a net effective interest rate which is less than 8.00%;
- (2) the total repayment cost of the Bonds and the maximum annual repayment costs thereof shall not exceed, respectively, the total repayment cost and maximum annual tax increase limitations of the 2004 Election;
- (3) the sale price of the Bonds shall be an amount not less than [95]% of the aggregate principal amount of the Bonds;
- (4) the Bonds shall mature not later than December 1, [2043]; and

(5) the principal amount of the Bonds shall not exceed \$20,000,000.

Financing Documents: collectively, the Indenture, the Continuing Disclosure Obligation, the Letter of Representations, and the Bond Purchase Agreement.

Letter of Representations: the letter of representations from the District to DTC to induce DTC to accept the Bonds as eligible for deposit at DTC.

Limited Offering Memorandum: the final version of the Preliminary Limited Offering Memorandum.

Preliminary Limited Offering Memorandum: the preliminary version of the Limited Offering Memorandum, which is the document concerning the Bonds and the District to be used to market the Bonds to investors.

Section 2. Approvals, Authorizations, and Amendments. The Financing Documents are incorporated herein by reference and are hereby approved. All Authorized Officers are hereby authorized and directed to execute the Financing Documents and to affix the seal of the District thereto, and further to execute and authenticate such other documents, instruments, or certificates as are deemed necessary or desirable in order to issue and secure the Bonds. Such documents are to be executed in substantially the form presented at this meeting of the Board, provided that such documents may be completed, corrected, or revised as deemed necessary by the parties thereto in order to carry out the purposes of this Bond Resolution. Copies of all of the Financing Documents shall be delivered, filed, and recorded as provided therein.

Upon execution and delivery of the Financing Documents, the covenants, agreements, recitals, and representations of the District therein shall be effective with the same force and effect as if specifically set forth herein, and such covenants, agreements, recitals, and representations are hereby adopted and incorporated herein by reference.

The proper officers of the District are hereby authorized and directed to prepare and furnish to any interested person certified copies of all proceedings and records of the District relating to the Bonds and such other affidavits and certificates as may be required to show the facts relating to the authorization and issuance thereof.

The execution of any instrument by an authorized officer of the District in connection with the issuance, sale, or delivery of the Bonds not inconsistent herewith shall be conclusive evidence of the approval by the District of such instrument in accordance with the terms thereof and hereof.

Section 3. Authorization. In accordance with the Constitution of the State of Colorado; the Supplemental Act; Title 32, Article 1, Parts 11 and 13, C.R.S.; the 2004 Election; and all other laws of the State of Colorado thereunto enabling, there shall be issued the Bonds for the purpose of: (i) paying the costs of refunding the Refunded Bonds; and (ii) paying issuance and other costs in connection with the Bonds and the refunding of the Refunded Bonds. The Bonds shall constitute limited tax obligations of the District as provided in the Indenture. The District hereby elects to apply all of the provisions of the Supplemental Act to the Bonds.

Section 4. Bond Details; Delegated Authority. The Bonds shall be issued only as fully registered Bonds without coupons in Authorized Denominations. Unless the District shall otherwise direct, the Bonds shall be numbered separately from 1 upward, with the number of each Bond preceded by "R-". The Bonds shall be dated as of the date of issuance, and shall be payable at such time or times, shall be subject to redemption prior to maturity, and otherwise shall be as determined in the Indenture. Pursuant to §11-57-205, C.R.S., of the Supplemental Act the Board hereby delegates the Delegated Authority to an Authorized Officer and authorizes the signing of the Indenture and the Bond Purchase Agreement pursuant thereto.

Section 5. Permitted Amendments to Bond Resolution. The District may amend this Bond Resolution in the same manner and subject to the same terms and conditions as apply to an amendment or supplement to the Indenture.

Section 6. Authorization to Execute Documents. The officers of the District are hereby authorized and directed to take all actions necessary or appropriate to effectuate the provisions of this Bond Resolution, including but not limited to the execution of such certificates and affidavits as may be reasonably required by the Underwriter.

Section 7. Appointment of District Representative. _____ is hereby appointed District Representative, as defined in the Indenture. A different District Representative may be appointed by resolution adopted by the Board and a certificate filed with the Trustee.

Section 8. Costs and Expenses. All costs and expenses incurred in connection with the issuance and payment of the Bonds shall be paid either from the proceeds of the Bonds or from legally available moneys of the District, or from a combination thereof, and such moneys are hereby appropriated for that purpose.

Section 9. Acceptance of Bond Purchase Agreement. The Board hereby reaffirms its determination to accept the Bond Purchase Agreement as submitted by the Underwriter, and to sell the Bonds to the Underwriter upon the terms, conditions, and provisions as set forth in the Bond Purchase Agreement, subject to the Delegated Authority. All Authorized Officers are hereby authorized to execute the Bond Purchase Agreement and to attest to such execution, all on behalf of the District.

Section 10. Limited Offering Memorandum. The [draft of the] Preliminary Limited Offering Memorandum is hereby authorized and approved [in the form presented to the Board at this meeting]. The Board hereby authorizes the [finalization and posting of the Preliminary Limited Offering Memorandum, the] use and distribution by the Underwriter of the Preliminary Limited Offering Memorandum in connection with the marketing of the Bonds, and the preparation and distribution of a final Limited Offering Memorandum in conjunction with an offer of the Bonds to investors. The final Limited Offering Memorandum shall contain such corrections and additional or updated information so that it will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading. All Authorized Officers are hereby authorized to execute copies of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum on behalf of the District.

Section 11. Ratification and Approval of Prior Actions. All actions heretofore taken by the officers of the District and the members of the Board, not inconsistent with the provisions of this Bond Resolution, relating to the authorization, sale, issuance, and delivery of the Bonds, are hereby ratified, approved, and confirmed.

Section 12. Bond Resolution Irrepealable. After any of the Bonds have been issued, this Bond Resolution shall constitute a contract between the Owners and the District, and shall be and remain irrepealable until the Bonds and the interest accruing thereon shall have been fully paid, satisfied, and discharged in accordance with the Indenture.

Section 13. Repealer. All orders, bylaws, and resolutions of the District, or parts thereof, inconsistent or in conflict with this Bond Resolution, are hereby repealed to the extent only of such inconsistency or conflict.

Section 14. Severability. If any section, paragraph, clause, or provision of this Bond Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Bond Resolution, the intent being that the same are severable.

Section 15. Effective Date. This Bond Resolution shall take effect immediately upon its adoption and approval.

ADOPTED AND APPROVED this ____ day of _____, 2019.

(S E A L)

President or Vice President

ATTESTED:

Secretary or Assistant Secretary

Thereupon, Director _____ moved the adoption of the foregoing resolution. The motion to adopt the resolution was duly seconded by Director _____, put to a vote, and carried on the following recorded vote:

Those voting AYE:

Those voting NAY:

Thereupon the President, as Chairman of the meeting, declared the Bond Resolution duly adopted and the Secretary was directed to enter the foregoing proceedings and resolution upon the minutes of the Board.

Thereupon, after consideration of other business before the Board, the meeting was adjourned.

STATE OF COLORADO)
)
EL PASO COUNTY)
)
FLYING HORSE METROPOLITAN DISTRICT)
NO. 3)

The undersigned, as the Secretary or an Assistant Secretary of Flying Horse Metropolitan District No. 3, hereby certifies that the foregoing pages constitute a true and correct copy of that portion of the record of proceedings of the Board of Directors of said District relating to the adoption of a resolution authorizing the issuance of its General Obligation Limited Tax Refunding Bonds, Series 2019, adopted at a _____ meeting of the Board held at _____, in _____, Colorado, on _____, the ____ day of _____, 2019, at the hour of ____ .m., as recorded in the official record of proceedings of said District kept in my office; that the proceedings were duly had and taken; that the meeting was duly held; that the persons therein named were present at said meeting and voted as shown therein; that each director of the Board was informed of the date, time, place, and purpose of the special meeting; and that a notice of meeting, in the form herein set forth at page 1, was posted at three public places within the District, and at the office of the county clerk and recorder in the county or counties in which the District is located, at least 72 hours prior to the meeting, in accordance with law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the District, as of the ____ day of _____, 2019.

(S E A L)

Secretary or Assistant Secretary