

CERTIFIED RECORD
OF
PROCEEDINGS

ELLSTON PARK METROPOLITAN DISTRICT
(IN THE CITY OF COLORADO SPRINGS)
EL PASO COUNTY, COLORADO

RELATING TO

LIMITED TAX GENERAL
OBLIGATION BONDS, SERIES 2025A

AND

SUBORDINATE LIMITED TAX
GENERAL OBLIGATION BONDS, SERIES 2025B

(Attach copy of notice of meeting, as posted)

STATE OF COLORADO)
)
 EL PASO COUNTY)
)
 ELLSTON PARK METROPOLITAN)
 DISTRICT)

I, the Secretary of Ellston Park Metropolitan District, in the City of Colorado Springs, El Paso County, Colorado (the “District”), do hereby certify that:

1. Attached hereto is a true and correct copy of a resolution (the “Resolution”) adopted by the Board of Directors (the “Board”) of the District at a [regular][special] meeting held at [__:__] a.m./p.m. on [DAY], [DATE], 2025 at [ADDRESS], and via [Zoom][Teams]:

[VIRTUAL INFORMATION TO BE INSERTED]

2. Notice of such meeting was posted in a designated public place within the boundaries of the District no less than twenty-four (24) hours prior to the meeting, in accordance with law.

3. Upon roll call, the members of the Board not marked absent below, were present, constituting a quorum, and the Resolution was duly introduced, moved, seconded and adopted at such meeting by the affirmative vote of a majority of the members of the Board as follows:

Board Member	Yes	No	Absent	Abstaining
Kim Herman, President				
Kate Cloud, Vice President				
Brian Reid, Secretary/Treasurer				
Michael Harty, Asst. Secretary				

4. The Resolution was duly approved by the Board, signed by the President of the District, sealed with the District's seal, attested by the Secretary of the District and recorded in the minutes of the Board.

5. The meeting at which the Resolution was adopted was noticed, and all proceedings relating to the adoption of the Resolution were conducted in accordance with all applicable bylaws, rules, regulations and resolutions of the District, in accordance with the normal procedures of the District relating to such matters, and in accordance with applicable constitutional provisions and statutes of the State of Colorado.

WITNESS my hand and the seal of the District this ____ day of _____, 2025.

(SEAL)

By _____
Secretary

(Attach copy of notice of meeting, as posted)

RESOLUTION

WHEREAS, Ellston Park Metropolitan District, in the City of Colorado Springs, El Paso County, Colorado (the “**District**”) is a quasi-municipal corporation and political subdivision duly organized and existing as a metropolitan district under the constitution and laws of the State of Colorado, including particularly Title 32, Article 1, C.R.S; and

WHEREAS, the District was duly and validly created as a quasi-municipal corporation and political subdivision of the State of Colorado, by order and decree of the District Court for El Paso County, Colorado (the “**County**”) dated November 5, 2021 and recorded in the real property records of the County on December 1, 2021, in accordance with the provisions of Title 32, Article 1, Colorado Revised Statutes (the “**Special District Act**”), and with the power to provide certain public infrastructure improvements and services, including street improvements, traffic and safety improvements, water improvements, storm and sanitation improvements, park and recreation improvements, transportation improvements, mosquito control improvements, and other infrastructure within and without its boundaries (collectively, the “**Public Improvements**”), as authorized pursuant to the Service Plan for the District, approved by the City Council of the City of Colorado Springs (the “**City**”) on June 8, 2021, (as may be amended from time to time, the “**Service Plan**”), and as otherwise authorized under applicable law; and

WHEREAS, at the election of the qualified electors of the District duly called for and held on November 2, 2021 (the “**Election**”), in accordance with law and pursuant to due notice, a majority of eligible electors who voted at such election voted in favor of, inter alia, the issuance of general obligation indebtedness and the imposition of taxes for the payment thereof, for the purpose of funding the Public Improvements, and for the purpose of refunding such indebtedness; and

WHEREAS, the return of the Election was duly canvassed and the results thereof duly declared; and

WHEREAS, for the purpose of providing for public improvements, the District has previously entered into an Infrastructure Acquisition and Funding Agreement, dated as of March 6, 2024, as the same may be amended or restated (the “**Acquisition and Funding Agreement**”), by and between the District, and Melody Homes, Inc., a Delaware company (the “**Developer**”), pursuant to which agreement the District agreed to acquire from the Developer certain Public Improvements constructed for the benefit of the District and to reimburse the Developer for the costs of Public Improvements constructed by or on behalf of the Developer, if any, in accordance with the provisions thereof, but solely from the sources of revenue identified therein; and

WHEREAS, pursuant to the terms of the Service Plan, the District is authorized and permitted to issue \$15,000,000 in Debt (as defined in the Service Plan) to finance Public Improvements, not including refunding bonds issued to refund outstanding Debt; and

WHEREAS, the District has not previously issued any Debt (as defined in the Service Plan); and

WHEREAS, it has been determined by the District that it is necessary to finance Public Improvements and that for the purpose of issuing debt to be applied for such purposes, the District should authorize the incurrence of debt in the form of the bonds described herein; and

WHEREAS, after extended discussions and consultation, it has been determined by the Board that it is necessary and in the best interest of the District and its residents to pay the costs of (i) financing Public Improvements (including paying amounts due or to become due to the Developer under the Acquisition and Funding Agreement), (ii) funding a reserve fund for the Series 2025A Senior Bonds (as defined below), (iii) funding capitalized interest on the Series 2025A Senior Bonds, and (iv) paying costs of issuance in connection with the Bonds (as defined below) (collectively, the “**Project**”); 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 Project be financed by the issuance of limited tax general obligation bonds, and that for such purpose there shall be issued the District’s (i) Limited Tax General Obligation Bonds, Series 2025A (the “**Series 2025A Senior Bonds**”), and (ii) Subordinate Limited Tax General Obligation Bonds, Series 2025B (the “**Series 2025B Subordinate Bonds**” and, together with the Series 2025A Senior Bonds, the “**Bonds**”); and

WHEREAS, the Series 2025A Senior Bonds will be issued and secured by and Indenture of Trust (Senior) (the “**Series 2025A Senior Indenture**”), between the District and UMB Bank, n.a., as trustee (the “**Trustee**”), and the Series 2025B Subordinate Bonds will be issued and secured by and Indenture of Trust (Subordinate) (the “**Series 2025B Subordinate Indenture**”, and together with the Series 2025A Senior Indenture, the “**Indentures**”), between the District and UMB Bank, n.a.; and

WHEREAS, the issuance of the Bonds has been approved by City Council of the City, as required by the Service Plan; and

WHEREAS, the Bonds shall be issued pursuant to the provisions of Title 32, Article 1, Part 11, 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 shall be limited obligations of the District, payable solely from the revenues pledged thereto by the Indentures; and

WHEREAS, the Bonds shall be issued in denominations of \$500,000 and integral multiples of \$1,000 in excess thereof, and will be exempt from registration under the Colorado Municipal Bond Supervision Act; and

WHEREAS, pursuant to the provisions of Section 32-1-1101(6)(a)(IV), C.R.S., the Bonds are being issued only to “financial institutions or institutional investors” as such terms are defined in Section 32-1-103(6.5), C.R.S.; 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, the Board has been presented with a proposal in the form of a Bond Purchase Agreement (the “**Bond Purchase Agreement**”) from Wells Fargo Securities, LLC, of Denver, Colorado (the “**Underwriter**”), to purchase the Bonds; and

WHEREAS, the Board desires, as provided in the Supplemental Public Securities Act, Part 2 of Article 57 of Title 11, C.R.S., to delegate the authority to any member of the Board of the District to determine certain provisions of the Bonds to be set forth in the Indentures, in accordance with the provisions of this Resolution; 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 ELLSTON PARK METROPOLITAN DISTRICT:

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

Authorized Officer: the person or persons authorized to sign the Indentures 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.

Bond Purchase Agreement: the Bond Purchase Agreement between the District and the Underwriter with respect to the Bonds.

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

Bonds: has the meaning set forth in the Recitals hereof.

Continuing Disclosure Agreement: 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 Indentures and to make the following determinations with respect to the Bonds in the Indentures, 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) providing for financial guaranty insurance policies and/or debt service reserve fund surety policies, if any, with respect to the Bonds.

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 does not exceed any such rate as set forth in the Service Plan or pursuant to the Election;
- (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 Election;
- (3) the Bonds shall mature not later than forty (40) years from the date of issuance of the Bonds; and
- (4) the aggregate principal amount of the Bonds shall not exceed \$[REDACTED].

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

Indentures: has the meaning set forth in the Recitals hereof.

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 Limited Offering Memorandum concerning the Bonds and the District.

Preliminary Limited Offering Memorandum: the preliminary version of the Limited Offering Memorandum concerning the Bonds and the District.

Series 2025A Senior Bonds: has the meaning set forth in the Recitals hereof.

Series 2025B Subordinate Bonds: has the meaning set forth in the Recitals hereof.

Underwriter: means Wells Fargo Securities, LLC, Denver, Colorado, and its successors and assigns.

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, Part 11, C.R.S.; the Election; and all other laws of the State of Colorado thereunto enabling, there shall be issued the Bonds for the purpose of: (i) financing Public Improvements (including paying amounts due or to become due to the Developer under the Reimbursement Agreement), (ii) funding a reserve fund for the Series 2025A Senior Bonds, (iii) funding capitalized interest on the Series 2025A Senior Bonds, and (iv) paying costs of issuance and other costs in connection with the Bonds. The Bonds shall constitute limited obligations of the District as provided in the Indentures. 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 Indentures. 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 Indentures pursuant thereto.

Section 5. Authorization for Separate Issuances. It is the intent of the District that if practicable, both series of Bonds should be issued and closed on or about the same date; provided however, that nothing herein requires the same, and the authorization herein is intended to authorize the issuance of the Series 2025A Senior Bonds and the Series 2025B Subordinate Bonds independently of each other. Nothing herein is intended to impair, alter, or affect the District’s and the Authorized Officers’ ability to issue one series prior to the other, or to issue only one of the two series.

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.

Section 7. 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 Indentures.

Section 8. Appointment of District Representative. All members of the Board are hereby appointed District Representative, as defined in the Indentures. Different District Representatives may be appointed by resolution adopted by the Board and a certificate filed with the Trustee.

Section 9. 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 10. 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. 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 11. 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 and ratifies the 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 12. Disposition and Investment of Proceeds; Tax Covenants. The Bonds shall be issued and sold for the purposes aforesaid. Neither the Underwriter nor any subsequent Owners of the Bonds shall be responsible for the application or disposal by the District or any of its officers of the funds derived from the sale thereof.

All or any portion of the Bond proceeds may be temporarily invested or reinvested, pending such use, in securities or obligations which are both lawful investments and which are Permitted Investments (as defined in the Indenture). It is hereby covenanted and agreed by the District that it will not make, or permit to be made, any use of the original proceeds of the Bonds, or of any moneys treated as proceeds of the Bonds within the meaning of the Code and applicable regulations, rulings, and decisions, or take, permit to be taken, or fail to take any action, which would adversely affect the exclusion from gross income of the interest on the Bonds under Section 103 of the Code and applicable regulations, rulings, and decisions.

The District hereby designates the Bonds as “qualified tax exempt obligations” within the meaning of Section 265(b)(3) of the Code. The District covenants that the aggregate face amount of all tax exempt obligations issued by the District, together with governmental entities which derive their issuing authority from the District or are subject to substantial control by the District, shall not be more than \$10,000,000 during calendar year 2025. The District recognizes that such tax exempt obligations include notes, leases, loans, warrants, and bonds. The District further recognizes that any bank, thrift institution, or other financial institution that owns the Bonds will rely on the District’s designation of the Bonds as a qualified tax exempt obligation for the purpose of avoiding the loss of 100% of any otherwise available interest deduction attributable to such institution’s tax exempt holdings.

Section 13. Ratification and Approval of Prior Actions. All actions heretofore taken by any Authorized Officer or the officers, agents, attorneys, or employees of the District, 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 14. No Recourse Against Officers and Agents. Pursuant to Section 11-57-209, C.R.S., if a member of the Board or any officer or agent of the District acts in good faith, no civil recourse shall be available against such member, officer or agent for payment of the Bonds. Such recourse shall not be available either directly or indirectly through the Board or the District, or otherwise, whether by virtue of any constitution, statute, rule of law, enforcement of penalty or otherwise. By the acceptance of the Bonds and as a part of the consideration of their sale or purchase, any person purchasing or selling Bonds specifically waives any such recourse.

Section 15. 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 Indentures.

Section 16. 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 17. 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 18. Effective Date. This Bond Resolution shall take effect immediately upon its adoption and approval.

Section 19. Electronic Signatures. In the event that any Authorized Officers are not able to be physically present to manually sign this Bond Resolution or the other Financing Documents, such individual or individuals are hereby authorized to execute this Bond Resolution and other Financing Documents electronically via facsimile or email signature pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Act. Any electronic signature so affixed to this Resolution shall carry the full legal force and effect of any original, handwritten signature.

ADOPTED AND APPROVED this ____ day of _____, 2025.

(S E A L)

ELLSTON PARK METROPOLITAN
DISTRICT, IN THE CITY OF COLORADO
SPRINGS, EL PASO COUNTY

President or Vice President

ATTESTED:

Secretary or Assistant Secretary