

MINUTES OF THE REGULAR MEETING OF THE BOARD OF
DIRECTORS OF

HAWTHORN METROPOLITAN DISTRICT

Held: Tuesday, July 19, 2022, at 11:00 a.m. at 17685 W. 83rd
Avenue, Arvada, Colorado and via Teleconference

Attendance

The regular meeting of the Board of Directors of the Hawthorn Metropolitan District, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Board, were in attendance:

Krystal Bigley
Carly Fenton
Andrea Stewart
Brittany Lutz
Steve Daniels

Also present were Trisha Harris and Carey Smith, Esq. White Bear Ankele Tanaka & Waldron, District General Counsel; Alex Fink, CliftonLarsonAllen, LLP, District Accountant; Michael Lund and Sydney Burnett, Piper Sandler & Co; Kim Reed, Bond Counsel with Ballard Spahr; Keenan Rice, Financial Advisor with MuniCap; and Stephen Bonneau, Linda Brodski and Mike Wolfsey, members of the public.

Call to Order

It was noted that a quorum of the Board was present and Ms. Harris called the meeting to order at 11:07 a.m.

**Conflict of Interest
Disclosures**

Ms. Harris advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Harris 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. Ms. Harris 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 Agenda

Director Bigley presented the agenda to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda.

Consent Agenda

Director Bigley reviewed the items on the consent agenda with the Board. Director Bigley advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Minutes from June 6, 2022 Special Meeting

Financial Matters

Approval of Special Fee Disclosure from White Bear Ankele Tanaka & Waldron

Ms. Harris presented to the Board the Special Fee Disclosure from White Bear Ankele Tanaka & Waldron. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Special Fee Disclosure.

Approval of Engagement Letter of Ballard Spahr LLP

Ms. Harris presented to the Board the Engagement Letter of Ballard Spahr LLP for bond counsel services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Ballard Spahr Engagement Letter.

Consider Approval of a Resolution Authorizing Hawthorn Metropolitan District to Issue General Obligation Refunding Loan, Series 2022, in an Approximate Principal Amount of \$9,000,000, for the Purpose of Refunding the District's General Obligations (Limited Tax Convertible to Unlimited Tax) Refunding Bonds, Series 2017A, Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2017B, and Limited Tax Junior Lien Subordinate General Obligation Bonds, 2017, and, in Connection

Mr. Lund presented the status of the rate lock to the Board. Mr. Rice discussed the advisability of locking in the rate at this time. Ms. Reed presented the resolution to the Board, and explained the terms of the transaction, and discussed the Loan Agreement, Custodial Agreement, Escrow Agreement and the Placement Agent Agreement. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the resolution authorizing Hawthorn Metropolitan District to issue general obligation indebtedness consisting of its Taxable (Convertible to Tax Exempt) Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Loan, Series 2022, in an approximate principal amount of \$9,000,000, for the purpose of refunding the District's General Obligation (Limited Tax Convertible to Unlimited Tax) Refunding Bonds, Series 2017A, Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2017B, and Limited Tax Junior Lien Subordinate General Obligation Bonds, Series 2017, and, in connection therewith, approving the forms of a Loan Agreement, a Custodial Agreement, and Escrow Agreement and other financing documents; authorizing the execution and delivery thereof and performance by the District thereunder; authorizing

Therewith, Approving the Forms of a Loan Agreement, a Custodial Agreement, and Escrow Agreement and Other Financing Documents; Authorizing the Execution and Delivery Thereof and Performance by the District Thereunder; Authorizing Incidental Action; Repealing Prior Inconsistent Actions; and Establishing the Effective Date Thereof

incidental action; repealing prior inconsistent actions; and establishing the effective date thereof, subject to revisions relative to authorization of the rate lock by the President and the Tax Compliance Certificate by general counsel, and the following parameters to be included: (1) Sale Delegate to the President; (2) Maximum Interest Rate of 5.5%; and (3) Maximum Principal Amount of \$9,000,000.

Conduct Public Hearing on 2022 Budget Amendment

Ms. Harris and Mr. Fink discussed the 2022 budget amendment with the Board.

Director Bigley opened the public hearing on the 2022 Budget Amendment. Ms. Harris noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Harris reviewed the Resolution Amending the 2022 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution amending the Debt Service Fund to \$10,000,000.

Public Comment

Mr. Wolfsey addressed the Board regarding remediation of the trees and growth in the retention ponds at the entrance to the community and having volunteers from the community assist with that. The Board discussed the need to have any volunteers sign waivers prior to volunteering for those tasks. The Board will also be contacting Environmental Landworks to inspect and provide a quote to clean up the area before determining if volunteer assistance is necessary.

Other Business

None.

Next Meeting

September 12, 2022 at 6:00 p.m.

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 at 12:38 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting

Carly Fenton

Carly Fenton (Sep 28, 2022 19:57 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 12th day of September, 2022.