

**NORTH RANGE METROPOLITAN DISTRICT NO. 3
SPECIAL MEETING AGENDA**

October 6, 2020

3:30 p.m.

Due to current circumstances related to COVID-19, this meeting will be held electronically via ZOOM.
See below for the link and information necessary to access the ZOOM meeting.

Join Zoom Meeting

<https://zoom.us/j/91021289644>

Meeting ID: 910 2128 9644

Call In Number: 1 (669) 900-9128 or 1 (253) 215-8782

North Range Metropolitan District No. 3

Kelly Leid, President	Term to May 2023
Jim Hayes, Treasurer	Term to May 2023
Ross Blackmer, Secretary	Term to May 2023
Brett Price, Asst. Secretary	Term to May 2022
Bruce Rau, Asst. Secretary	Term to May 2022

AGENDA

1. Call to Order/Declaration of Quorum
2. Director Conflict of Interest Disclosures
3. Review and Approve Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings (enclosed)
4. Approval of Agenda
5. Public Comment – Members of the public may express their views to the Board on matters that affect the District. Comments will be limited to three (3) minutes. Please sign in.
6. Consent Agenda
 - A. Review and Approve Minutes of the August 13, 2020 Special Meeting (enclosed)
7. Manager Matters
8. Legal Matters
 - A. Public Hearing on Inclusion of Approximately 19.5 Acres of Real Property (Reunion Filing No. 38(7A)) into the District; Review and Approve Resolution and Order for Inclusion of Property of Approximately 19.5 Acres of Real Property (Reunion Filing No. 38(7&)) (enclosed)

- B. Review and Approve Resolution Establishing an Electronic Signature Policy (enclosed)

9. Financial Matters

- A. Update on 2020 Bond Issuance
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10. Other Matters

- A. Confirm Quorum for the November 12, 2020 at 1:00 p.m. at the Reunion Recreation Center, 17910 E. Parkside Drive North, Commerce City, Colorado.

11. Adjourn

**RESOLUTION
OF THE BOARD OF DIRECTORS OF THE
NORTH RANGE METROPOLITAN DISTRICT NO. 3**

**DECLARING EMERGENCY PROCEDURES AND
AUTHORIZING TELECONFERENCING FOR REGULAR AND SPECIAL MEETINGS**

WHEREAS, North Range Metropolitan District No. 3 (the “**District**”), is a quasi-municipal corporation and political subdivision of the State of Colorado (the “**State**”) organized to serve a public use and promote the health, safety, prosperity, security and general welfare of the residents of the District and the State of Colorado; and

WHEREAS, pursuant to § 32-1-903, C.R.S., all official business of the Board of Directors of the District (the “**Board**”) shall be conducted only during regular and special meetings at which a quorum is present, and all said meetings shall be open to the public; and

WHEREAS, § 32-1-1001(1)(h) C.R.S., provides the Board with the management, control and supervision of all the business and affairs of the District; and

WHEREAS, the Governor of the State (the “**Governor**”) declared a state of emergency on March 10, 2020, and extended the declaration on April 8, 2020 (the “**Emergency**”) due to the threat that COVID-19 coronavirus (“**COVID-19**”) poses to the health, safety and welfare of the citizens of the State; and

WHEREAS, on April 26, 2020, as directed by the Governor, the Colorado Department of Public Health and Environment issued Public Health Order 20-28 (the “**Order**”) implementing “Safer at Home” guidelines, effective 12:01 A.M. on April 27, 2020. The Order limits public gatherings outside a residence to no more than ten (10) individuals, except for the purposes expressly permitted in the Order, and to the extent possible encourages compliance with Social Distancing Requirements (as defined in the Order); and

WHEREAS, counties, municipalities, and other local governments have issued, or may issue, COVID-19 related public health orders limiting public gatherings and establishing social distancing requirements (collectively the “**Local Orders**”, and together with the Order, the “**Orders**”); and

WHEREAS, the Colorado Department of Public Health and Environment and Centers for Disease Control and Prevention recommend certain precautions in order to attempt to slow the spread of COVID-19, including minimizing close contact with large numbers of people; and

WHEREAS, in order to attempt to protect the health and safety of the residents of the District from COVID-19 and in order to comply with the Orders, and any subsequent orders, while at the same time continuing with the required business of the District, the Board wishes to have the ability to hold regular and special meetings *via* teleconferencing until such time that the Emergency is lifted

by the State, the Orders, or any subsequent orders, are repealed, or as otherwise determined by the Board; and

WHEREAS, the Board wishes to establish certain procedures and requirements for when the District determines to hold regular and special meetings *via* teleconferencing during the Emergency and the time when the Orders, or any subsequent orders, are in effect.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

1. Teleconferencing for Regular and Special Meetings. The Board hereby authorizes the holding of regular and special meetings for the District by teleconferencing methods until such time that the Emergency and Orders, or any subsequent orders, are lifted, or as otherwise determined by the Board.

2. Quorum of the Board for Teleconferenced Regular and Special Meetings. A quorum of the Board for attendance and voting purposes at regular and special meetings shall be established by the attendance of a majority of the members of the Board on the teleconferencing platform. Each Board member must be able to clearly hear and participate in any teleconferenced meetings.

3. Posting of Regular and Special Meeting Notices. The District shall continue to post notice of all regular and special meetings pursuant to the District's previously adopted policies and State law.

4. Public Attendance at Teleconferenced Regular and Special Meetings. The District shall arrange for a dial-in-number for members of the public and the Board to utilize in order to attend the teleconferenced regular and special meetings of the District. Members of the public may be excluded from executive sessions that are held by the Board in accordance with State law. The dial-in number shall be included on the agenda for the meeting.

5. Ratification of Actions. Any actions, including, but not limited to the adoption of this Resolution, taken at a regular or special meeting held by teleconference platform shall be ratified at the first regular or special in-person Board meeting that takes place after adoption of this Resolution.

6. Term. This Resolution shall remain in full force and effect until such time as the Board determines that the conditions necessitating its adoption no longer exist, including lifting of the Emergency, the repeal of the Orders, or any subsequent orders, or as otherwise determined by the Board.

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ADOPTED THIS 6th DAY OF OCTOBER, 2020.

NORTH RANGE METROPOLITAN DISTRICT
NO. 3, a quasi-municipal corporation and political
subdivision of the State of Colorado

Officer of the District(s)

ATTEST:

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the District

*Signature Page to Resolution Declaring Emergency Procedures Authorizing Teleconferencing for Special
Meetings dated October 6, 2020*

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
NORTH RANGE METROPOLITAN DISTRICT NO. 3
HELD
AUGUST 13, 2020**

A special meeting of the Board of Directors of the North Range Metropolitan District No. 3 was held Thursday, August 13, 2020, at 2:00 p.m. Due to current circumstances related to COVID-19, this meeting was held electronically via ZOOM. The meeting was open to the public.

In attendance were Directors:

Jim Hayes
Brett Price
Ross Blackmer
Kelly Leid

Also in attendance were:

Matthew Urkoski, Anna Jones and Shelby Clymer; CliftonLarsonAllen LLP
Kristen Bear, Esq.; White Bear Ankele Tanaka & Waldron P.C.
Steve Follweiler and Raul Martinez; Reunion Metropolitan District
Brooke Hutchens and Shelby Turner; D.A. Davidson & Company

Call to Order

The meeting was called to order at 2:02 p.m.

Declaration of
Quorum

A quorum was confirmed.

Disclosures and
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. Bear noted that all Directors' Disclosure Statements have been filed. The Board noted that there are no additional conflicts to those filed with the Secretary of State pursuant to statute.

Results of May 5,
2020 Election

A. Election of Officers

Ms. Bear discussed the results of the May 5, 2020 election. Upon a motion duly made by Director Price, seconded by Director Blackmer, and upon vote unanimously carried, the Board Elected the Officers below:

President: Kelly Leid

RECORD OF PROCEEDINGS

Treasurer: Jim Hayes
 Secretary: Ross Blackmer
 Asst. Sec.: Brett Price
 Asst. Sec.: Bruce Rau

Approve Agenda After discussion, upon a motion duly made by Director Price, seconded by Director Hayes, and upon vote unanimously carried, the Board approved the agenda as presented.

Public Comments None.

CONSENT AGENDA

- A. Review and Approve Minutes of the January 22, 2020 Special Meeting
- B. Ratify Approval of Application for Exemption from 2019 Audit

After discussion, upon a motion duly made by Director Hayes, seconded by Director Blackmer, and upon vote unanimously carried, the Board approved the Consent Agenda.

Manager Matters

None.

Legal Matters

None.

Financial Matters

- A. Discussion Regarding 2020 Bond Issuance

Brooke Hutchens discussed the proposed bond issuance and the schedule of events. Ms. Hutchens reviewed the proposed structure of the bond issuance with the Board. Ms. Hutchens reported that the bond closing is currently planned for October 6, 2020.

Consider Approval of Engagement Letters

- A. Consider Proposals for Municipal Advisor
 - 1. North Slope Capital Advisors
 - 2. Lewis, Young, Robertson & Burningham, Inc.

Ms. Hutchens discussed the 3rd party role of a municipal advisor and the long-term benefit to the District. She also noted it provides an additional level of transparency. Ms. Hutchens and Ms. Turner discussed both firms that submitted proposals for the work.

RECORD OF PROCEEDINGS

After review and discussion, the Board determined the less expensive of the two proposals as the most prudent use of District funds. Upon a motion duly made by Director Leid, seconded by Director Price, and upon vote unanimously carried, the Board approved the engagement with North Slope Capital Advisors.

B. Engagement Letter with D.A. Davidson for Underwriting Services

Ms. Hutchens reviewed the proposed Engagement Letter included in the packet. After discussion, upon a motion duly made by Director Hayes, seconded by Director Blackmer, and upon vote unanimously carried, the Board approved the Engagement Letter with D.A. Davidson for Underwriting Services.

C. Engagement Letter with Ballard Spahr as Bond/Disclosure Counsel Services

Ms. Bear reviewed the proposed Engagement Letter of Ballard Spahr and their role in the bond issuance. After discussion, upon a motion duly made by Director Hayes, seconded by Director Blackmer, and upon vote unanimously carried, the Board approved the Engagement Letter with Ballard Spahr as Bond/Disclosure Counsel Services.

D. Engagement Letter with CLA for Financial Forecast Services

Mr. Urkoski and Ms. Clymer reviewed the proposed scope contained in the Engagement Letter that was included in the packet. After discussion, upon a motion duly made by Director Blackmer, seconded by Director Price, and upon vote unanimously carried, the Board approved the Engagement Letter with CLA for Financial Forecast Services.

E. Special Bond Fee Disclosures with WBA

After discussion, upon a motion duly made by Director Price, seconded by Director Blackmer, and upon vote unanimously carried, the Board approved the Special Bond Fee Disclosures with WBA.

Other Matters

A. Confirm Quorum for the November 12, 2020 at 1:00 p.m. at Reunion Recreation Center, 17910 E. Parkside Drive North, Commerce City, Colorado

Ms. Bear indicated that the Board will need to convene in a special meeting in September with regard to the bond issuance.

Adjournment

There being no further business to come before the Board, upon a motion duly made by Director Leid, seconded by Director Hayes, the meeting was adjourned at 2:31 p.m.

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

Respectfully submitted,

Secretary for the Meeting

**RESOLUTION AND ORDER FOR INCLUSION OF PROPERTY
BY THE
BOARD OF DIRECTORS
OF THE
NORTH RANGE METROPOLITAN DISTRICT NO. 3**

(Reunion Filing No. 38(7A))

WHEREAS, DIBC Buffalo Hills Ranch, LLC (as to an undivided 96% interest) and FFP-DIA, LLC (as to an undivided 4% interest), each a Colorado limited liability company, and each whose address is 1125 17th Street, Suite 2500, Denver, CO 80202 (collectively, the “**Petitioner**”), filed with North Range Metropolitan District No. 3 (the “**District**”) a Petition for Inclusion of Real Property (the “**Petition**”), a copy of which is attached hereto as **Exhibit A**, and incorporated herein by this reference; and

WHEREAS, the Petitioner represents that it is the one hundred percent (100%) fee owner of the real property described in the Petition (the “**Property**”); and

WHEREAS, the Petition requests that the Board of Directors of the District (the “**Board**”) include the Property into the District, in accordance with § 32-1-401(1)(a), C.R.S.; and

WHEREAS, pursuant to the provisions of § 32-1-401(1)(b), C.R.S., publication of notice of the filing of the Petition and the place, time and date of the public meeting at which the Petition would be considered, the name and address of the Petitioner and notice that all persons interested shall appear at such time and place and show cause in writing why the Petition should not be granted, was made in the *Commerce City Sentinel Express* on September 29, 2020. The Affidavit of Publication is attached hereto as **Exhibit B** and incorporated herein by this reference (the “**Affidavit of Publication**”); and

WHEREAS, no written objection to the inclusion was filed by any person; and

WHEREAS, the Petition was heard at a public meeting of the Board the District held on October 6, 2020, at the hour of 3:30 p.m.; and

WHEREAS, the Board has reviewed the Petition and all relevant information related thereto; and

WHEREAS, the Board of the District desires to grant the Petition and approve the inclusion of the Property into the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

1. Grant of Petition. The Board hereby grants the Petition [without conditions] and orders the inclusion of the Property into the District.
2. Effective Date of Resolution. This Resolution shall become effective as of the date hereof.
3. Motion and Order for Inclusion. The Board hereby directs its legal counsel to file a motion with the District Court in and for Adams County seeking an Order for Inclusion.

Remainder of page intentionally left blank. Signature page follows.

ADOPTED this 6th day of October, 2020.

NORTH RANGE METROPOLITAN DISTRICT NO. 3

Officer of the District

ATTEST:

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the District

CERTIFICATION OF RESOLUTION

I hereby certify that the foregoing constitutes a true and correct copy of the Resolution and Order for Inclusion of Real Property adopted by the Board at a meeting held on Tuesday, October 6, 2020, held via Zoom Teleconference.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 6th day of October, 2020.

Signature

EXHIBIT A
TO RESOLUTION AND ORDER FOR INCLUSION OF PROPERTY
(Petition for Inclusion)

EXHIBIT B
TO RESOLUTION AND ORDER FOR INCLUSION OF PROPERTY
(Affidavit of Publication)

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
NORTH RANGE METROPOLITAN DISTRICT NO. 3**

ESTABLISHING AN ELECTRONIC SIGNATURE POLICY

WHEREAS, the North Range Metropolitan District No. 3 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado; and

WHEREAS, pursuant to § 32-1-1001(1)(h), C.R.S., the Board of Directors of the District (the “**Board**”) is empowered with the management, control, and supervision of all the business and affairs of the District; and

WHEREAS, pursuant to § 32-1-1001(1)(m), C.R.S., the Board is authorized to adopt, amend, and enforce bylaws and rules and regulations not in conflict with the constitution and laws of Colorado for carrying on the business, objects, and affairs of the Board and the District; and

WHEREAS, in 2002, the Colorado legislature enacted the Uniform Electronic Transactions Act, §§ 24-71.3-101, *et seq.*, C.R.S. (the “**Act**”); and

WHEREAS, the purpose of the Act is to facilitate e-Government in Colorado by giving electronic signatures the same force and effect as signatures produced by non-electronic means; and

WHEREAS, pursuant to § 24-71.3-117, C.R.S., the District, as a political subdivision of the State of Colorado, has the general power, in relation to the administration of the affairs of the District to determine the extent to which it will create and retain electronic signatures; and

WHEREAS, pursuant to § 24-71.3-118 (1), C.R.S., the District, as a political subdivision of the State of Colorado, has the general power, in relation to the administration of its affairs, to determine the extent to which it will send and accept electronic signatures to and from other persons and otherwise create, generate, communicate, store, process, use, and rely upon electronic signatures; and

WHEREAS, the use of electronic signatures increases efficiency of various internal and external transactions that require signature or authorization; and

WHEREAS, the Board desire to adopt a policy that establishes and governs the process for using and accepting electronic signatures for internal and external District business and transactions.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

1. Adoption of Electronic Signature Policy. The District hereby adopts the Electronic Signature Policy set forth in **Exhibit A**, attached hereto and incorporated herein.
2. Preambles Incorporated. The preambles to this Resolution are hereby incorporated into this Resolution as if set out fully herein.
3. Severability. If any part, section, subsection, sentence, clause or phrase of this Resolution or Electronic Signature Policy is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
4. Effective Date. This Resolution and Electronic Signature Policy shall take effect as of the date of this Resolution (the “**Effective Date**”) until amended, superseded or rescinded.
5. Ratification of Electronic Signatures. To the extent that the District has utilized or accepted Electronic Signatures (as defined in the Electronic Signature Policy) prior to the Effective Date, such Electronic Signatures are hereby ratified, approved and accepted by the Board.

Remainder of Page Intentionally Left Blank, Signature Page Follows

ADOPTED this 6th day of October, 2020.

NORTH RANGE METROPOLITAN DISTRICT
NO. 3

Officer of the District

ATTEST:

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

General Counsel to the District

Signature Page to Resolution Establishing an Electronic Signature Policy

EXHIBIT A

Electronic Signature Policy

1.0 Background and Purpose

Use of electronic signatures increases the efficiency of various internal and external transactions that require signature or authorization. This policy establishes and governs the process for using and accepting electronic signatures used to conduct official District business.

2.0 Policy

The District permits the use of Electronic Signatures for both internal and external transactions to conduct the official business of the District in accordance with the procedures set forth below.

- 2.1 Where District policies, or applicable laws, regulations, or rules require a signature, that requirement is met if the document contains an Electronic Signature.
- 2.2 If a law or regulation prohibits a transaction from occurring electronically, the transaction must occur in the manner specified by that law or regulation.
- 2.3 This Policy shall be construed in a manner consistent with the Colorado Uniform Electronic Transactions Act (the “Act”). If there is a conflict between the Act and this policy, the Act shall control.
- 2.4 Nothing contained in this Policy shall be construed as requiring a person to use an Electronic Signature for any District business or transaction. Scanned, copied, or facsimiles of documents containing an original handwritten signature are not covered by this Resolution as such are not considered Electronic Signatures under the Act, and are legally acceptable without further action of the District.
- 2.5 If an applicable policy, law, regulation or rule prohibits particular District business or transactions from utilizing Electronic Signatures, such business or transaction shall be consummated in the manner permitted by applicable law. If an applicable policy, law, regulation or rule requires an Electronic Signature to contain specific elements, notwithstanding the acceptability of the Electronic Signatures as described in this Policy, the Electronic Signature must contain those specific elements to be valid and enforceable.

3.0 Procedures

3.1 External Transactions

- 3.1.1. Each party to an External Transaction must agree to conduct the transaction electronically. Agreement may be implied from the context and circumstances.

3.1.2. Only an Authorized Signatory may execute an External Transaction on behalf of the District.

3.1.3. The District may require a standard signature block or certification to be used for certain External Transactions.

3.2 Internal Transactions

3.2.1. Only an Authorized Signatory may execute an Internal Transaction on behalf of the District.

4.0 DEFINITIONS.

4.1 “Authorized Signatory” means a director, employee, contractor, consultant or other person who has been authorized or delegated by the Board the authority to sign documents on behalf of the District

4.2 “Electronic Signature” means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record. Electronic Signatures include, but are not limited to, (i) a signature image (a computer file that is created from the scanned image of the handwritten signature); and (ii) a signature generated by a computer program such as Adobe, DocuSign or other similar software that may or may not be time and date stamped.

4.3 “External Transaction” means any legally binding agreement or contract between the District and an individual, entity, business, or government agency.

4.4 “Internal Transaction” means any internal work-flow or approval process that requires a signature or approval on a District form, document, memo, or other similar format.