

MINUTES OF THE JOINT ORGANIZATIONAL
MEETING OF THE BOARD OF DIRECTORS OF

LEGATO COMMUNITY AUTHORITY

Held: Wednesday, February 24, 2021, at 3:00 p.m. via
teleconference.

Due to the Executive Orders issued by Governor Polis and
Public Health Orders implementing the Executive Orders
issued by the Colorado Department of Health and
Environment, and the threat posed by the COVID-19
coronavirus, this meeting was held via teleconference.

Attendance

The joint organizational meeting of the Board of Directors of
Legato Community Authority 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:

Jeff French
Donna Barrentine
Roger G. Hollard
CJ Kirst

Director Burns was absent. All absences are deemed excused
unless otherwise noted in these minutes.

Also present: Megan J. Murphy, Esq., Kristin Bowers Tompkins,
Esq., and Kaylin C. Hicks, White Bear Ankele Tanaka & Waldron,
Attorneys at Law, Authority General Counsel, Jason Carroll,
CliftonLarsonAllen, LLP, Authority Accountant; Brad Burns,
Blend Communities, President; Vincent Forcinito and Kim Martin,
Otten Johnson Robinson Neff + Ragonetti PC, Bond Counsel; and
Shelby Turner, Piper Sandler & Co., Authority Bond Public
Finance Investment Banking.

Call to Order

Ms. Murphy noted that a quorum of the Board was present and
called the meeting to order.

**Conflict of Interest
Disclosures**

Ms. Murphy advised the Board that, pursuant to Colorado law,
certain disclosures might be required prior to taking official action
at the meeting. Ms. Murphy reported that disclosures for those
directors with 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. Murphy noted that a quorum was present and 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Combined Meetings

The Board of Directors of the Authority have determined to hold joint meetings of the Authority and to prepare joint minutes of action taken by the Authority in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Authority. Where necessary, action taken by an individual District will be so reflected in these minutes.

Agenda

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

Appointment of Officers

The Board engaged in discussion regarding the appointment of officers. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed the following:

- President/Treasurer – CJ Kirst
- Secretary – Roger Hollard
- Assistant Secretary – Jeff French
- Assistant Secretary – Donna Barrentine
- Assistant Secretary – Emma Burns

Public Comment

None.

Legal Matters

Administrative Matters

Following a summary by Ms. Murphy the items on the administrative agenda were adopted by one motion duly made and seconded, and unanimously carried.

1. Public Records Request Policy
2. Resolution Adopting the Colorado Special District Records Retention Schedule

3. Resolution Providing for the Defense and Indemnification of Directors and Employees of the Authority
4. 2021 Annual Administrative Resolution

Insurance & Liability

Discuss and Consider Adoption of Joint Resolution Providing for the Defense and Indemnification of Directors and Employees of the District

Ms. Murphy presented the Board with the Memorandum Re: Crime Coverage, Fidelity Bonds and Designated Agent Endorsements. The Board engaged in a discussion and no action was needed.

Discuss Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds and Designated Agent Endorsements

Ms. Murphy presented the Board with the Memorandum Re: Crime Coverage, Fidelity Bonds and Designated Agent Endorsements. The Board engaged in a general discussion and no action was taken.

Discuss Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime) and Consider Adoption of Resolution Approving an IGA with the Colorado Special District Property and Liability Pool and Authorize Membership in the Special District Association

Ms. Murphy presented the Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime) and Consider Adoption of Resolution Approving an IGA with the Colorado Special District Property and Liability Pool and Authorize Membership in the Special District Association to the Board. The Board engaged in a general discussion. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized membership in the Special District Association and directed legal counsel to obtain an insurance proposal from Colorado Special District Property and Liability Pool.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

Ms. Murphy presented the Board with the agreement with T. Charles Wilson Insurance Services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Discuss BMO Worker's Compensation Coverage and Consider Authorizing Filing of Exclusion of Uncompensated Public

Ms. Murphy presented the BMO Worker's Compensation Coverage and Consider Authorizing Filing of Exclusion of Uncompensated Public Officials form for 2021 Policy Period to the Board. The Board engaged in a general discussion regarding Worker's Compensation Coverage. Following discussion, upon a motion

*Officials form for 2021
Policy Period*

duly made and seconded, the Board approved obtaining workers' compensation coverage.

*Consider Approval of
Property and Liability
Insurance Limits and
Deductibles*

Ms. Murphy presented the Board with the Property and Liability Insurance Limits and Deductibles. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the insurance coverage as presented.

Engagement of Consultants

*Consider Approval of
Engagement Letter with
White Bear Ankele Tanaka &
Waldron for Legal Services*

Ms. Murphy reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron with the Board. Ms. Murphy stated that as she is not independent as to the engagement, the Board are advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. Following discussion, upon a motion duly and seconded, the Board unanimously approved the engagement letter.

*Consider Approval of
Engagement Letter with
CliftonLarsonAllen LLP for
Accounting Services*

Mr. Carroll presented the Board with the Engagement Letter with CliftonLarsonAllen, LLP for accounting services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.

*Consider Approval of
Heather Sosa Contract for
Website Services and Joint
Website with Legato
Metropolitan District Nos. 1-
7*

Ms. Murphy presented the Heather Sosa contract for website services and a joint website with Legato Metropolitan District Nos. 1-7 to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the contract.

Agreements

*Consider Approval of
Funding and Reimbursement
Agreement with Cohen-
Denver Airport, LLC*

Ms. Murphy presented the Board with the Funding and Reimbursement Agreement with Cohen-Denver Airport, LLC. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agreement, subject to comments from Cohen-Denver Airport, LLC and subject to final legal review.

*Consider Approval of
Operating Pledge Agreement
with the Legato Metropolitan
District Nos. 1-7*

Ms. Martin presented the Board with the Operating Pledge Agreement with the Legato Metropolitan District Nos. 1-7 (the "D") for consideration. Ms. Martin stated this agreement is a pledge of operating mill levy revenues from the District to the Authority. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement subject to final legal review.

Financial Matters

Consider Approval of Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Numbers

The Board reviewed the application for FEIN number, Sales Tax Exemption number, and PDPA number. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the filing of the application.

Discuss and Consider Establishment of Bank Accounts and Authorize Signers on the Accounts (with all checks requiring two signatures)

The Board engaged in a discussion regarding establishment of bank accounts and authorizing signers. Following discussion, the Board unanimously approved the establishment of a bank account at First Bank and authorized Director Kirst and Director Hollard as signatories and requiring only one signor on checks.

Public Hearing on 2021 Budget and Consider Approval of Resolutions Adopting the 2021 Budget

Director Hollard opened the public hearing on the proposed 2021 Budgets. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Mr. Carroll reviewed the 2021 Budget and Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2021 Budget as discussed, appropriating funds therefore and certifying 0.000 mills adjusted for the general fund and 0.000 mills for the debt service fund subject to final legal review and comment of the 2021 Budget.

The Board directed legal counsel and the District's accountant to file the 2021 Budget.

2020 Bond Issuance

Ms. Turner, Piper Sandler & Co, provided a bond overview.

Consider Approval of Letter Agreement with Piper Sandler & Co. as Underwriter

Ms. Murphy presented the Letter Agreement with Piper Sandler & Co. as Underwriter with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the letter agreement.

Consider Approval of Bond Fee Disclosure Letter with

Ms. Murphy presented the Special Disclosure of Costs for Legal Services in Connection with Bonds from White Bear Ankele Tanaka

<i>White Bear Ankele Tanaka & Waldron</i>	& Waldron with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the disclosure letter.
<i>Consider Approval of Engagement Letter with Ballard Spahr LLP as Bond Counsel</i>	Ms. Murphy presented the Letter Agreement with Ballard Spahr LLP as Bond Counsel with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the letter agreement.
<i>Consider Approval of Engagement Letter with CliftonLarsonAllen LLP to Perform Cash Flow Forecast</i>	Mr. Carroll reviewed the Engagement Letter with CliftonLarsonAllen LLP to Perform Cash Flow Forecast with the Board. Following discussion, upon a motion duly and seconded, the Board unanimously approved the engagement letter.
<i>Consider Approval of Engagement Letter with Sherman & Howard as Disclosure Counsel</i>	Ms. Murphy reviewed the Engagement Letter with Sherman & Howard as Disclosure Counsel with the Board. Following discussion, upon a motion duly and seconded, the Board unanimously approved the engagement letter.
<i>Consider Approval of Engagement of Zonda/Metrostudy to Prepare a Residential Market Study</i>	Ms. Murphy reviewed the Engagement Letter with Zonda/Metrostudy to Prepare a Residential Market Study with the Board. Following discussion, upon a motion duly and seconded, the Board unanimously approved the study.
<i>Consider Approval of Engagement of King & Associates to Prepare a Commercial Market Study</i>	Ms. Murphy reviewed the Engagement of King & Associates to Prepare a Commercial Market Study with the Board. Following discussion, the Board determined not to approve the study.
<i>Consider Approval of Term Sheet</i>	Ms. Murphy reviewed the Term Sheet with the Board. Following discussion, upon a motion duly and seconded, the Board unanimously approved the term sheet.
<i>Consider Approval of Municipal Advisor Proposals</i>	Ms. Tompkins reviewed the Municipal Advisor Proposals with the Board. Ms. Tompkins noted that White Bear Ankele Tanaka & Waldron Attorneys and Clifton Larson Allen, LLP are not providing financial advice on the transaction. Following discussion, upon a motion duly and seconded, the Board unanimously approved the Limited Scope with North Slope.

Other Business

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



Roger Hollard (May 21, 2021 15:22 MDT)

Secretary for the Meeting