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**CERTIFIED RECORD**  
**OF**  
**PROCEEDINGS OF**  
**THE BOARD OF DIRECTORS**  
**OF**  
**TUSCAN FOOTHILLS VILLAGE METROPOLITAN DISTRICT**  
**IN THE CITY OF COLORADO SPRINGS, COUNTY OF EL PASO, COLORADO**

Relating to a Resolution authorizing the issuance of:

**Limited Tax General Obligation**  
**Convertible Capital Appreciation Bonds**  
**Series 2019**

Adopted at a Regular Meeting Held on November 4, 2019

*This cover page is not a part of the following resolution and is included solely for the convenience of the reader.*

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(Attach copy of notice of meeting, as posted)

**NOTICE OF REGULAR MEETING  
RELATING TO THE AUTHORIZATION AND ISSUANCE OF INDEBTEDNESS**

**TUSCAN FOOTHILLS VILLAGE METROPOLITAN DISTRICT  
IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO**

NOTICE IS HEREBY GIVEN that the Board of Directors (the “**Board**”) of Tuscan Foothills Village Metropolitan District (the “**District**”), in the City of Colorado Springs, Colorado, will hold a regular meeting on November 4, 2019 at 10:00 A.M, at 31 North Tejon Street, Suite 500, Colorado Springs, Colorado.

NOTICE IS FURTHER GIVEN THAT at such meeting the Board of the District intends to make a final determination to issue general obligation indebtedness by the issuance of its Limited Tax General Obligation Convertible Capital Appreciation Bonds, Series 2019, in an approximate principal amount of \$1,100,000, which amount is subject to increase or decrease as determined by the Board, or as otherwise permitted by any resolution adopted by the Board at such meeting, and, in connection therewith, the Board will consider a resolution: authorizing the issuance of such indebtedness; approving, ratifying and confirming the execution of certain documents; making determinations and findings as to other matters related to such financing transaction; authorizing incidental action; and repealing prior inconsistent actions.

The Board will also take up such other business as may come before the Board. The meeting is open to the public.

This notice is given by order of the Board of the District.

/s/     **BOARD OF DIRECTORS  
TUSCAN FOOTHILLS VILLAGE METROPOLITAN DISTRICT  
IN THE CITY OF COLORADO SPRINGS  
EL PASO COUNTY, COLORADO**

STATE OF COLORADO )  
COUNTY OF EL PASO )  
CITY OF COLORADO SPRINGS ) ss.  
TUSCAN FOOTHILLS VILLAGE METROPOLITAN DISTRICT )

The Board of Directors (the “**Board**”) of Tuscan Foothills Village Metropolitan District, in the City of Colorado Springs, County of El Paso, Colorado, held a regular meeting of the Board at 31 North Tejon Street, Suite 500, Colorado Springs, Colorado, on Monday, the 4th day of November, 2019 at 10:00 a.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.*

At such meeting, the following members of the Board were present, constituting a quorum:

Kyungsoon (Kay) Folan	Director/President
Jack Wallace Mason	Director/Treasurer
Raymond O'Sullivan	Director/ Secretary

At such meeting, the following members of the Board were absent.

Richard D. Folan	Director/Assistant Secretary
Tanweer Khan	Director/Assistant Secretary

Also present at such meeting:

District Counsel:	Blair M. Dickhoner, Esq. White Bear Ankele Tanaka & Waldron, Professional Corporation
Bond Counsel:	Kamille Curylo, Esq. Kutak Rock LLP
Underwriter:	Laci Knowles D.A. Davidson & Co.
District Accountant:	Carrie Bartow CliftonLarsonAllen, LLP

At such meeting thereupon there was introduced the following resolution:

## RESOLUTION

**A RESOLUTION AUTHORIZING THE ISSUANCE BY TUSCAN FOOTHILLS VILLAGE METROPOLITAN DISTRICT OF ITS LIMITED TAX GENERAL OBLIGATION CONVERTIBLE CAPITAL APPRECIATION BONDS, SERIES 2019, (THE "BONDS"), IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF UP TO \$1,100,000, FOR THE PURPOSE OF PAYING, REIMBURSING AND FINANCING PUBLIC IMPROVEMENTS AND PAYING THE COSTS INCIDENTAL TO THE ISSUANCE OF THE BONDS; AND, IN CONNECTION THEREWITH, AUTHORIZING THE LEVY OF AD VALOREM PROPERTY TAXES FOR THE PAYMENT OF SUCH BONDS; APPROVING AN INDENTURE OF TRUST AND RELATED DOCUMENTS AND INSTRUMENTS; AUTHORIZING THE EXECUTION AND DELIVERY THEREOF AND PERFORMANCE BY THE DISTRICT THEREUNDER; APPOINTING A DISTRICT REPRESENTATIVE TO ACT ON BEHALF OF THE DISTRICT UNDER THE INDENTURE; ADOPTING A DISTRICT POLICY REGARDING TAX-EXEMPT OBLIGATIONS AND APPOINTING A RESPONSIBLE PERSON IN CONNECTION THEREWITH; APPOINTING AN AUTHORIZED DELEGATE TO MAKE CERTAIN DETERMINATIONS RELATING TO THE BONDS AS AUTHORIZED UNDER SECTION 11-57-205, C.R.S.; AUTHORIZING THE USE BY THE UNDERWRITER OF THE PRELIMINARY LIMITED OFFERING MEMORANDUM IN CONNECTION WITH THE OFFER AND SALE OF THE BONDS; AUTHORIZING INCIDENTAL ACTION; REPEALING PRIOR INCONSISTENT ACTIONS; AND ESTABLISHING THE EFFECTIVE DATE HEREOF.**

WHEREAS, capitalized terms used and not otherwise defined in the recitals below shall have the respective meanings ascribed to such terms in Section 1 hereof and in the Indentures (defined below); and

WHEREAS, 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. (the "**Act**"); and

WHEREAS, pursuant to an Order and Decree entered on December 23, 2016 by the District Court in and for El Paso County, Colorado (the "**County**"), and recorded on January 17, 2017 at Reception No. 217005585, the District was organized following approval of its Service Plan; and

WHEREAS, the District is authorized by the Act to furnish certain public facilities and services, subject to the limitations of its Service Plan, including water, sanitation, street, safety protection, park and recreation, transportation, television relay and translation, limited fire protection, and mosquito control improvements and services within and without the boundaries of the District; and

WHEREAS, at a regular election of the qualified electors of the District, duly called and held on November 8, 2016 (the "**Election**"), in accordance with law and pursuant to due notice, a majority of those qualified to vote and voting at the 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 providing certain improvements, funding operations, and refunding outstanding obligations, the questions relating thereto being as set forth in an exhibit to the Indenture; and

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

WHEREAS, the results of the Election were 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 Section 32-1-204.5, C.R.S., and with the division of securities created by Section 11-51-701, C.R.S., within forty-five days after the Election; and

WHEREAS, the District has not issued any indebtedness pursuant to the authorization of the Election; and

WHEREAS, for the purpose of financing costs of public improvements, the District has entered into that (i) certain Infrastructure Acquisition and Reimbursement Agreement, dated as of January 30, 2017, as supplemented and amended by that certain First Amendment to Infrastructure Acquisition and Reimbursement Agreement, dated as of November 6, 2017, each by and between the District and TFV1, LLC, a Colorado limited liability company and (ii) the Infrastructure Acquisition and Reimbursement Agreement, dated as of November 4, 2019, by and between the District and Tuscan Bench Development, Inc., a Colorado corporation (collectively, the "**Developer Reimbursement Agreements**"), pursuant to which certain parties agreed to fund advances to the District for the purpose of financing the costs of public improvements and/or to construct certain public improvements to be acquired by the District, all pursuant to the terms and conditions contained therein; and

WHEREAS, the Board of Directors of the District (the "**Board**") has previously determined that it is necessary to pay the costs of acquiring, constructing, and installing public improvements and facilities, the debt for which was approved by the Election (the "**Project**"); and

WHEREAS, for the purpose of financing or reimbursing a portion of the Project (including paying amounts due or to become due under the Developer Reimbursement Agreements), the Board has determined 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 bonds, and that for such purpose there shall be issued Limited Tax General Obligation Convertible Capital Appreciation Bonds, Series 2019 (the "**Bonds**") in a maximum aggregate principal amount of up to \$1,100,000; and

WHEREAS, based on the anticipated uses of the proceeds of the Bonds, the Board hereby determines to allocate the principal amount thereof to the authorized but unissued indebtedness from the Election as set forth in the Indenture; provided that such allocation is based upon the Board's estimates of the use of proceeds at the time of issuance of the Bonds, that actual uses of proceeds may vary from such estimate within the limitations of the Election, and that such variance shall not require an amendment to the Indentures or notice to or consent of any person; and

WHEREAS, the Bonds shall initially be capital appreciation bonds, convertible to current interest bonds on the CIB Conversion Date, and shall be limited tax obligations of the District, subject to the provisions of the District's Service Plan as provided in the Indenture; and

WHEREAS, the total Original Principal Amount (as defined in the Indenture) of the Bonds, when added to all other outstanding general obligations heretofore authorized and issued by the District (being \$0), does not exceed the greater of: (i) \$2,000,000, or (ii) fifty percent (50%) of the valuation for assessment of the taxable property in the District as certified by the assessor, 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 Article 59 of Title 11, C.R.S. (the “**Colorado Municipal Bond Supervision Act**”); accordingly, the Bonds are exempt from registration under such act; and

WHEREAS, pursuant to the provisions of Section 32-1-1101(6)(a), C.R.S., the total Original Principal Amount of the Bonds of the District does not exceed the greater of: (i) \$2,000,000, or (ii) fifty percent (50%) of the valuation for assessment of the taxable property in the District as certified by the assessor; 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 (the “**Supplemental Public Securities Act**”); and

WHEREAS, pursuant to Section 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 Section 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, the Board members having such interests have stated for the record prior to the adoption of this Resolution the fact that they have such interests and the summary nature of such interests and the participation of those Board members 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 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 and taxpayers thereof; and

WHEREAS, at or prior to this meeting, the Board has been presented with substantially final forms of the other Financing Documents (as defined herein) and the Post Issuance Compliance Policy (as defined herein); and

WHEREAS, the Board has the authority, as provided in the Supplemental Public Securities Act, to delegate to one or more officers of the District the authority to determine certain provisions of the Bonds in accordance with the provisions of this Resolution; and

WHEREAS, the Board desires to adopt the Post Issuance Compliance Policy as the policy and procedures that the District will follow with respect to the Bonds and all other tax-exempt obligations; to delegate the authority to the Authorized Delegate pursuant to Section 11-57-205(1), C.R.S., to make certain determinations regarding the Bonds as more specifically set forth herein, subject to the limitations set forth herein; to authorize the execution and delivery of and performance under the Financing Documents and the execution, completion, and delivery of such certificates and other documents as may be necessary to effect the intent of this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF TUSCAN FOOTHILLS VILLAGE METROPOLITAN DISTRICT, IN THE CITY OF COLORADO SPRINGS, COUNTY OF EL PASO, COLORADO:

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

“*Act*” has the meaning set forth in the recitals hereof.

“*Authorized Delegate*” means Raymond O'Sullivan, a Director serving on the Board, to whom the Board delegates the authority specified in this Resolution.

“*Board*” means the Board of Directors of the District.

“*Bond Counsel*” means (a) as of the Closing Date, Kutak Rock LLP, Denver, Colorado, and (b) as of any other date, Kutak Rock LLP, Denver, Colorado, or such other attorneys selected by the District with nationally recognized expertise in the issuance of tax-exempt debt.

“*Bond Purchase Agreement*” means the Bond Purchase Agreement between the District and the Underwriter, in its capacity as the original purchaser of the Bonds.

“*Bonds*” means the Limited Tax General Obligation Convertible Capital Appreciation Bonds, Series 2019, issued by the District pursuant to the Indenture and this Resolution.

“*CIB Conversion Date*” means the date on which the Bonds convert from capital appreciation obligations to current interest obligations, subject to and in accordance with the provisions of the Indenture.

“*City*” means the City of Colorado Springs, Colorado.

“*County*” means the County of El Paso, Colorado.

“*Code*” means the Internal Revenue Code of 1986 and the rules and regulations promulgated thereunder, as amended and in effect as of the date of issuance of the Bonds.

“*Continuing Disclosure Agreement*” means the Continuing Disclosure Agreement in substantially the form attached as an appendix to the Preliminary Limited Offering Memorandum.

“*C.R.S.*” means the Colorado Revised Statutes, as amended.



*“Delegated Determinations”* has the meaning set forth in Section 4(a) hereof.

*“District”* means the Tuscan Foothills Village Metropolitan District, in the City of Colorado Springs, County of El Paso, Colorado, its successors and assigns.

*“District Counsel”* means White Bear Ankele Tanaka & Waldon, Professional Corporation, Centennial, Colorado.

*“District Representative”* means the person or persons at the time designated to act on behalf of the District as provided in this Resolution or as may from time to time be designated by a resolution adopted by the Board with a copy of such resolution or, in lieu thereof, a written certificate signed by the President of the District, provided to the Trustee.

*“Election”* has the meaning set forth in the recitals hereof.

*“Financing Documents”* means, collectively, this Resolution, the Indenture, the Bond Purchase Agreement, the Developer Reimbursement Agreements, the Continuing Disclosure Agreement, and the Letter of Representations.

*“Indenture”* means the Indenture of Trust dated as of the date of issuance of the Bonds between the District and the Trustee pursuant to which the Bonds are issued, as the same may be amended or supplemented from time to time in accordance with the provisions thereof.

*“Letter of Representations”* means 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”* means the final version of the Preliminary Limited Offering Memorandum which shall include the final pricing of the Bonds.

*“Post Issuance Compliance Policy”* means the Post Issuance Compliance and Remedial Actions Procedure setting forth the District’s written procedures for post-issuance compliance and remedial action applicable to tax-advantaged bonds, notes, leases, certificates of participation or similar obligations including, without limitation, the Bonds.

*“Preliminary Limited Offering Memorandum”* means the Preliminary Limited Offering Memorandum prepared in connection with the offer and sale of the Bonds, as the same may from time to time be supplemented or amended prior to the pricing of the Bonds.

*“Project”* has the meaning set forth in the recitals hereof.

*“Resolution”* means this Resolution which authorizes, among other things, the District to issue the Bonds and to execute, deliver and perform its obligations under the other Financing Documents.

*“Responsible Person”* means the person appointed in Section 11 of this Resolution as the Responsible Person within the meaning of the Post Issuance Compliance Policy.

*“Supplemental Public Securities Act”* means Part 2 of Article 57 of Title 11, C.R.S.

“*Tax Compliance Certificate*” means the certificate to be signed by the District relating to the requirements of Sections 103 and 141-150 of the Code with respect to the Bonds.

“*Trustee*” means UMB Bank, n.a., Denver, Colorado, its successors and assigns.

“*Underwriter*” means D.A. Davidson & Co., Denver, Colorado.

**Section 2. Approval and Authorization to Issue Bonds; Approval and Authorization of Financing Documents.** The District is hereby authorized and directed to issue the Bonds in accordance with the terms set forth herein, in the Bond Purchase Agreement and in the Indenture. The Financing Documents are incorporated herein by reference and are hereby approved. The District shall enter into and perform its obligations under the Financing Documents in the form of such documents presented at or prior to this meeting, with such changes as are made pursuant to this Section 2 and are not inconsistent herewith. The President or Vice President of the District is hereby authorized and directed to execute and deliver the Financing Documents and the Secretary or Assistant Secretary of the District are each hereby authorized and directed to attest the Financing Documents and to affix the seal of the District thereto, and each of the President, Vice President, Treasurer, Secretary and Assistant Secretary of the District are further authorized to execute, deliver and authenticate such other documents, instruments, or certificates as are deemed necessary or desirable in order to effect the transactions contemplated under the Financing Documents. The Financing Documents are to be executed in substantially the forms presented at or prior to this meeting of the Board, provided that such documents may be completed, corrected, or revised as deemed necessary or convenient and approved by District Counsel, provided that District Counsel shall consult with a representative of the District in connection therewith, in order to carry out the purposes of this Resolution and the action taken by the Board at this meeting, and such approval shall be deemed approval by the Board. To the extent any Financing Document has been executed prior to the date hereof, then said execution is hereby ratified and affirmed. Copies of all of Financing Documents shall be delivered, filed, and recorded as provided therein.

Upon execution 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 appropriate 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 the President, Vice President or other appropriate officer of the District in connection with the issuance, sale, delivery or administration 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. 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.

**Section 4. Delegation of Authority.**

(a) The Board hereby delegates Raymond O'Sullivan, a Director serving on the Board, as the Authorized Delegate. Pursuant to Section 11-57-205, C.R.S., the Board hereby delegates to the Authorized Delegate, for a period of ninety (90) days following adoption of this Resolution, the authority to execute and deliver the Bond Purchase Agreement and to make the following determinations with respect to the Bonds, subject to the parameters and restrictions set forth below in Section 4(b) below (the “**Delegated Determinations**”).

- (i) the rate or rates of interest on the Bonds;
- (ii) the terms and conditions on which and the prices at which the Bonds may be optionally redeemed prior to maturity;
- (iii) the price or prices at which the Bonds will be sold;
- (iv) the original aggregate principal amount of the Bonds;
- (v) the amount of Bond principal subject to mandatory sinking fund redemption in any particular year;
- (vi) the amount of Bond principal maturing in any particular year;
- (vii) the existence and amounts of surplus funds, reserve funds and similar funds, and the amount thereof to be funded with Bond proceeds; and
- (viii) the allocation of the indebtedness of the Bonds to the voted authorization obtained at the Election.

(b) The authority of the Authorized Delegate to make the Delegated Determinations is subject to the following parameters and restrictions:

- (i) The interest/accretion rate of the Bonds shall not exceed a per annum rate of 8.00%;
- (ii) no redemption premium to be paid in connection with any optional redemption of the Bonds prior to maturity shall exceed any limitation imposed by the Act or the Election;
- (iii) the original aggregate principal amount of the Bonds shall not exceed \$1,100,000 (and in determining such original aggregate principal amount, the principal amount of the Bonds on the date of issuance of the Bonds shall be used);

- (iv) the amounts of surplus funds, reserve funds and similar funds shall not exceed any limitations under the Code as determined by Bond Counsel;
- (v) the allocation of voted authorization to the Bonds shall not exceed any limitations of the Election;
- (vi) the Bonds may, subject to following proviso, be sold at such discount that will result in a yield on the Bonds of no greater than 12% and at a premium without limit; provided, however, that no Bond may bear interest at a rate greater the rate per annum set forth in clause (i) above.
- (vii) the final maturity date of the Bonds shall not exceed December 1, 2050.

**Section 5. Findings and Declarations of the Board.** The Board, having been fully informed of and having considered all the pertinent facts and circumstances, hereby finds, determines, and declares as follows:

(a) For the purpose of financing or reimbursing a portion of the costs of the acquisition, construction and installation of public infrastructure, the debt for which was approved at the Election, the Board hereby determines to issue its Limited Tax General Obligation Convertible Capital Appreciation Bonds, Series 2019.

(b) The Board specifically elects to apply all of the provisions of Title 11, Article 57, Part 2, C.R.S., to the Bonds.

**Section 6. Authorization; Levy of Ad Valorem Taxes.** In accordance with the Constitution of the State of Colorado; the Act; the Supplemental Public Securities Act; the Election; and all other laws of the State of Colorado thereunto enabling, the District shall issue the Bonds for the purposes of financing or reimbursing a portion of the costs of the acquisition, construction and installation of public infrastructure, the debt for which was approved at the Election and paying the costs of issuance of the Bonds. The appropriate officers of the District are hereby authorized and directed to levy ad valorem property taxes in the amount of the Required Mill Levy (as defined in the Indenture) on all of the taxable property of the District for the purpose of paying the Bonds and funding and replenishing the Surplus Fund (as defined in the Indenture), all as set forth in more detail in the Indenture.

**Section 7. Permitted Amendments to Resolution.** Except as otherwise provided herein, the District may amend this Resolution in the same manner, and subject to the same terms and conditions, as apply to an amendment or supplement to the Indentures as provided therein.

**Section 8. Authorization to Execute Other Documents and Instruments.** The President, Treasurer, Secretary and Assistant Secretaries of the District shall, and they are each hereby authorized and directed, to take all actions necessary or appropriate to effectuate the provisions of this Resolution, including, but not limited to, the execution and delivery of the Tax Compliance Certificate, a Form IRS 8038-G and any other documents relating to the exemption from taxation of interest to accrue on the Bonds; the execution of documents and certificates necessary or desirable to effectuate the entering into of the Financing Documents and the

performance by the District of its obligations thereunder; and such other certificates, documents, instruments, and affidavits as may be reasonably required by Bond Counsel, the Trustee, the Underwriter, or District Counsel. The execution by the President, Treasurer, Secretary or either Assistant Secretary of any document not inconsistent herewith shall be conclusive proof of the approval by the District of the terms thereof.

**Section 9. Preliminary Limited Offering Memorandum and Limited Offering Memorandum.** The Preliminary Limited Offering Memorandum, in substantially the form presented at this meeting, with such changes as the District Representative, upon advice of counsel, shall approve for distribution is hereby approved and authorized and the Underwriter's use and distribution thereof in connection with the offer and sale of the Bonds are hereby ratified and confirmed. Prior to the use and distribution thereof by the Underwriter, the Preliminary 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. The Board hereby further authorizes the preparation and distribution of a final Limited Offering Memorandum in conjunction with an offer of the Bonds to the public. The 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 officers of the District are hereby authorized to execute copies of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum on behalf of the District. If a supplement to the Preliminary Limited Offering Memorandum and/or the final Limited Offering Memorandum is deemed necessary or desirable by the Underwriter, the Board hereby authorizes such supplement.

**Section 10. Appointment of District Representative.** Kyungsoon (Kay) Folan, the District's President, is hereby appointed as the District Representative, and Raymond O'Sullivan, the District's Secretary, is hereby appointed as an alternate District Representative. One or more different or additional District Representatives may from time to time be designated by a resolution adopted by the Board with a copy of such resolution or, in lieu thereof, a written certificate signed by the President of the District, furnished to the Trustee. Any alternate or alternates may also be designated as such therein. The District Representative has the authority to make certain determinations under the Indenture, provide instructions to the Trustee thereunder, and execute one or more requisitions for disbursement from the Trustee of moneys from the Project Fund (as defined in the Indenture) (each, a "**Requisition**").

**Section 11. Post Issuance Compliance Policy; Responsible Person.** The Post Issuance Compliance Policy, in substantially the form presented to the Board at or prior to this meeting, is hereby approved by the Board and adopted as the Post Issuance Compliance Policy of the District. The District's Accountant, currently Carrie Bartow with the firm of CliftonLarsonAllen, LLP, Colorado Springs, Colorado, is hereby appointed as the Responsible Person within the meaning of such Post Issuance Compliance Policy.

**Section 12. Costs and Expenses.** All costs and expenses incurred in connection with the issuance, payment and administration of the Bonds shall be paid from the proceeds of the

Bonds, legally available moneys of the District, or from a combination thereof, and such moneys are hereby appropriated for that purpose.

**Section 13. Pledge.** The creation, perfection, enforcement, and priority of the pledge of revenues to secure the payment of the principal of, premium, if any, and interest on the Bonds and its covenant to levy an ad valorem tax in the amount of the Required Mill Levy against all taxable property of the District as provided herein and in the Indenture shall be governed by Section 11-57-208 of the Supplemental Public Securities Act, the Indenture, and this Resolution. The amounts pledged to the payment of the principal of, premium, if any, and interest on the Bonds shall immediately be subject to the lien of such pledge without any physical delivery, filing, or further act. The lien of such pledge shall have a first priority lien, but not necessarily an exclusive such lien. The lien of such pledge shall be valid, binding, and enforceable as against all Persons having claims of any kind in tort, contract, or otherwise against the District irrespective of whether such Persons have notice of such liens.

**Section 14. No Recourse Against Officers and Agents.** Pursuant to Section 11-57-209 of the Supplemental Public Securities Act, 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 principal of, premium, if any, or interest on 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 a Bond, each purchaser or transferee thereof specifically waives any such recourse.

**Section 15. Conclusive Recital.** Pursuant to Section 11-57-210 of the Supplemental Public Securities Act, the Bonds shall contain a recital that the Bonds are issued pursuant to certain provisions of the Supplemental Public Securities Act. Such recital shall be conclusive evidence of the validity and the regularity of the issuance of the Bonds after delivery for value.

**Section 16. Limitation of Actions.** Pursuant to Section 11-57-212 of the Supplemental Public Securities Act, no legal or equitable action brought with respect to any legislative acts or proceedings in connection with the authorization or issuance of the Bonds shall be commenced more than thirty days after the authorization of such securities.

**Section 17. Designation of Bonds as Qualified Tax-Exempt Obligation.** 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 original issue 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 2019. The District recognizes that such tax-exempt obligations include notes, bonds, leases, loans and warrants. 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 qualified tax-exempt obligations for the purpose of avoiding the loss of 80% of any otherwise available interest deduction attributable to such institution's tax exempt holdings.

**Section 18. Ratification and Approval of Prior Actions.** All actions heretofore taken by the officers and agents of the District and the members of the Board, not inconsistent with the provisions of this Resolution, relating to the authorization and issuance of the Bonds, or the execution and delivery of any documents in connection therewith, are hereby ratified, approved, and affirmed.

**Section 19. Delegated Determinations.** The District is hereby authorized and directed to incorporate or cause to be incorporated the Delegated Determinations into the Indenture, the other Financing Documents, and any other appropriate document including, without limitation, the incorporation into the Indenture of the allocation of voted authorization from the Election to the indebtedness of the Bonds.

**Section 20. Resolution Irrepealable.** After the issuance of the Bonds, this Resolution shall be and remain irrepealable until such time as the Bonds shall have been fully discharged pursuant to the terms thereof and of the Indenture.

**Section 21. Repealer.** All orders, bylaws, and resolutions of the District, or parts thereof, inconsistent or in conflict with this Resolution, are hereby repealed to the extent only of such inconsistency or conflict.

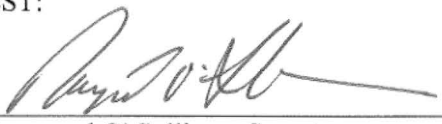
**Section 22. Severability.** If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution, the intent being that the same are severable.

**Section 23. Effective Date.** This Resolution shall take effect immediately upon its adoption and approval.


APPROVED AND ADOPTED by the Board of Directors of Tuscan Foothills Village Metropolitan District, in the City of Colorado Springs, County of El Paso, Colorado, on the 4<sup>th</sup> day of November, 2019.



ATTEST:

By   
Raymond O' Sullivan, Secretary

**TUSCAN FOOTHILLS VILLAGE  
METROPOLITAN DISTRICT**

By   
Kyungsoon (Kay) Folan, President

[Signature page to Bond Resolution]



Thereupon, Director Jack Wallace Mason moved for the adoption of the foregoing resolution. The motion to adopt the resolution was duly seconded by Director Kyungsoon (Kay) Folan, put to a vote, and carried on the following recorded vote:

Those voting AYE:

*All present*

Those voting NAY:

*None*

Those abstaining:

*None*

Those absent:

*Richard D. Folan*

*Tanweer Khan*

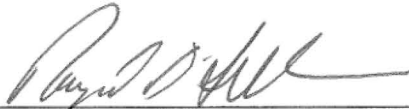
Thereupon the President, as Chairman of the meeting, declared the Resolution duly adopted and directed the Secretary or Assistant Secretary to duly and properly enter the foregoing proceedings and resolution upon the minutes of the Board.

STATE OF COLORADO )  
COUNTY OF EL PASO )  
CITY OF COLORADO SPRINGS )  
TUSCAN FOOTHILLS VILLAGE METROPOLITAN DISTRICT )

I, Raymond O'Sullivan, Secretary of Tuscan Foothills Village Metropolitan District, in the City of Colorado Springs, County of El Paso, Colorado (the "**District**"), do hereby certify that the foregoing pages numbered (i) through (iii) and 1 through 12 inclusive, constitute a true and correct copy of that portion of the record of proceedings of the Board of Directors of the District (the "**Board**") relating to the adoption of a resolution authorizing the issuance by the District of its Limited Tax General Obligation Convertible Capital Appreciation Bonds, Series 2019, and other matters relating thereto, adopted at a regular meeting of the Board of Directors of Tuscan Foothills Village Metropolitan District held at 31 North Tejon Street, Suite 500, Colorado Springs, Colorado, on Monday, the 4<sup>th</sup> day of November, 2019, at 10:00 a.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; and that a notice of meeting, in the form herein set forth at page (i), was posted prior to the meeting in accordance with applicable law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the District, this 4th day of November, 2019.



  
\_\_\_\_\_  
Raymond O'Sullivan, Secretary

[Certification Page to Bond Resolution]