

RECORD OF PROCEEDINGS

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARDS OF DIRECTORS OF AIRPARK NORTH METROPOLITAN DISTRICTS NOS. 1-4

HELD
DECEMBER 17, 2020

The Boards of Directors of the Airpark North Metropolitan Districts Nos. 1-4 held an organizational meeting, open to the public 10:00 a.m. on Thursday, December 17, 2020. Notice of the meeting has been posted in one public place within the boundaries of each District. Due to the State of Emergency declared by Governor Polis as a result of the COVID -19 pandemic, the meeting was held via MS Teams.

ATTENDANCE:

Directors in Attendance:

Jeffrey Brines, President
Curt Burgener, Vice President/Assistant Secretary
Tammy Percy, Treasurer/Secretary

Also in Attendance Were:

Robert Eck and Erick Halverson; Land Asset Strategies
Alan Pogue, Esq.; Icenogle Seaver Pogue, P.C.
Chad Walker, Kammy Tinney, Ryan Abbott, Brendan Campbell, Casey Milligan, and Traci Miller; Pinnacle Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 10:08 a.m. by Ms. Tinney, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

QUALIFICATION OF
BOARD MEMBERS/
OATHS OF OFFICE AND
BONDS

Mr. Pogue discussed the process of qualifying Board members, affirmed that Oaths of Office had been administered and filed per Colorado law, and confirmed that Performance Bonds had been obtained for the Directors and Treasurer of each District, as required by law, and filed with the District Court and Division of Local Government.

COMBINED
MEETING

The Districts are meeting in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Airpark North Metropolitan District No. 1, with concurrence by Airpark North Metropolitan District Nos. 2, 3 and 4.

RECORD OF PROCEEDINGS

CONFLICT OF INTEREST DISCLOSURE

Mr. Pogue discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Mr. Pogue that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

AGENDA/ LOCATION OF MEETING/ POSTING MEETING NOTICES/QUORUM

The Boards reviewed the agenda. Upon motion duly made by Director Brines, seconded by Director Burgener, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Ms. Tinney affirmed that notice of the meeting had been posted at one location within the boundaries of each District.

Ms. Tinney confirmed that a quorum was present with three of three Board members in attendance. There are two vacancies on the Boards.

APPOINTMENT OF OFFICERS

Mr. Pogue discussed the required officers for the Districts and the duties of the offices of President, Secretary and Treasurer. Upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to elect the following officers for each District:

Jeffrey Brines - President
Curt Burgener - Vice President and Assistant Secretary
Tammy Percy – Treasurer and Secretary

ADMINISTRATIVE ITEMS

Director Fees: The Board discussed payment of Director's fees. Following discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED not to pay Director Fees.

RECORD OF PROCEEDINGS

Engagement of Pinnacle Consulting Group, Inc.: Mr. Walker reviewed the Professional Services Agreement with Pinnacle Consulting Group, Inc. for district management, finance and accounting, and project administration services. Following discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to engage Pinnacle Consulting Group, Inc. for district management, finance and accounting, and project administration services.

Engagement of Icenogle Seaver Pogue, P.C.: Mr. Pogue discussed the engagement of Icenogle Seaver Pogue, P.C. for legal services. Following discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to engage Icenogle Seaver Pogue, P.C. as District legal counsel.

Colorado Special District Property and Liability Pool Insurance: Ms. Tinney discussed the insurance requirements and presented Resolution No. 2020-12-01, to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and join the Special District Association. Following discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to adopt Resolution No. 2020-12-01 to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool, and membership with the Colorado Special District Association.

Ratification of Past Actions: Following review and discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to ratify all past actions taken in connection with the formation of the Districts and the preparation for the December 17, 2020 meeting of the Districts' Boards of Directors.

Website Consent: Ms. Tinney requested Board consent to publish information regarding the Districts on the websites of Pinnacle Consulting Group, Inc. and Icenogle Seaver Pogue, P.C. It was the

RECORD OF PROCEEDINGS

consensus of the Board to allow publication of information regarding the Districts on the websites as requested.

FINANCIAL ITEMS

PDPA Numbers, EIN and State Tax Exemption Numbers: Mr. Campbell discussed with the Boards the need to establish (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks. Following discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to approve (1) Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations; and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks.

2020 Budget Preparation: Following review and discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to ratify the appointment of Pinnacle Consulting Group, Inc. as the Budget Officer to prepare the 2020 budget.

2020 Budget Hearing: Ms. Tinney opened the 2020 Budget Hearing to the public. Ms. Tinney reported that notice of the hearing had been published on December 15, 2020 in accordance with state budget law. No written objections or public comments were received prior to the public hearing. The Boards reviewed the 2020 budgets, which detailed estimated revenues and expenditures.

District No. 1:
Mill levy is 0.00 mills.
General Fund Expenditures: \$10,000

District No. 2:
Mill levy is 0.00 mills.
General Fund Expenditures: \$0

District No. 3:
Mill levy is 0.00 mills.

RECORD OF PROCEEDINGS

General Fund Expenditures: \$0

District No. 4:

Mill levy is 0.00 mills.

General Fund Expenditures: \$0

There being no public input, the public hearing portion of the budget was closed. After further review and discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2020 Budgets for Airpark North Metropolitan Districts Nos. 1-4, and approve all other documents related to the 2020 budgets.

2021 Budget Preparation: Following review and discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to ratify the appointment of Pinnacle Consulting Group, Inc. as the Budget Officer to prepare the 2021 budget.

2021 Budget Hearing: Ms. Tinney opened the 2021 Budget Hearing to the public. Ms. Tinney reported that notice of the hearing had been published on December 15, 2020 in accordance with state budget law. No written objections or public comments were received prior to the public hearing. The Boards reviewed the 2021 budgets, which detailed estimated revenues and expenditures.

District No. 1:

Mill levy is 0.00 mills.

General Fund Expenditures: \$57,100

Capital Fund Expenditures: \$6,000,000

District No. 2:

Mill levy is 0.00 mills.

General Fund Expenditures: \$0

District No. 3:

Mill levy is 0.00 mills.

General Fund Expenditures: \$0

District No. 4:

RECORD OF PROCEEDINGS

Mill levy is 0.00 mills.

General Fund Expenditures: \$0

There being no public input, the public hearing portion of the budget was closed. After further review and discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2020 Budgets for Airpark North Metropolitan Districts Nos. 1-4, and approve all other documents related to the 2021 budgets.

Establish Bank Account: Mr. Campbell discussed with the Board the need to establish an operating account, authorize all Board members to be signers on the account, and establish a policy regarding the number of required signatures on each check. Following discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to establish an operating account at First Bank, authorize all Board Members as signers on the account. The Board directed Pinnacle Consulting Group, Inc. to establish the bank account. It was

FURTHER RESOLVED to establish a ColoTrust account. The Board directed Pinnacle Consulting Group, Inc. to establish the account.

LEGAL ITEMS

2021 Organizational Matters Resolution: Mr. Pogue reviewed the 2021 Organizational Matters Resolution designating the applicable parties to perform certain administrative obligations during the calendar year to comply with certain statutory requirements and to assure the efficient operations of the Districts. Following discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to adopt the 2021 Organizational Matters Resolution.

Governmental Immunity Memorandum: Mr. Pogue reviewed the Governmental Immunity Memorandum.

Resolution Providing for the Defense and Indemnification of Directors and Employees of the District: Mr. Pogue reviewed the

RECORD OF PROCEEDINGS

Resolution Providing for the Defense and Indemnification of Directors and Employees of each District. Following discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to adopt the Resolution Providing for the Defense and Indemnification of Directors and Employees of each District.

Resolution Establishing Regular Meeting Dates, Times, and Location, and Designation Locations of Posting of 24-Hour Notice: Mr. Pogue reviewed the Resolution Establishing Regular Meeting Dates, Times, and Location, and Designating Locations for Posting of 24-Hour Notices. Following discussion, upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to adopt the Resolution Establishing Regular Meeting Dates, Times, and Location, and Designating Locations for Posting of 24-Hour Notices.

Resolution Adopting a Public Records Policy Regarding the Inspection, Retention and Disposal of Public Records: Mr. Pogue reviewed the Resolution Adopting the Public Records Retention Schedule, Appointment of Custodian, Establishment of Policies and Fees Schedule for the Handling of Records Requests Under the Colorado Open Records Act (CORA). Following discussion, and upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Adopting Public Records Retention Schedule, Appointment of Custodian, Establishment of Policies and Fees Schedule for the Handling of Records Requests Under the Colorado Open Records Act (CORA).

Resolution Adopting Procedures for Protecting and Destroying Customer Information Maintained by the Districts: Mr. Pogue reviewed the Resolution Adopting Procedures for Protecting and Destroying Customer Information Maintained by the Districts. Upon motion duly made by Director Brines, seconded by Director Percy, and upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the Resolution Adopting Procedures for Protecting and Destroying Customer Information Maintained by the Districts.

Resolution Establishing a District Investment Policy: Mr. Pogue reviewed the Resolution Establishing a District Investment Policy. Following discussion, and upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Establishing a District Investment Policy, in accordance with state statutes.

Intergovernmental Agreement Concerning District Operations among Airpark North Metropolitan District Nos. 1-4: Mr. Pogue reviewed the Intergovernmental Agreement concerning District Operations among Airpark North Metropolitan District Nos. 1-4. Following discussion, and upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to approve the Intergovernmental Agreement concerning District Operations among Airpark North Metropolitan District Nos. 1-4.

Improvement Acquisition, Advance and Reimbursement Agreement with Interstate Land Holdings, LLC for Funding Capital Improvements and the issuance of a Subordinate Note evidencing District No. 1's Reimbursement Obligation: Mr. Pogue reviewed the Improvement Acquisition, Advance and Reimbursement Agreement with Interstate Land Holdings, LLC for Funding Capital Improvements and the issuance of a Subordinate Note evidencing District No. 1's Reimbursement Obligation. Following discussion, and upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to approve the Improvement Acquisition, Advance and Reimbursement Agreement with Interstate Land Holdings, LLC for Funding Capital Improvements and the issuance of a Subordinate Note evidencing District No. 1's Reimbursement Obligation.

2021 Funding and Reimbursement Agreement with Interstate Land Holdings, LLC for Funding Operations and Maintenance Expenses

RECORD OF PROCEEDINGS

and the issuance of a Subordinate Promissory Note evidencing District No. 1's Reimbursement Obligation: Mr. Pogue reviewed the 2021 Funding and Reimbursement Agreement with Interstate Land Holdings, LLC for Funding Operations and Maintenance Expenses and the issuance of a Subordinate Promissory Note evidencing District No. 1's Reimbursement Obligation. Following discussion, and upon motion duly made by Director Brines, seconded by Director Percy and, upon vote, unanimously carried, it was

RESOLVED to approve the 2021 Funding and Reimbursement Agreement with Interstate Land Holdings, LLC for Funding Operations and Maintenance Expenses and the issuance of a Subordinate Promissory Note evidencing District No. 1's Reimbursement Obligation.

CAPITAL
INFRASTRUCTURE ITEMS

Capital Project Bid Process: Mr. Milligan reported that the Phase 1 Bid Opening meeting was held on December 16th, and ten bids were received. Mr. Milligan reported that a recommendation will be made at the next Board meeting regarding the approval of a construction contract.

OTHER ITEMS

There were no Other Items brought before the Board.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned 11:33 a.m.

Respectfully submitted,



Traci Miller
Recording Secretary for the Meeting