

RECORD OF PROCEEDINGS
MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
BELFORD NORTH METROPOLITAN DISTRICT

HELD: Tuesday, July 17, 2018 at 12:00 p.m. at CliftonLarsonAllen LLP, 8390 E. Crescent Pkwy., Ste. 500, Greenwood Village, CO 80111.

ATTENDANCE:

The organizational meeting of the Board of Directors of the Belford North Metropolitan District, Town of Parker, Douglas County, Colorado was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Michael Vickers
Thomas List (via phone)
Peter Elzi

Also in attendance were Tom George of Spencer Fane LLP, and Bob Blodgett and Anna Jones of CliftonLarsonAllen LLP.

CALL TO ORDER:

Mr. George noted for the record that a quorum was present, and on behalf of the Board, called the meeting to order and explained the purpose of the organizational meeting.

QUALIFICATION OF BOARD MEMBERS:

The Board members reported that they previously had their oaths of office administered before a notary. The Directors then assumed their duties as members of the Board of Directors.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:

Mr. George discussed the state law requirements for disclosure of potential conflicts of interest with the Directors, noting that completed disclosure statements must be filed for each of the Directors with the Secretary of State and Secretary of the District at least three days prior to a meeting in which a potential conflict may arise. In addition, each Director is to verbally reveal his potential conflicts of interest to the Board prior to beginning the discussion in which the conflict may arise. The Directors did so. It was noted that all Directors had previously completed Conflict of Interest forms and delivered them to Mr. George's office, and the forms were filed with the Secretary of State at least three days prior to the Board meeting.

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DISCUSSION OF SERVICE PLAN, DISTRICT POWERS AND ELECTION RESULTS:

Mr. George discussed the Service Plan, District Powers and Election Results.

DISCUSSION OF OPEN MEETINGS REQUIREMENTS:

Mr. George described the open meeting and posting requirements for the District, noting that any non-social meeting of three or more of the directors constituted an official meeting, and that notice of a meeting for the District is to be (1) provided to each Board member, and (2) posted with the Douglas County Clerk and Recorder and at three locations within the District at least 72 hours in advance of the meeting. The posting should include specific agenda information, if possible.

ELECTION OF OFFICERS / DUTIES OF BOARD PRESIDENT, SECRETARY & TREASURER:

Mr. George briefly reviewed the duties of the Board President, Secretary, and Treasurer. Following discussion and the receipt of nominations, upon motion duly made, seconded, and unanimously approved, the Board elected Mr. Vickers as President, Mr. List as Secretary/Treasurer, and Mr. Elzi as Assistant Secretary/Assistant Treasurer.

ADOPTION OF SEAL:

Upon motion duly made, seconded, and unanimously approved, the Board adopted a seal consisting of the word "Seal" circled by "Belford North Metropolitan District, Douglas County, Colorado" and instructed Mr. George's office to order the seal.

RATIFICATION OF PAST ACTIONS:

Following discussion and upon motion duly made, seconded, and unanimously approved, the Board ratified the past actions of the Board members and the consultants in the organization and operation of the District, including without limitation actions and notifications taken in furtherance of the election, making and posting notice for this meeting including the location of the posting and the meeting, and in the organization of the District.

HIRING OF CONSULTANTS:

Mr. George discussed the need for the hiring of consultants to assist the District in its duties. Mr. George presented a proposed engagement letter for the District to engage Spencer Fane LLP as general counsel to the District. Mr. Blodgett presented a proposed engagement letter for the District to engage CliftonLarsonAllen LLP as manager and accountant for the District. Upon motion duly made, seconded and unanimously approved, the Board approved the engagements of

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Spencer Fane and CliftonLarsonAllen and authorized Director Vickers to sign the proposed engagement letters.

ADMINISTRATIVE MATTERS RESOLUTION (INCLUDING REGULAR MEETINGS, DESIGNATED POSTING LOCATION, AND OFFICIAL CONTACT PERSON):

Mr. George presented a Resolution Concerning Annual Administrative Matters for 2018 for the District. Following discussion and upon motion duly made, seconded, and unanimously approved, the resolution was adopted. Within the Annual Administrative Matters Resolution it was determined that the Board will hold regular meetings the fourth Tuesday of February, May, August and November at 11:00 a.m. at the offices of CliftonLarsonAllen LLP; the designated posting location for District meetings will be at the southwest corner of the District boundary as accessed by the temporary construction road off Peoria; and the office location and contact for the District will be Bob Blodgett and the office of CliftonLarsonAllen LLP, 8390 E. Crescent Pkwy., Ste. 300, Greenwood Village, CO 80111. The District manager will coordinate posting of the notices in the District and with the Douglas County Clerk and Recorder.

PAYMENT OF ORGANIZATIONAL COSTS:

The Board agreed that the District intends to pay the organizational costs once the funds are available.

SPECIAL DISTRICT DISCLOSURE AND COMMON QUESTIONS:

Mr. George presented a General Disclosure and Commons Questions Regarding the District, which document is generally required by the District's service plan to be recorded following organization of the District. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Disclosure as presented and authorized Mr. George to have it recorded with the Douglas County Clerk and Recorder's office.

SPECIAL DISTRICT PUBLIC DISCLOSURE AND MAP:

Mr. George presented the District's proposed Special District Public Disclosure and Map Pursuant to C.R.S. § 32-1-104.8. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Disclosure as presented and authorized Mr. George to have it recorded with the Douglas County Clerk and Recorder's office.

WORKERS COMPENSATION FOR BOARD MEMBERS:

Mr. George discussed the need and options for worker's compensation insurance coverage for members of the Board of Directors. Mr. George presented a Resolution Providing for Directors' Exclusion from Worker's Compensation Coverage and application to the Department of Labor and Employment for the Exclusion of Uncompensated Public Officials. Upon motion duly

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made, seconded and unanimously carried, the Board approved the resolution and application and directed Spencer Fane LLP to file the documentation with the State.

GOVERNMENTAL IMMUNITY AND INDEMNIFICATION RESOLUTION:

Mr. George presented a proposed Resolution Providing for the Defense and Indemnification of District Personne, and generally discussed the Colorado Governmental Immunity Act and the need and options for indemnification of employees and members of the Board of Directors by the District. Upon motion duly made, seconded and unanimously carried, the Board approved the Resolution Providing for the Defense and Indemnification of District Personnel.

RESOLUTION CONCERNING COLORADO OPEN RECORDS ACT FEE SCHEDULE:

Mr. George presented a proposed resolution concerning the Colorado Open Records Act and a related fee schedule, and explained the Colorado Open Records Act and need to adopt a Fee Schedule. Following discussion and upon motion duly made, seconded, and unanimously approved, the Board approved the resolution adopting the Colorado Open Records Act Fee Schedule was approved by the Board.

INSURANCE:

Mr. George discussed the need and options for general liability and other coverage for the District, and directors' and officers' errors and omissions insurance for members of the Board of Directors. The Board authorized and directed the District manager to obtain general liability insurance for the District from the SDA Insurance Pool and to confirm public official position schedule bonds are in place for the Directors.

MEMBERSHIP IN SPECIAL DISTRICT ASSOCIATION:

Mr. George noted that the District might consider membership in the Special District Association and must join if insurance is obtained through the Association's Pool. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved membership in the SDA and authorized and directed the District Manager to complete and submit the necessary paperwork to join the Association.

SELECTION OF BANK:

Mr. George discussed the need for the Board to select a banking institution for the District. Following discussion, upon motion duly made, seconded and unanimously carried, the Board selected FirstBank as the District's banking institution. The District accountant will open accounts at the Bank.

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DESIGNATION OF OFFICIAL CUSTODIAN:

Mr. George briefly explained the need for the District to appoint an “official custodian” for purposes of the Public Deposit Protection Act. Following discussion, upon motion duly made, seconded, and unanimously approved, the position of Treasurer was appointed as official custodian for the District, and the Board authorized the completion and submission of the application for assignment of Public Deposit Protection Act numbers.

SALES TAX IDENTIFICATION NUMBER:

Following discussion and upon motion duly made, seconded, and unanimously carried, the Board authorized the execution of the application for a sales tax identification number for the District and directed Spencer Fane LLP to file the application with the Colorado Department of Revenue.

FEDERAL EMPLOYERS IDENTIFICATION NUMBER:

Following discussion and upon motion duly made, seconded, and unanimously carried, the Board authorized the execution of the application for Federal Employers Identification Number as prepared by Spencer Fane LLP and directed Spencer Fane LLP to file the application with the Internal Revenue Service.

NOTIFICATION TO ASSESSOR OF NEW DISTRICT AND INTENT TO LEVY TAXES:

Pursuant to Section 39-1-110(1), C.R.S., Mr. George discussed the statutory requirement for a Notice of New District and Intent to Levy Taxes to be filed with the County Assessor before July 1 for any new District that intends to certify a mill levy in December. It was noted this Notice was filed with the appropriate jurisdictions on June 28, 2018. Following discussion and upon motion duly made, seconded and unanimously carried, the Board ratified the approval and filing of the Notice.

2018 BUDGET:

The Board will adopt budgets for 2018 and 2019 at a later meeting date.

INTERGOVERNMENTAL AGREEMENT:

Mr. George presented the Intergovernmental Agreement between the Town of Parker and Belford North Metropolitan District required by the District’s service plan. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Intergovernmental Agreement with amendments.

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DEVELOPER FUNDING AND REIMBURSEMENT AGREEMENTS AND IMPROVEMENTS ACQUISITION AGREEMENTS:

Mr. George discussed the proposed Funding and Reimbursement Agreement (Operations and Maintenance Costs), Advance and Reimbursement Agreement (Capital Costs), and Facilities Acquisition Agreement to be entered into between the developer and the District. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved the proposed agreements subject to final review and approval by the District legal counsel and the Board President, and authorized Mr. Vickers to execute the same.

BYLAWS:

The Board discussed the possibility of adopting bylaws. No action was taken.

OTHER BUSINESS:

Development in the District: The Board discussed the status of development within the District. No action was taken.

ADJOURNMENT:

There being no further business to come before the Board and upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

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The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of the Belford North Metropolitan District.

A handwritten signature in blue ink, appearing to read "M. Blady", is written above a horizontal line.

Secretary to the Board