

MINUTES OF A JOINT ORGANIZATIONAL MEETING OF
THE BOARDS OF DIRECTORS

OF

GATEWAY TO FREDERICK METROPOLITAN DISTRICT
NOS. 1-6

Held: Wednesday, December 13, 2017 at 10:30 A.M., at Carbon Valley Park and Recreation Center – Warrior Room, 701 East 5th Street, Frederick, Colorado 80530.

Attendance

The meeting referenced above was called to order and held in accordance with the applicable laws of the State of Colorado. The following directors were in attendance:

Kent P. Nelson
David P. Nelson

Also present were: Jennifer Gruber Tanaka, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, District general counsel; Diane Wheeler, Simmons & Wheeler, District Accountant; and Dianne Nelson and Tracy Schmitt.

The Boards noted the absence of Ms. Carol Coburn, and, upon motion, duly seconded, the Boards unanimously excused her absence.

Director Qualification

The directors in attendance confirmed their qualification to serve.

Call to Order

Mr. K. Nelson noted that a quorum for each of the Boards of District Nos. 1, 2, 3, 4, 5 and 6 were present and that the directors had confirmed their qualification to serve, and, therefore, called the meeting to order.

Combined Meetings

The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Gateway to Frederick Metropolitan District Nos. 1, 2, 3, 4, 5 and 6, collectively.

Disclosure Matters

Ms. Tanaka advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least

72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Tanaka noted that a quorum was present and inquired into whether members of the Boards 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 Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Agenda

Ms. Tanaka presented the Boards with the agenda for the meeting. Upon motion of Mr. Nelson, seconded by Mr. Nelson, the Boards unanimously approved the agenda as amended.

Public Comment

None.

Election of Officers

Ms. Tanaka noted that Colorado law requires that the Districts designate a President, Treasurer and a Secretary. Ms. Tanaka noted that the Secretary does not have to be a director but the other positions do. Upon motion of Mr. K. Nelson, seconded by Mr. D. Nelson, the Boards unanimously elected Mr. Kent Nelson as the President, Mr. David Nelson as the Secretary/Treasurer and Ms. Coburn as the Assistant Secretary.

Consent Agenda

Consent Agenda Items

The Boards were presented with the consent agenda items. Upon motion of Mr. K. Nelson, seconded by Mr. D. Nelson, the Boards unanimously took the following actions

- a. Adopted Resolution No. 2017-12-01: 2018 Annual Administrative Matters Resolution
- b. Adopted Resolution No. 2017-12-02: Calling Election
- c. Adopted Resolution No. 2017-12-03: Adopting Colorado Special District Records Retention Schedule
- d. Adopted Resolution No. 2017-12-04: Indemnification Resolution
- e. Adopted the Updated Public Records Request Policy
- f. Adopted Resolution No. 2017-12-05: Designating Meeting Location Outside of District Boundaries
- g. Approved the SDA Membership and Intergovernmental Agreement with Special District Property and Liability Pool for District No. 1
- h. Approved the Insurance and Binding of Same for District No. 1
- i. Approved the Agency Fee Agreement with T. Charles Wilson for Insurance Broker Services for District No.

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- j. Approved the Engagement of Simmons & Wheeler for Accounting Services
- k. Approved the Engagement of White Bear Ankele Tanaka & Waldron as General Counsel
- l. Approved the Funding, Acquisition and Reimbursement Agreement with Kent P. Nelson Family Limited Partnership, L.L.L.P.
- m. Approved the District Disclosure Notices (pursuant to Service Plan)
- n. Approved the Intergovernmental Agreements with Town of Frederick, Colorado (pursuant to Service Plan)
- o. Ratified the Engagement of Spencer Fane, LLP as Special Counsel for District Nos. 2-6
- p. Approved the Operating Agreement Among Districts
- q. Approved the Intergovernmental Agreement with St. Vrain Sanitation District for Overlapping Boundaries

Financial Matters

Public Hearings on 2018 Budgets and Adoption of Resolution No. 2017-12-06 (District No. 1), Resolution No. 2017-12-07 (District No. 2), Resolution No. 2017-12-08 (District No. 3), Resolution No. 2017-12-09 (District No. 4), Resolution No. 2017-12-10 (District No. 5), Resolution No. 2017-12-11 (District No. 6): Adopting Budget, Imposing Mill Levy and Appropriating Funds

Mr. Nelson opened the public hearings on the 2018 budgets. Ms. Tanaka noted that notices of the public hearings were provided in accordance with Colorado law and noted that no written objections were received prior to the hearings. Ms. Wheeler reviewed the draft budgets with the Boards. There being no public comment, Mr. Nelson closed the public hearings.

Upon motion of Mr. K. Nelson, seconded by Mr. D. Nelson, the Boards unanimously approved the budgets and adopted Resolution Nos. 2017-12-06-2017-12-11, as amended.

Checking Account and ColoTrust Accounts for Districts and Authorization for Opening of Same

Ms. Wheeler discussed the need to open a ColoTrust account and a checking account for the Districts due to the collection of tax revenues. Upon motion of Mr. K. Nelson, seconded by Mr. D. Nelson, the Boards unanimously approved the opening of a checking account with FirstBank for District No. 1 and the opening of ColoTrust Accounts for District Nos. 2 and 3 and directed Ms. Wheeler to proceed accordingly.

Legal Matters

None.

Other Business

Next Meeting

The next regular meeting of the Districts is scheduled for March 14, 2018 at 10:00 A.M.

Adjournment

There being no further business to be conducted, the meeting was adjourned.

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



Secretary for the Meeting