

MINUTES OF A JOINT ORGANIZATIONAL MEETING OF THE BOARDS OF DIRECTORS OF

MINERS PARK METROPOLITAN DISTRICT NOS. 1-2

Held: Thursday, February 16, 2023, at 1:00 P.M.

Attendance

A joint organizational meeting of the Boards of Directors of the Miners Park Metropolitan District Nos. 1-2 was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

Robert Quinette  
Michael Blumenthal

Also present were: Eve Velasco, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel.

Joint Meetings

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

Call to Order

Ms. Velasco noted that a quorum of the Boards was present and called the meeting to order. All directors in attendance affirmed their qualification to serve on the Boards.

Disclosure Matters

Ms. Velasco advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Velasco reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of 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. Velasco 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 participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

Approval of Agenda                      The Boards reviewed and discussed the agenda. Upon a motion duly made and seconded, the Boards unanimously approved the agenda as approved as presented.

Consider Election of Officers        The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards elected Director Quinette as President, and Director Blumenthal as Secretary/Treasurer.

Public Comment                         None.

**Consent Agenda**                      Ms. Velasco reviewed the items on the consent agenda with the Boards. Ms. Velasco advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Joint Public Records Request Policy
- Resolution Adopting the Colorado Special District Records Retention Schedule
- Intergovernmental Agreement with the Town of Frederick regarding the Service Plan
- Resolution Concerning Authorization for Approval of Contracts and Payment of Claims
- Joint Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts
- Memorandum regarding Crime Coverage, Fidelity Bonds and Designating Agent Endorsements
- Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Upon a motion by Director Quinette, seconded by Director Blumenthal, and unanimously carried, the Board approved the Consent Agenda Items. All other consent agenda items were formally presented to the Board for discussion.

The Board discussed the 2022 Annual Administrative Matters Resolution. Following discussion, the Board determined to hold 2022 meetings on April 21 and October 20 at 3:30pm. Upon a motion by Director Aaron Grant, seconded by Director Doug Grant, and unanimously carried, the Board approved the 2022 Annual Administrative Matters Resolution.

## **Legal Matters**

Consider Adoption of 2023 Joint Annual Administrative Resolution Ms. Velasco presented the 2023 Joint Annual Administrative Resolution to the Boards, noting the information needed for the Districts' website and regular meetings. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution, as revised.

Consider Adoption of Resolution Calling the May 2, 2023 Election Ms. Velasco presented the Resolution Calling the May 2, 2023 Election to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Discuss District Website Ms. Velasco advised the Boards of the statutory requirement and deadline to set up a District website. The Boards engaged in a general discussion regarding the establishment of a website. The Boards determined to consider the matter at a future meeting. The Board determined to table the Agreement with Heatherly Creative for website design.

Discuss Insurance Requirements and Consider Adoption of Resolution Approving Intergovernmental Agreement with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association Ms. Velasco advised the Boards regarding insurance options for the Districts. Following discussion, the Boards determined not to bind insurance coverage or join the Special District Association at this time. The Board tabled all sub-matters.

Discuss Engagement of Accountant The Boards engaged in a general discussion regarding the engagement of an accountant. The Boards requested that WBA request a proposal from Simmons and Wheeler.

Discuss Funding and Reimbursement Agreement with Lupton Land, LLC No action taken, the matter is tabled until the next meeting.

Discuss Infrastructure Acquisition and Reimbursement Agreement with Lupton Land, LLC No action taken, the matter is tabled until the next meeting.

Discuss URA The Boards engaged in a general discussion regarding the URA. Director Blumenthal noted that he is waiting for additional information from the Town. No action taken, the matter is tabled until the next meeting.

## **Financial Matters**

Consider Approval of Execution of SS-4 Application for Federal Employer Identification Number, Application for Colorado Sales Tax Exemption Number and Application for Assignment of PDPA Numbers

The Boards engaged in a general discussion regarding the Federal Employer Identification Number, Sales Tax Exemption Number and PDPA Numbers. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the applications.

Discuss and Consider Establishment of Bank Accounts and Authorize Signers on the Accounts

No action taken, matter is tabled until an accountant is engaged.

Consider Approval of Resolution Adopting 2023 Budget

Director Quinette opened the public hearing on the proposed 2023 Budget. Ms. Velasco noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Velasco reviewed the 2023 Budget Resolution with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution adopting the 2023 Budget, appropriating funds as shown in the 2023 Budget, subject to receipt of final assessed valuation.

Other Financial Matters

None.

**Other Business**

The Boards engaged in a general discussion regarding moving the Districts to inactive status. No action taken.

**Next Meeting**

Monday, June 26, 2023 at 11:00 a.m.

**Adjournment**

There being no further business to come before the Board, upon a motion duly made and seconded, and unanimously carried, the Boards determined to adjourn the meeting.

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

*Michael Blumenthal*

Michael Blumenthal (Jul 16, 2023 14:11 MDT)

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Secretary for the District