

MINUTES OF THE ORGANIZATIONAL MEETING OF
THE BOARDS OF DIRECTORS OF

PARKDALE METROPOLITAN DISTRICT
NOS. 1-3

Held: Thursday, August 2, 2018, at 9:00 a.m. at 4205 W.
Colfax Avenue, Denver Colorado.

Attendance

The organizational meeting of the Boards of Directors of Parkdale Metropolitan District Nos. 1-3 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

Chris Elliott
Corey Elliott
Matt Cavanaugh

C. Regan Hauptman and Christian M. Janke were absent. All Director absences are deemed excused unless otherwise specified.

Also present: Kristin B. Tompkins, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel and Sarah Hunsche, CliftonLarsonAllen, LLP, District Accountant.

Call to Order

It was noted that a quorum of the Boards were present and the meeting was called to order.

**Conflict of Interest
Disclosures**

Ms. Tompkins advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tompkins 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, however, it was noted that conflict disclosures for Director Cavanaugh and Director Hauptman were filed at 9:05 a.m. on July 30, 2018. Director Cavanaugh noted that he did not have a conflict on any items on the agenda other than the reimbursement agreements and he planned on abstaining from those items. Ms.

Tompkins 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. Tompkins presented the Boards with the agenda for the meeting for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

Appointment of Officers

The Boards engaged in a discussion regarding the appointment of officers. Following discussion, upon a motion duly made and seconded, the Boards appointed Director Janke as President, Director Cavanaugh as Vice President, Director Hauptman as Treasurer, Director Corey Elliott as Secretary, and Director Chris Elliott as Assistant Secretary.

Affidavits of Qualification

It was noted that the Directors completed their affidavits of qualification.

Organizational Matters

Consider Adoption of Organizational Administrative Matters Resolution

Ms. Tompkins presented the Boards with the Organizational Administrative Matters Resolution for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Consider Adoption of Resolution Designating the 24-hour Notice Posting Place

Ms. Tompkins presented the Boards with the Resolution Designating the 24-hour Notice Posting Place for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Consider Adoption of Indemnification Resolution

Ms. Tompkins presented the Boards with the Indemnification Resolution for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Consider Adoption of Public Records Policy

Ms. Tompkins presented the Boards with the Public Records Policy for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the policy.

Consider Adoption of
Records Retention Policy

Ms. Tompkins presented the Boards with the Records Retention Policy for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the policy.

Consider Approval of
Special District Public
Disclosures/Notices -
Disclosure re Debt and Taxes
§ 32-1-104.8, C.R.S. -
Special District Transparency
Notice § 32-1-809, C.R.S. -
Disclosure Pursuant to
Section IX of the Service
Plan

Ms. Tompkins presented the Boards with the Special District Public Disclosures/Notices, the Special District Transparency Notices, and the Disclosure Pursuant to Section IX of the Service Plan for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the notices.

Liability Management

Discuss Director Liability
Issues and Memorandum

The Boards reviewed and discussed the Director Liability Issues and Memorandum. No action was taken.

Confirm Director Bonds

The Boards reviewed and confirmed the Director Bonds.

Consider Adoption of
Resolution Approving an
IGA with CSD Property and
Liability Pool Insurance and
SDA Membership

Ms. Tompkins presented the Boards with the Resolution Approving an IGA with CSD Property and Liability Pool Insurance and SDA Membership for consideration. Following discussion, the Boards unanimously approved the IGAs with the Pool and the SDA Memberships.

Consider Approval of
Agency Services Agreement
with T. Charles Wilson
Insurance Services

Ms. Tompkins presented the Boards with the Agency Services Agreements with T. Charles Wilson Insurance Services for consideration. Following discussion, the Boards unanimously approved the agreements.

Consider Approval of
Property and Liability
Insurance from the CSD
Property and Liability Pool

Ms. Tompkins presented the Boards with the Property and Liability Insurance coverage documents from the CSD Property and Liability Pool for consideration. Following discussion, the Boards unanimously approved property and liability coverage with the Pool and directed legal counsel to bind coverage.

Consider Approval of
Workers Compensation
Insurance from the CSD
Property and Liability Pool

Ms. Tompkins presented the Boards with the Workers Compensation coverage documents from the CSD Property and Liability Pool for consideration. Following discussion, the Boards unanimously approved workers compensation coverage with the Pool.

Engagement of Consultants

Consider Engagement of WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law as General Counsel

Ms. Tompkins presented the Boards with the Engagement Letters of WHITE BEAR ANKELE TANAKA & WALDRON for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement of WHITE BEAR ANKELE TANAKA & WALDRON as General Counsel.

Consider Engagement of Accounting

Ms. Tompkins presented the Boards with the Engagement Letters of CliftonLarsonAllen, LLP for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement of CliftonLarsonAllen, LLP as District Accountant.

Legal Matters

Consider Adoption of Resolution Concerning Authorization for Approval of Contracts and Payment of Claims

Ms. Tompkins presented the Boards with the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

Consider Approval of Intergovernmental Agreement with the Town of Erie Regarding the Service Plan

Ms. Tompkins presented the Boards with the Intergovernmental Agreement with the Town of Erie required under the Service Plan for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the IGA with the Town.

Consider Approval of First Amendment to the Service Plan

Ms. Tompkins presented the Boards with the proposed First Amendment to the Service Plan for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the First Amendment and instructed legal counsel to process the First Amendment with the Town.

Consider Approval of Funding and Reimbursement Agreements

Ms. Tompkins presented the Boards with the Funding and Reimbursement Agreements with OEO, LLC for consideration. Following discussion, upon a motion duly made and seconded, the Boards approved the agreements with Director Cavanaugh abstaining from the vote.

Consider Approval of Infrastructure Acquisition and Reimbursement Agreement

Ms. Tompkins presented the Boards with the Infrastructure Acquisition and Reimbursement Agreements with OEO, LLC for consideration. Following discussion, upon a motion duly made and seconded, the Boards approved the agreements with Director Cavanaugh abstaining from the vote.

Financial Matters

Federal Employer Identification Numbers, Colorado Sales Tax Exemption Numbers, and PDPA Numbers

Ms. Tompkins presented the Boards with the applications for Federal Employer Identification Numbers, applications for Colorado Sales Tax Exemption Numbers, and applications for PDPA Numbers. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the applications.

Conduct 2018 Budget Hearing and Consider Adoption of Resolution to adopt 2018 Budget

Director Janke opened the public hearings for the 2018 budgets. Ms. Tompkins noted that notice for the public hearings were made in accordance with the applicable Colorado statutes. No written objections were received prior to the public hearings. After no public comment was made, the public hearings were closed.

Ms. Hunsche presented the Boards with the 2018 budgets for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the 2018 budgets and directed legal counsel to file as required.

Consider Approval to Establish Bank Accounts, Signers on the Account and Requiring Two Signatures on Check

The Boards engaged in a discussion regarding establishing bank accounts and approving signers on the accounts. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved opening a bank account with First Bank, and approved Director Janke, Director Cavanaugh, and Director Corey Elliott as authorized signatories. It was further noted that two signatures would not be required on each check. Ms. Hunsche noted that she will open the account once she receives the FEIN numbers.

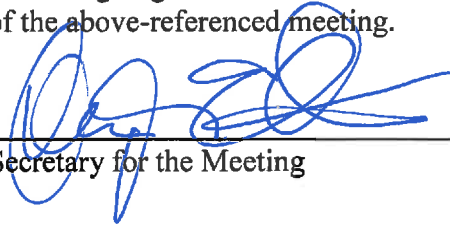
Other Business

None.

Adjournment

There being no further business to come before the Boards, and following discussion and upon motion duly made, 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.

~~Assistant~~  Secretary for the Meeting