

RECORD OF PROCEEDINGS

MINUTES OF THE ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF THE
BELFORD SOUTH METROPOLITAN DISTRICT (THE "DISTRICT")
HELD
JUNE 29, 2016

An organizational meeting of the Board of Directors of the Belford South Metropolitan District (referred to hereafter as the "Board") was convened on Wednesday, the 29th day of June, 2016, at 9:30 A.M., at the offices of McGeady Becher P.C. The meeting was open to the public.

Directors In Attendance Were:

Michael P. Vickers
Thomas M. List
Ernest "Peter" Elzi, Jr.

Also In Attendance Was:

Kathryn S. Kanda, Emily Murphy and Jennifer Pino; McGeady Becher P.C.

Bob Blodgett; CliftonLarsonAllen LLP

Rick Moore; Manhard Consulting

DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST

The Board noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Kanda requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Kanda noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes.

ADMINISTRATIVE
MATTERS

Agenda: Attorney Kanda distributed for the Board's review and approval a proposed Agenda for the District's organizational meeting.

Following discussion, upon motion duly made by Director Vickers, seconded by Director List and, upon vote unanimously carried, the Agenda was approved.

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Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of this location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Public Comment: There was no public comment.

Oaths of Office and Organizational Documents: It was confirmed by Ms. Pino that the oaths of office and organizational documents had been filed with the proper offices.

Appointment of Officers: Following discussion, upon a motion duly made by Director Elzi, seconded by Director List and, upon vote, unanimously carried, the following slate of officers were appointed for the District:

President:	Michael P. Vickers
Secretary:	Thomas M. List
Treasurer/Assistant Secretary:	Ernest "Peter" Elzi, Jr.

Engagement of McGeady Becher P.C. as District General Counsel: The Board considered the engagement of McGeady Becher P.C. as District General Counsel. Following discussion, upon a motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board engaged McGeady Becher P.C. as District General Counsel.

Engagement of District Manager: The Board considered the engagement of CliftonLarsonAllen LLP as District Manager. Following discussion, upon a motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board engaged CliftonLarsonAllen LLP as District Manager.

Engagement of District Accountant: The Board considered the engagement of CliftonLarsonAllen LLP as District Accountant. Following discussion, upon a motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board engaged CliftonLarsonAllen LLP as District Accountant.

Engagement of Sherman & Howard L.L.C. as District Bond Counsel: The Board considered the engagement of Sherman & Howard L.L.C. as District Bond Counsel. Following discussion, upon a motion duly made by Director Vickers,

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seconded by Director List and, upon vote, unanimously carried, the Board engaged Sherman & Howard L.L.C. as District Bond Counsel.

Engagement of George K. Baum & Company as District Underwriter: The Board considered the engagement of George K. Baum & Company as District Underwriter. Following discussion, upon a motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board engaged George K. Baum & Company as District Underwriter.

Engagement of Manhard Consulting as District Engineer: The Board considered the engagement of Manhard Consulting as District Engineer. Following discussion, upon a motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board engaged Manhard Consulting as District Engineer.

Resolution No. 2016-06-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Locations for Posting of 72-Hour and 24-Hour Notices: Following discussion, upon a motion duly made by Director List, seconded by Director Elzi and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-06-01; Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Locations for Posting of 72-Hour and 24-Hour Notices. Director Vickers was appointed as the representative responsible for posting said Notices.

Resolution No. 2016-06-02; Resolution Authorizing District Insurance Coverage through the Colorado Special Districts Property and Liability Pool and the Special District Association: Attorney Kanda reviewed the statutory requirements for insurance coverage with the Board. Following discussion, upon a motion duly made by Director List, seconded by Director Vickers and, upon vote unanimously carried, the Board adopted Resolution No. 2016-06-02; Resolution Authorizing District Insurance Coverage through the Colorado Special Districts Property and Liability Pool and the Special District Association.

Directors' Fees: The Board discussed the payment of directors' fees. Following discussion, it was determined that directors' would not be paid at this time.

Resolution No. 2016-06-03; Resolution Providing Directors' Exclusion from Workers' Compensation Coverage: The Board reviewed the Resolution Providing Directors' Exclusion from Workers' Compensation Coverage. Following discussion, upon a motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-06-03, as presented, and directed District Counsel to file with the appropriate state entity.

FINANCIAL MATTERS

Federal Employer Identification Number ("FEIN"), Sales Tax Exemption and PDPA Numbers: Following discussion, upon a motion duly made by Director Elzi, seconded by Director List and, upon vote, unanimously carried, the Board

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approved the execution of the following documents:

1. Form SS-4 Application for FEIN;
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.

Investment Policy: Following discussion, upon a motion duly made by Director List, seconded by Director Vickers and, upon vote, unanimously carried, the Board approved the establishment of a policy authorizing investments in accordance with state statutes.

Appointment of McGeady Becher P.C. to Prepare 2016 Budget: Following discussion, upon a motion duly made by Director Vickers, seconded by Director Elzi and, upon vote, unanimously carried, the Board ratified approval of the appointment of McGeady Becher P.C. to prepare the District's 2016 Budget.

Public Hearing on 2016 Budget: The Board opened the public hearing to consider the District's proposed 2016 Budget. It was noted that publication of the place, date and time of the hearing was not required due to the 2016 Budget being under the amount at which the statutory requirement for publication is triggered. No public was in attendance. The Board closed the public hearing.

Following review and discussion, upon a motion made by Director Vickers, seconded by Director List and, upon vote unanimously carried, the Board adopted Resolution No. 2016-06-04; Resolution to Adopt Budget and Appropriate Sums of Money, subject to requested revisions. The District directed McGeady Becher P.C. to file all required documentation with the appropriate state agencies.

LEGAL MATTERS

Resolution No. 2016-06-05; Resolution Providing Policy Regarding Recording of Public and Executive Session Meetings: Following discussion, upon a motion duly made by Director Vickers, seconded by Director Elzi and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-06-05; Resolution Providing Policy Regarding Recording of Public and Executive Session Meetings.

Resolution No. 2016-06-06; Resolution Providing for the Defense and Indemnification of Directors and Employees of the District: Following discussion, upon a motion duly made by Director List, seconded by Director Vickers and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-06-06; Resolution Providing for the Defense and Indemnification of Directors and

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Employees of the District.

Resolution No. 2016-06-07; Resolution Regarding Colorado Open Records Act Requests: Following discussion, upon a motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-06-07; Resolution Regarding Colorado Open Records Act Requests.

Resolution No. 2016-06-08; Resolution Regarding the Retention and Disposal of Public Records and Adopting a Public Record Retention Schedule: Following discussion, upon a motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-06-07; Resolution Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule.

§32-1-809, C.R.S. Reporting Requirements and Direct Mode of Eligible Elector Notification: Attorney Kanda reported that this refers to the “Transparency Notice” requirement for all Districts. Upon a motion by Director Vickers, seconded by Director List and, upon vote unanimously carried, the Board authorized the posting of the Transparency Notice on the Special District Association website, in compliance with §32-1-809, C.R.S. Reporting Requirements.

Special District Public Disclosure Document: Attorney Kanda explained the requirements of Section 32-1-104.8, C.R.S. to the Board and acknowledged the recording of the General Disclosure Document as required by Section 32-1-104.8, C.R.S. No action was required by the Board.

Intergovernmental Agreement by and between the District and the Town of Parker, Colorado: Attorney Kanda reviewed the Intergovernmental Agreement by and between the District and the Town of Parker, Colorado, required pursuant to the District’s Service Plan. Following discussion, upon motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board approved the Intergovernmental Agreement by and between the District and the Town of Parker, Colorado.

Indemnification Letter to the Town of Parker, Colorado: Following review and discussion, upon motion duly made by Director Vickers, seconded by Director Elzi and, upon vote, unanimously carried, the Board approved the transmittal of the District’s Indemnification Letter to the Town of Parker, Colorado.

Amended and Restated Regional Facilities Agreement by and between Stonegate Village Metropolitan District (“SVMD”), acting by and through its Water and Sewer Utility Enterprise Funds and Compark Business Campus Metropolitan

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District (“CBCMD”), f/k/a E-470 Business Metropolitan District (“A/R Regional Facilities Agreement”): The Board discussed the status of the A/R Regional Facilities Agreement, pursuant to which CBCMD will secure water and wastewater service from SVMD to serve certain property, including property located within the District.

CBCMD SFE Allocation Agreement (“Allocation Agreement”): Following discussion, the Board authorized Director Vickers to negotiate the terms of the Allocation Agreement, pursuant to which CBCMD would assign water and wastewater capacity in SVMD’s system to serve property in the District and District Counsel to draft the Allocation Agreement for presentation to the Board at a future meeting.

Lincoln Park Metropolitan District SFE Option Agreement (“SFE Option Agreement”): Director Vickers advised the Board with regard to status of the proposed SFE Option Agreement, pursuant to which CBCMD may obtain additional capacity in the SVMD system to serve property within CBCMD’s service area, which includes property in the District.

Resolution No. 2016-06-09; Resolution Regarding Imposition of Development Fees: Following discussion, upon a motion duly made by Director Elzi, seconded by Director Vickers and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-06-09; Resolution Regarding Imposition of Development Fees.

SVMD System Access Fee: The Board discussed the SVMD System Access Fee, noting that the A/R Regional Facilities Agreement will need to address the allocation of fees, including the manner in which said fees will be collected and remitted to SVMD.

Resolution No. 2016-06-10; Resolution Regarding the District’s Intent to Reimburse Developer for Advances for Operations, Maintenance and Capital Expenses: Following discussion, upon a motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-06-10; Resolution Regarding the District’s Intent to Reimburse Developer for Advances for Operations, Maintenance and Capital Expenses.

2016 Operation Funding Agreement by and between the District and 470 Compark LLC (“2016 Operation Funding Agreement”): Attorney Kanda reviewed the proposed 2016 Operation Funding Agreement. Following discussion, upon motion duly made by Director Elzi, seconded by Director Vickers and, upon vote, unanimously carried, the Board approved the 2016 Operation Funding Agreement,

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subject to revision and finalization by District Counsel.

Resolution No. 2016-06-11; Resolution Declaring the District's Intent to Reimburse Expenditures with the Proceeds of Future Tax-Exempt Bonds: Following discussion, upon a motion duly made by Director Elzi, seconded by Director List and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-06-11; Resolution Declaring the District's Intent to Reimburse Expenditures with the Proceeds of Future Tax-Exempt Bonds.

Facilities Acquisition Agreement by and between the District and 470 Compark LLC ("Facilities Acquisition Agreement"): Attorney Kanda reviewed the proposed Facilities Acquisition Agreement. Following discussion, upon motion duly made by Director Elzi, seconded by Director Vickers and, upon vote, unanimously carried, the Board approved the Facilities Acquisition Agreement, subject to revision and finalization by District Counsel.

Cost Sharing Agreement by and between the District and 190 Compark ("Cost Sharing Agreement"): Following discussion, the Board authorized Director Vickers to negotiate the terms of the Cost Sharing Agreement, subject to review by District Counsel.

CAPITAL IMPROVEMENTS

Report on Status of Development: Director Vickers advised the Board with regard to the status of development within the District boundaries.

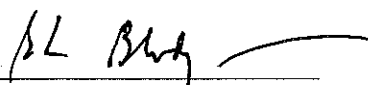
OTHER BUSINESS

Consent to McGeady Becher P.C. Website Inclusion: Following discussion, upon motion duly made by Director Vickers, seconded by Director Elzi and, upon vote unanimously carried, the Board approved reference to the District's representation on the McGeady Becher P.C. website.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Vickers, seconded by Director List and, upon vote unanimously carried, the meeting was adjourned.

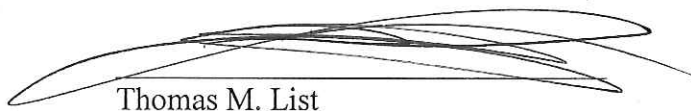
Respectfully submitted,

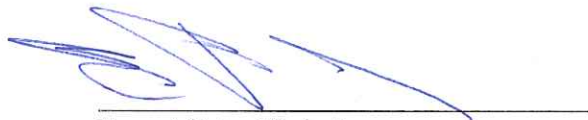
By 
Secretary for the Meeting

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THESE MINUTES ARE APPROVED AS THE OFFICIAL JUNE 29, 2016 ORGANIZATIONAL MINUTES OF THE BELFORD SOUTH METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:


Michael P. Vickers


Thomas M. List


Ernest Peter Elzi, Jr.