

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE COLORADO TECH CENTER METROPOLITAN DISTRICT and COLORADO TECH CENTER METROPOLITAN SUB-DISTRICT NOVEMBER 6, 2018

A special meeting of the Board of Directors of the Colorado Tech Center Metropolitan District (CTC) and Colorado Tech Center Metropolitan District sub-district was held on Tuesday, November 6, 2018 at 2:00 p.m. at the meeting room of Community Food Share – 650 S. Taylor Avenue, Louisville, Colorado 80027.

Attendance In attendance were Directors:
Scott Reichenberg
Cyndi Thomas
Jim Vasbinder
Steve Meyers

Also in attendance:
Ron Fano; Spencer Fane
Derek Conn; Etkin Johnson (left meeting at 3:29 p.m.)
David Klebba; Etkin Johnson
Chuck Reid & Kevin Collins (via telephone); CliftonLarsonAllen, (CLA)

Call to Order Director Reichenberg called the meeting to order at 2:03 p.m. A quorum was declared present and all Directors were qualified.

Disclosures of Potential Conflicts Of Interest

The Board disclosed the following:

Steve Meyers has a majority ownership interest in property within the District's boundary, at 168 CTC Boulevard, 2051 Dogwood, 185 104th Street, and 197 104th Street, all located in Louisville, Colorado. Additionally, Mr. Meyers serves on the Colorado Tech Center Owners Association Board of Directors.

Scott Reichenberg serves as a manager or member of investment groups that have ownership interests in property within the District, including 1721 Boxelder Street, and 246 S Taylor Ave., all located in Louisville, Colorado, as well as owning certain real or personal property at 1721 Boxelder Street. In addition, Mr. Reichenberg provides leasing and sale brokerage services for, and property management services to, certain properties located within the District. Mr. Reichenberg holds a position with Summit Bank which may, from time to time, conduct business within the District's boundaries.

James Vasbinder has an ownership interest in property within the District's boundary, at 321 Taylor, 1480 Arthur, 346 S. Arthur, 1795 Dogwood, 1775 Cherry, 1900 Cherry, 1900 Taylor, 1960 Cherry, 2000 Taylor, 2035 Taylor, 195 CTC Blvd, 700 Tech Ct, as well as property known at The Louisville Corporate Campus at CTC, all located in

RECORD OF PROCEEDINGS

Louisville, Colorado. Additionally, Director Vasbinder serves as Vice President for affiliates or owners of the above described building and/or vacant lots.

Cynthia Thomas has an option to purchase a parcel of land located within the District's boundary defined as Outlot A, The Business Center at C.T.C. Additionally, Director Thomas has an ownership position in 321 Taylor, 1480 Arthur, 346 S. Arthur, 1795 Dogwood, 1775 Cherry, 195 CTC Blvd, 1886 Prairie, 1900 Cherry, 1900 Taylor, 1960 Cherry, 2000 Taylor, 633 CTC, 2035 Taylor, and Louisville Corporate Campus. Ms Thomas is an Executive Vice President and Partner of Etkin Johnson Real Estate Partners which represents ownership at the above mentioned properties. Ms. Thomas is also a member of the Colorado Tech Center Owners Association Board of Directors.

Should any items arise during the meeting that pose a potential conflict of interest for any of the disclosures above, or as amended, the affected Director shall disclose this conflict of interest and, may abstain from discussion and/or voting on the item being discussed.

Administrative & Financial Matters

A. Review and Approve Agenda

The Board discussed addressing the budgets in advance of the discussion regarding the current vacancy on the Board. Upon a motion duly made by Director Vasbinder, seconded by Director Thomas, and upon a vote, unanimously carried, the Board approved the agenda as amended.

B. Review and Consider Approval of the June 18, 2018 Special Board Meeting

Following review and discussion, upon a motion duly made by Director Vasbinder, seconded by Director Thomas and, upon vote, unanimously carried, the Board approved the minutes of the June 18, 2018 special meeting as amended.

C. Review and Consider Acceptance of Unaudited Financial Statements

Mr. Collins reviewed the unaudited September 30, 2018 financial statements with the Board. Upon review, a motion duly made by Director Reichenberg, seconded by Director Vasbinder, and upon vote unanimously carried, the Board accepted the unaudited financial statements as of September 30, 2018.

D. Review and Ratify Approval of Prior Claims

Mr. Collins presented the current claims to the Board. Upon a motion duly made by Director Reichenberg, seconded by Director Vasbinder and upon vote unanimously carried, the Board ratified approval of prior claims and wire transfers.

E. Other - none

RECORD OF PROCEEDINGS

Board

Appointment The Board determined to move this item to later in the agenda.

Action

Items

A. Conduct Public Hearing to Consider Amending the 2018 Budget and Consider Adopting the 2019 Budget

Upon a motion duly made by Director Vasbinder, seconded by Director Thomas, and upon a vote, unanimously carried, the Board opened the public hearing to consider amending the 2018 budget and consider the 2019 budget for the CTC Metro District and its sub-district at 2:16 p.m.

Notice of the public hearing was introduced, and Mr. Collins began by presenting information about the CTCMD Sub-district, which will amend its 2018 budget to include all revenues from the Series 2018 Bonds, and expending all funds. The Sub-district will have a 0 budget for 2019, as revenues derived from the Sub-district's mill levy will not begin until 2021.

For the CTCMD, amendments to the 2018 Debt Service and Capital Projects Funds are needed. The Debt Service Fund amendment allows an additional \$250,000 to be paid on the District's Series 2012 Bond, and the Capital Projects Fund budget is being amended as the public improvements associated with the Louisville Corporate Campus subdivision will be completed this year, with all funds in the Capital Projects' Fund expended.

For 2019, Mr. Collins proposed that the District would keep the mill levy the same as 2018 which allows for pre-payments to be made on the District's Series 2012 Bonds, which will be paid off in 2021. The Series 2015 Bonds mature in 2026.

Mr. Reid noted that the District expects to complete construction of two signals in 2019, and that its support of the CTC Owners Association will decrease to \$60,000 in 2019, and will decrease annually by \$20,000 until 2021, after which time the Association will fully fund its services. Beyond statutory requirements and other items directed by the Board, the District has no operational responsibilities in 2019.

There being no public comment and upon a motion duly made by Director Vasbinder, seconded by Director Thomas, and upon a vote, unanimously carried, the Board closed the public hearing to consider amending the 2018 budget and consider the 2019 budget at 2:27 p.m.

A. District

1. Consider Resolution 2018-11-01 Amending 2018 Budget, if Necessary

Upon a motion duly made by Director Vasbinder, seconded by Director Reichenberg, and upon a vote, unanimously carried, the Board approved the 2018 amended budget, subject to final numbers.

RECORD OF PROCEEDINGS

2. Consider Resolution 2018-11-02 Adopting the 2019 Budget, Appropriate Expenditures and Certify Mill Levy

The Sub-District principal payments begin in 2021. Upon a motion duly made by Director Vasbinder, seconded by Director Reichenberg, and upon a vote, unanimously carried, the Board approved the 2019 Budget, Appropriate Expenditures and Certify Mill Levy.

3. Consider Resolution 2018-11-03, 2019 Annual Administrative Matters

Upon a motion duly made by Director Vasbinder, seconded by Director Reichenberg, and upon a vote, unanimously carried, the Board approved Resolution 2018-11-03, 2019 Annual Administrative Matters, subject to finalizing meeting dates, times, locations and Board members.

4. Consider 2018 Audit Engagement with Stratagem

Mr. Collins noted that Mr. Goedecke is retiring. Upon a motion duly made by Director Reichenberg, seconded by Director Conn, and upon a vote, unanimously carried, the Board approved the 2018 Audit Engagement with Stratagem.

5. Consider Amended Agreement from CTC Owners Association for District Landscape Maintenance

Upon a motion duly made by Director Thomas, seconded by Director Dave, and upon a vote, unanimously carried, the Board approved the amended agreement from CTC Owners Association for District Landscape Maintenance. Notably, Director Conn was not in the room during the vote.

B. Sub-District

1. Consider Resolution 2018-11-01 Amending the 2018 Budget, if Necessary

Mr. Collins noted that the Capital Projects Fund and Debt Service Fund would need to be amended. Upon a motion duly made by Director Vasbinder, seconded by Director Meyers, and upon a vote, unanimously carried, the Board approved the 2018 amended budget, subject to final numbers.

2. Consider Resolution 2018-11-02 Adopting the 2019 Budget, Appropriate Expenditures and Certify Mill Levy

Mr. Collins noted that while the 2019 budget has no mill levy, the Sub-District will need to certify an operations mill levy in 2020 to build a \$35,000 Operations Reserve. Upon a motion duly made by Director Thomas, seconded by Director Reichenberg, and upon a vote,

RECORD OF PROCEEDINGS

unanimously carried, the Board approved the 2019 Budget, Appropriate Expenditures and Certify Mill Levy.

3. Consider Resolution 2018-11-03, 2019 Annual Administrative Matters

Upon a motion duly made by Director Reichenberg, seconded by Director Thomas, and upon a vote, unanimously carried, the Board approved Resolution 2018-11-03, 2019 Annual Administrative Matters.

Board

Appointment Discuss and Consider Appointing a Board Member to the CTC Metro District

Director Vasbinder resigned from the Board of Directors, effective immediately.

Upon a motion duly made by Director Reichenberg, seconded by Director Meyers, and upon a vote, unanimously carried the Board accepted Director Vasbinder's resignation.

The Board expressed their appreciation for Mr. Vasbinder's services and Director Thomas will work with Mr. Reid and Mr. Vasbinder to set up a contract with Mr. Vasbinder to continue as the Project Manager for the two signals that will be built in 2019.

Mr. Vasbinder provided an update on traffic signalization. Designs and permits for both locations (104th and Dillon Rd, and 104th and State Highway 42) have been approved and the equipment is expected to be 22 weeks out. Once the equipment is delivered there will be another 2-3 months to install and program the signals, and to receive final approval. Funding is not currently available for the trail requested by the City. Mr. Vasbinder excused himself from the remainder of the meeting.

The current vacancies on the Board of Directors was discussed, noting that notice of the vacancies had been published and that the vacancy was also discussed at the joint meeting with Colorado Tech Center Owners Association held earlier this year.

Mr. Reid noted that two letters of interest had been received for the vacancies, from David Klebba and Derek Conn. Both have been determined to be qualified to serve on the Metro District Board. The Board interviewed and discussed the potential new Board Members.

Upon a motion duly made by Director Thomas, seconded by Director Reichenberg, and upon a vote, unanimously carried, the Board appointed David Klebba to 2022 and Derek Conn to 2020.

Director Reichenberg administered the Oath of Office for Directors Conn and Klebba. Upon a motion duly made by Director Reichenberg, seconded by Director Meyers, and upon a vote, unanimously carried, the Board elected Director Conn Treasurer.

RECORD OF PROCEEDINGS

Manager's Items

A. Review Letter Discussing Ascent Church Lift Station Reimbursement

Mr. Reid noted the District will have \$24,000 pro-rated reimbursement based on lot size to the District for out-of-District lift station use, which should be received by the end of the year.

B. Signalization Update

Director Vasbinder provided this update earlier.

C. Other

A donation to Food Share for the use of the meeting room was raised, with a suggested amount of \$500. Upon a motion duly made by Director Reichenberg, seconded by Director Meyers, and upon a vote, unanimously carried, the Board approved the amount, noting that they will consider the amount annually.

The Board noted that the landscaping costs are shared with the Owners Association, with a gradual increase over the next five years and a transfer from the General Fund. Upon a motion duly made by Director Thomas, seconded by Director Klebba, and upon a vote, unanimously carried, the Board approved transferring funds for landscaping to the Owners Association.

Legal Items Board Member Items

A. Other - None.

A. Other

Director Thomas updated the Board on the CTC Owners Association's position regarding the City of Louisville's proposed zoning changes that would expand allowed uses for marijuana related businesses in CTC. This issue is currently in Louisville's public process, with both Planning Commission and City Council.

Director Reichenberg noted the BRAD Committee for the City of Louisville has met regarding the Sam's Club re-development. The market study suggests that re-development should be mixed- use.

The Board discussed the Louisville Master Transportation Plan, asking if anyone can attend the public work session. The meeting will be held the week of November 12, 2018. Director Thomas will attend.

Other Business

None.

Adjournment

There being no further business to come before the Board, Director Reichenberg adjourned the meeting at 3:30 p.m.

RECORD OF PROCEEDINGS

Respectfully submitted,

Chad

Secretary for the Meeting