

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

PARKWAY CIRCLE METROPOLITAN DISTRICT

Held: Wednesday, October 30, 2019, at 6:00 PM at 1641 California Street, Suite 300, Denver, Colorado 80202

Attendance

The special meeting of the Board of Directors of the Parkway Circle Metropolitan District was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

Scott Sanders
Travis Gillmore
Bill Tointon

Absent were Directors Blake Bischoff, Scott Christiansen, whose absences were excused.

Also present was Dianne Miller, Miller & Associates Law Offices, LLC.

Call to Order

Ms. Miller noted that a quorum of the Board was present and the Directors confirmed their qualification to serve.

Disclosure Matters

Ms. Miller advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. The Board reviewed the agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

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Director Sanders disclosed his interests as a purchaser under a vacant land contract for property within the Districts under which he qualifies as a director. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Gillmore disclosed his interests as a purchaser under a vacant land contract for property within the Districts under which he qualifies as a director. He also disclosed that he is a 10% owner of MI Development Corp. (“MID”), which owns 6.7 acres in the District, as well as 100% of the outstanding bonds issued by the District. Director Gillmore further disclosed that he is a Director of Phelps-Tointon, which is owed by MID and has a recorded deed of trust on the 6.7 acres in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Tointon disclosed his interests as a purchaser under a vacant land contract for property within the Districts under which he qualifies as a director. He also disclosed that he is a 40% owner of MI Development Corp. (“MID”), which owns 6.7 acres in the District, as well as 100% of the outstanding bonds issued by the District. Director Tointon further disclosed that he is a Director and 13.42% shareholder of Phelps-Tointon, which is owed by MID and has a recorded deed of trust on the 6.7 acres in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Written disclosures of the interests of all of the directors were filed with the Secretary of State prior to the meeting.

Approval of Minutes – July 24, 2019

The minutes for the July 24, 2019 meeting were reviewed by the Board. Upon motion by Director Gillmore and second by Director Tointon, the Board unanimously approved the minutes as presented.

Public Hearing to Consider 2020 Budget

Ms. Miller presented a proposed budget for 2020. Ms. Miller noted that notice of the public hearing for the budget was posted in three locations within the boundaries of the District and otherwise published in accordance with Colorado law. Upon motion of Director Gillmore and second by Director Tointon, Director Sanders opened the public hearing. No one providing any comments to the budget, upon motion by Director Gillmore and second by Director Tointon, Director Sanders closed the hearing.

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- Approval of 2020 Budget Ms. Miller advised the Board of the details of the 2020 budget. Upon review and discussion and upon the motion of Director Gillmore and second by Director Tointon, the Board unanimously approved the proposed budget for 2020, subject to receipt of the final assessed value of the District by the County Assessor, and appropriated the funds therefore. Pursuant to Colorado law, a mill levy of 33.399 mills will be certified for collection in 2020. The Board also authorized the execution of its budget resolution containing details of the Board action.
- Public Hearing to Consider Subdistrict 2020 Budget Ms. Miller presented a proposed subdistrict budget for 2020. Ms. Miller noted that notice of the public hearing for the budget was posted in three locations within the boundaries of the District and otherwise published in accordance with Colorado law. Upon motion of Director Gillmore and second by Director Tointon, Director Sanders opened the public hearing. No one providing any comments to the budget, upon motion by Director Gillmore and second by Director Tointon, Director Sanders closed the hearing.
- Approval of 2020 Subdistrict Budget Ms. Miller advised the Board of the details of the 2020 subdistrict budget. Upon review and discussion and upon the motion of Director Gillmore and second by Director Tointon, the Board unanimously approved the proposed budget for 2020, subject to receipt of the final assessed value of the District by the County Assessor, and appropriated the funds therefore. Pursuant to Colorado law, a mill levy of 20.000 mills will be certified for collection in 2020. The Board also authorized the execution of its budget resolution containing details of the Board action.
- Approval of 2020 Annual Administrative Resolution The directors discussed various administrative matters to be determined by the Board on an annual basis in order to comply with Colorado law. Ms. Miller presented the Board with a resolution designating officers for the District, addressing director compensation, establishing regular meeting dates and notice provisions, and other administrative matters. Upon motion of Director Gillmore and second by Director Tointon, the Board unanimously approved the annual administrative resolution.
- Consider Resolution Waiving Workers' Compensation Insurance for 2020 Ms. Miller presented to the Board the Resolution Waiving Workers' Compensation Insurance for 2020. Upon motion by Director Gillmore and second by Director Tointon, the Board unanimously approved the resolution.

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Discussion of 2019 Audit Ms. Miller explained the statutory requirements for filing an audit and requesting an audit exemption and noted that because the District's revenues and expenditures did exceed \$750,000 in 2019, the District will be required to prepare and file an audit for 2019.

Upon motion by Director Gillmore, and second by Director Tointon, the Board authorized the accountant to contact an auditor skilled in governmental accounting to provide an engagement letter and quote, and prepare and file the District's 2019 audit. The Board schedule a special meeting on April 28, 2020 to consider approval of the 2019 audit.

Consider Approval of 2020 Election Resolution Ms. Miller presented the Board a resolution authorizing the conduct of the May, 2020 director election. Upon motion by Director Gillmore and second by Director Tointon, the Board unanimously approved the resolution.

Discussion and Update Regarding Status of Development The Board had a brief discussion regarding the current status of the development located within the boundaries of the District.

Other Business There was no other business at this time.

Adjournment There being no further business to come before the Board, upon motion and second, the Board unanimously adjourned the meeting. The next regular meeting of the Board is scheduled for Tuesday, March 10, 2020 at 6:00 p.m.

DocuSigned by:

Travis W. Gillmore

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Secretary for the District