

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
CANAL AVENUE METROPOLITAN DISTRICT (THE "DISTRICT")
HELD
November 18, 2021

A special meeting of the Board of Directors of the Canal Avenue Metropolitan District (referred to hereafter as the "Board") was convened on Thursday, November 18, 2021, at 1:00 p.m. This District Board meeting was held via video/teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Rob Andrews
Taylor Nelson

Also, In Attendance Were:

Paula Williams; McGeady Becher P.C.
Jim Ruthven, Special District Management Services, Inc.
Jacquelyn Adams; Board Candidate

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Williams that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Quorum/Confirmation of Meeting Location/Posting of Notice: Attorney Williams confirmed the presence of a quorum.

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 Nelson, seconded by Director Andrews, and upon vote unanimously carried, the Board determined that this meeting was conducted via video/teleconference and encouraged public participation via video/teleconference. It was further noted that notice of the video/teleconference time and date was duly posted and that no objections to the video/teleconference or any requests that the meeting place be changed by taxpaying electors within the District's boundaries have been received.

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Appointment of Acting President: The Board discussed an appointment of an Interim Acting President.

Following discussion, upon motion duly made by Director Nelson, seconded by Director Andrews, and upon vote unanimously carried, the Board appointed Director Andrews as Interim Acting President.

Public Comment: None.

Board Resignations: The Board acknowledged the resignations of James Fitzgerald, Jon Wittenmyer, and Luke Wittenmyer from the Board of Directors effective December 3, 2020.

Board Appointment: The Board discussed the vacancies on the Board. It was noted that, pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was published in a newspaper having general circulation in the District and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, eligible elector, Jacquelyn Adams, was nominated to serve on the Board. Following discussion, upon motion duly made by Director Nelson, seconded by Director Andrews, and upon vote unanimously carried, the Board appointed Jacquelyn Adams to fill the vacancy on the Board. The Oath of Office was administered.

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

President:	Rob Andrews
Treasurer:	Jacquelyn Adams
Assistant Secretary:	Taylor Nelson
Secretary:	Catherine Will (non-elected position)

Minutes of December 3, 2020 Special Meeting: The Board reviewed the Minutes of the December 3, 2020 Special Meeting. Following review and discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board approved the Minutes.

Engagement of McGeady Becher P.C. as District Counsel: Following discussion, upon motion duly made by Director Nelson, seconded by Director Andrews, and upon vote unanimously carried, the Board ratified the engagement of McGeady Becher P.C. as District Counsel.

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Engagement of Special District Management Services, Inc. for Accounting Services: Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board approved the engagement of Special District Management Services, Inc. for accounting services.

Engagement of District Manager: The Board discussed the engagement of a District Manager. Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board authorized the District President to obtain proposals and select a District Manager.

Engagement of District Engineer: The Board discussed the engagement of a District Engineer. Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board authorized District Counsel to obtain proposals and authorized the District President to select a provider.

Resolution No. 2022-11-01; Establishing Regular Meeting Dates, Time and Location, Establishing District Website, and Designating Location for Posting of 24-Hour Notices: The Board discussed the business to be conducted in 2022. Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board adopted Resolution No. 2022-11-01; Establishing Regular Meeting Dates, Time and Location, Establishing District Website, and Designating Location for Posting of 24-Hour Notices and determined to hold 2022 meetings virtually on November 17, 2022 at 1:00 p.m.

Engagement of Archipelago Web, Inc. for Website Services: Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board approved the engagement of Archipelago Web, Inc. to create a District website.

District Insurance: The Board approved renewing the District's general liability insurance coverage, public officials' coverage, workers' compensation coverage and instructed consultants to proceed accordingly. The Board further directed renewal of the District's Special District Association membership.

Directors' Fees: Following discussion, the Board determined not to receive Director fees.

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CONSENT AGENDA

Upon motion duly made by Director Nelson, seconded by Director Andrews, and upon vote unanimously carried, the Board acknowledged the consent agenda items as follows:

- Amendment to Intergovernmental Agreement between the District and the City of Commerce City
- Overlap and Sanitary Sewer Facilities Agreement between the District, 104th Commerce Park 1, LLC and South Adams County Water and Sanitation District
- Ditch Relocation Agreement between Burlington Ditch Reservoir and Land Company and 104 Commerce Park 1, LLC

FINANCIAL MATTERS

2022 Budget Preparation: Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board ratified appointment of the District Accountant to prepare the 2022 Budget.

Public Hearing on Amendment to 2021 Budget: The public hearing to consider an amendment to the 2021 Budget was opened.

It was noted that publication of Notice stating that the Board would consider amendment of the 2021 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

It was noted that no amendment to the 2021 Budget was required.

Public Hearing on 2022 Budget: The public hearing to consider the proposed 2022 Budget and to discuss related issues was opened.

It was noted that Notice stating that the Board would consider adoption of the 2022 budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

The Board reviewed the estimated 2021 expenditures and the proposed 2022 expenditures.

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Upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board approved the 2022 Budget, as discussed, and considered adoption of Resolution No. 2021-11-02 to Adopt the 2022 Budget and Appropriate Sums of Money and Resolution No. 2021-11-03 to Set Mill Levies (0.000 mills in the General Fund and 0.000 mills in the Debt Service Fund, for a total mill levy of 0.000 mills.) Following discussion, and upon vote unanimously carried, the Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Adams County not later than December 15, 2021. District Counsel was directed to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2021.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made by Director Nelson, seconded by Director Andrews, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification Form for certification to the Board of County Commissioners and other interested parties.

2023 Budget Preparation: Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2023 Budget.

Application for 2021 Audit Exemption: The Board discussed appointing the District Accountant to prepare and file the Application for Audit Exemption for 2021. Following discussion, upon a motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board appointed the District Accountant to prepare and file the Application for Audit Exemption for 2021.

Bond Issuance: The Board discussed potential timing for a bond issuance in mid to late 2022.

LEGAL MATTERS

Operation Funding Agreement between the District, 104 Commerce Park 1, LLC, and 104 Commerce Park 2, LLC: Attorney Williams presented the Operation Funding Agreement between the District, 104 Commerce Park 1, LLC, and 104 Commerce Park 2, LLC (“OFA”) to the Board. Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board approved the OFA as discussed.

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Facilities Funding and Reimbursement Agreement between the District, 104 Commerce Park 1, LLC, and 104 Commerce Park 2, LLC: Attorney Williams presented the Facilities Funding and Reimbursement Agreement between the District, 104 Commerce Park 1, LLC, and 104 Commerce Park 2, LLC (“FFRA”) to the Board. Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board approved the FFRA as discussed.

Resolution No. 2021-11-04; Resolution Providing Policy Regarding Recording of Public and Executive Session Meetings: Following discussion, upon a motion duly made by Director Nelson, seconded by Director Andrews and, upon vote unanimously carried, the Board adopted Resolution No. 2022-11-04; Resolution Providing Policy Regarding Recording of Public and Executive Session Meetings.

Resolution No. 2021-11-05; 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 Nelson, seconded by Director Andrews, and upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-05; Resolution Declaring the District’s Intent to Reimburse Expenditures with the Proceeds of Future Tax-Exempt Bonds.

Resolution No. 2021-11-06 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 Nelson, seconded by Director Andrews, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-06; Resolution Regarding the District’s Intent to Reimburse Developer for Advances for Operations, Maintenance and Capital Expenses.

Resolution No. 2021-11-07; Resolution Regarding Colorado Open Records Act Requests: Following discussion, upon a motion duly made by Director Nelson, seconded by Director Andrews, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-07; Resolution Regarding Colorado Open Records Act Requests.

Section 32-1-809, C.R.S. Requirements (Transparency Notice): Attorney Williams discussed the special district transparency requirements of Section 32-1-809, C.R.S. with the Board. Following discussion, the Board directed District Counsel to post the special district transparency notice on the Special District Association website.

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Resolution No. 2021-11-08 Calling May 3, 2022 Election: The Board discussed the May 3, 2022 election. Following discussion, upon motion duly made by Director Nelson, seconded by Director Andrews, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-08 Calling a May 3, 2022 Directors' Election which appointed Catherine Will as the Designated Election Official and authorized her to perform all tasks required for the May 3, 2022 Regular Election of the Board of Directors for the conduct of a mail ballot election.

CONSTRUCTION MATTERS

Director Andrews provided an update on projects within the District, noting that buildings will be operational in Q3 of 2022 and some maintenance will begin in 2022.

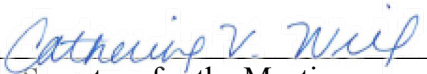
OTHER BUSINESS

Consent: Attorney Williams discussed with the Board the consent to be listed on the McGeady Becher P.C. website as a client. Following discussion, upon motion duly made by Director Andrews, seconded by Director Nelson, and upon vote unanimously carried, the Board approved the Consent.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned.

Respectfully submitted,

By 
Secretary for the Meeting