

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

BUCKLEY YARD METROPOLITAN DISTRICT NO. 2

Held: December 7, 2021, at 10:00 A.M., via Zoom Teleconference.

Attendance/Qualification An Organizational meeting of the Board of Directors of Buckley Yard Metropolitan District No. 2 was 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 Boards, were in attendance:

Kurtis Williams  
Aaron Clutter

*Also present for the District: Audrey G. Johnson & Kristen D. Bear., White, Bear, Ankele, Tanaka & Waldron, Attorneys at Law, District general counsel and Shelby Clymer, CliftonLarsonAllen, LLP.*

Call to Order/Quorum It was noted that a quorum of the District's Board was present and called the meeting to order.

Disclosure Matters Ms. Bear advised the Board that, pursuant to Colorado law, certain disclosures by the Directors may be required prior to taking official action at the meeting. The agenda for the meeting was reviewed, following which each Director confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed. The disclosure certificates, having been reviewed by the relevant Directors, were made part of the official minutes of the meeting by reference. The Board determined that participation by the Directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Approval of Agenda The Directors reviewed the agenda. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda.

Consider Appointment of Officers of The Directors engaged in a general discussion. Following discussion, upon a motion duly made and seconded, the Board appointed Director Williams as President and Director Clutter as Secretary/Treasurer.

Public Comment None.

## Consent Agenda

Ms. Bear reviewed the items on the consent agenda with the Board. Ms. Bear advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Adoption of Resolution Designating the District's 24-hour Posting Location
- Adoption of Resolution Adopting the Colorado Special District Records Retention Schedule
- Adoption of Resolution Establishing Electronic Signature Policy
- Approval of Intergovernmental Agreement with the City of Aurora regarding the Service Plan

## Legal Matters

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

The Board reviewed the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims. Following discussion, upon a motion duly made and seconded, the Board adopted the resolution.

Discuss and Consider Adoption of 2022 Annual Administrative Resolution

The Board reviewed the 2022 Annual Administrative Resolution. Following discussion, upon a motion duly made and seconded, the Board adopted the resolution with the revisions of the officer designations, posting locations, worker compensation exclusion and addition of regular meeting dates occurring June 14<sup>th</sup> and November 8<sup>th</sup>, 2022 at 11am.

Discuss and Consider Adoption of Resolution Providing for the Defense and Indemnification of Directors and Employees of the District

The Board reviewed the Resolution Providing for the Defense and Indemnification of Directors and Employees of the District. Following discussion, upon a motion duly made and seconded, the Board adopted the resolution.

Consider Approval of Resolution Regarding Electronic Posting of Meeting Notices

The Board reviewed the Resolution Regarding Electronic Posting of Meeting Notices. Following discussion, upon a motion duly made and seconded, the Board adopted the resolution.

Consider Adoption of Resolution Calling the May 3, 2022 Election

The Board reviewed the Resolution Calling the May 3, 2022 Election. Following discussion, upon a motion duly made and seconded, the Board adopted the resolution.

### **Insurance & Liability**

Discuss Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds and Designated Agent Endorsements

The Board engaged in a general discussion regarding Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds and Designated Agent Endorsements.

Discuss Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime) and Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association

The Board reviewed and discussed Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime) and the Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association. Following discussion, upon motion duly made and seconded, the Board adopted the resolution approving the IGA with the Colorado Special districts Property and Liability Pool.

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

The Board reviewed the Agency Services Agreement with T. Charles Wilson Insurance Services. Following discussion, upon a motion duly made and seconded, the Board approved engagement with T. Charles Wilson Insurance Services.

Discuss BMO Worker's Compensation Coverage and Consider Authorizing Filing of Exclusion of Uncompensated Public Officials form for 2022 Policy Period

The Board engaged in a general discussion regarding BMO Worker's Compensation Coverage and Consider Authorizing Filing of Exclusion of Uncompensated Public Officials form for 2022 Policy Period. Following discussion, upon motion duly made and seconded, the Board determined to exclude BMO insurance.

Consider Approval of Property and Liability Insurance Limits and Deductibles

The Board reviewed the Property and Liability Insurance Limits and Deductibles. Following discussion, upon motion duly made and seconded, the Board approved the insurance.

## **Engagement of Consultants**

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

The Board reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services. Following discussion, upon a motion duly made and seconded, the Board approved engagement with White Bear Ankele Tanaka & Waldron.

Consider Approval of Engagement Letter with CliftonLarsenAllen LLP for Accounting Services

The Board reviewed the Engagement Letter with CliftonLarsenAllen, LLP for Accounting Services. Following discussion, upon a motion duly made and seconded, the Board approved engagement with CliftonLarsenAllen, LLP.

Consider Approval of Contract with Heather Sosa for Website Design Services

The Board reviewed the Engagement Letter with Heather Sosa for Website Design Services. Following discussion, upon a motion duly made and seconded, the Board approved engagement with Heather Sosa.

## **Developer Agreements**

Consider Approval of Funding and Reimbursement Agreement with CLREF III Acquisition LLC

The Board reviewed the Funding and Reimbursement Agreement with CLREF III Acquisition LLC. Following discussion, upon a motion duly made and seconded, the Board approved the agreement subject to review and approval by CLREF III Acquisition LLC.

Consider Approval of Infrastructure Acquisition and Reimbursement Agreement with CLREF III Acquisition LLC

The Board reviewed the Infrastructure Acquisition and Reimbursement Agreement with CLREF III Acquisition LLC. Following discussion, upon a motion duly made and seconded, the Board approved the agreement subject to review and approval by CLREF III Acquisition LLC.

## **Financial Matters**

Consider Authorization for Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Numbers

The Board engaged in a general discussion. The Board authorized the execution of the Application for Federal Employer Identification Number; Application for Colorado Sales Tax Exemption Number; and Application for Assignment of PDPA Numbers. The Board also authorized the use of Bill.com.

Discuss and Consider

The Board engaged in a general discussion regarding the

Establishment of Bank Accounts and Authorize Signers on the Accounts (with all checks requiring two signatures)

Establishment of Bank Accounts with ColoTrust and FirstBank. The Board authorized signers on the accounts (with all checks requiring two signatures). Following discussion, the Board authorized Director Clutter and Director Williams as the authorized signers for the Board.

Public Hearing on 2021 Budget

Director Williams opened the public hearing on the proposed 2021 Budget. Ms. Bear noted that the notice of public hearing was provided in accordance with Colorado law and that no written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolution Adopting the 2021 Budget

Ms. Clymer reviewed the 2021 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2021 Budget.

Public Hearing on 2022 Budget

Director Williams opened the public hearing on the proposed 2022 Budget Ms. Bear noted that the notice of public hearing was provided in accordance with Colorado law and that no written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Consider Approval of Resolution Adopting the 2022 Budget

Ms. Clymer reviewed the 2022 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution adopting the 2022 Budget, appropriating funds therefor and certifying 5.000 mills for the general fund and 55.664 mills for the debt service fund.

Other Financial Matters

None.

Adjournment

There being no further business to come before the Board, and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing minutes were approved by the Boards of Directors on July 11, 2022, and constitute a true and correct copy of the minutes of the above-referenced meeting.

*Aaron Clutter*  
Aaron Clutter (Jul 12, 2022 14:21 MDT)

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Secretary for the Meeting