

MINUTES OF A JOINT SPEICAL MEETING OF THE
BOARDS OF DIRECTORS

OF THE

NORTH LAND INDUSTRIAL METROPOLITAN DISTRICT
NOS. 1 & 2

Held: Friday, February 5, 2021, at 10:00 A.M.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Health and Environment (CDPHE), and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconference.

ATTENDANCE

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Lloyd Land
Vern Burke
Triston Land-Clow
Shane Olson

Also present were: Jennifer Gruber Tanaka, Esq., and Eve G. Velasco, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Diane Wheeler, Simmons & Wheeler, District Accountant; and Brad Simons, MMI Water Engineers, LLC.

**ADMINISTRATIVE
MATTERS**

Call to Order

The meeting was called to order.

Declaration of Quorum and
Confirmation of Director
Qualifications

Ms. Tanaka noted that a quorum for each of the Boards was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures of
Potential or Existing Conflicts
of Interest

Ms. Tanaka advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Tanaka noted that a quorum was present and inquired into whether members of the Boards had any additional disclosures

of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Combined Meetings The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the North Land Industrial Metropolitan District Nos. 1 and 2, collectively.

Approval of Agenda Ms. Tanaka presented the Boards with the proposed agenda for the meeting. Upon motion of Mr. Burke, seconded Mr. Land, the Boards unanimously approved the agenda as revised to remove item c under Consent Agenda.

Excusal of Absence The Boards noted the absence of Robert Brandt. Upon motion of Mr. Burke, seconded Mr. Land, the Boards unanimously excused his absence.

PUBLIC COMMENT None.

CONSENT AGENDA The Boards were presented with the consent agenda items. Upon motion of Mr. Olson, seconded Mr. Land-Clow, the Boards unanimously took the following actions:

- a. Approval of Minutes from the October 22, 2020 Joint Special Meeting
- b. Ratification of Payment of Claims (October 23, 2020 – January 31, 2021) (\$30,066.94) (District No. 1)
- c. Removed.
- d. Acceptance of Unaudited Financial Statements as of December 31, 2020
- e. Approval of Funding, Acquisition and Reimbursement Agreement for Improvements with A.L.E. Partnership

FINANCIAL MATTERS Ms. Wheeler discussed the signators for bill.com account. She noted the Boards previously approved Mr. Burke and Mr. Land-Clow but noted there was a request to add Mr. Land as well. Mr. Burke noted they would like to have all directors have the ability to review and approve the claims. In the end, the Boards decided that all directors will have viewing rights for all of the claims but ultimately Mr. Land, Mr. Olson and Mr. Burke will have the ability to formally approve the claims.

LEGAL MATTERS

Conveyance of Improvements to District

Approval of Bill of Sale
for Second Filing Phase 2
Utilities

The Boards noted the completion of the Second Filing Phase 2 Utilities. It was noted that the City has issued an initial acceptance for the facilities but will not issue a final acceptance until the warranty period expires. During the interim, the Districts will accept the improvements and operate and maintain them, subject to the Warranty Agreement described below, until the City issues final acceptance of the improvements at which time they will be conveyed to the City.

Upon motion of Mr. Burke, seconded Mr. Olson, the Boards approved the Bill of Sale for the Second Filing Phase 2 Utilities. Mr. Land abstained from the discussion and vote.

Approval of Warranty
Agreement with Land 5
Investments, LLC and
Lloyd Land, individually
and doing business as
A.L.E. Partnership
(Second Filing Phase 2
Utilities)

The Boards were presented with a Warranty Agreement with Land 5 Investments, LLC and Lloyd Land d/b/a A.L.E Partnership for the Second Filing Phase 2 Utilities.

Upon motion of Mr. Burke, seconded Mr. Olson, the Boards approved the Bill of Sale for the Second Filing Phase 2 Utilities. Mr. Land abstained from the discussion and vote.

Adoption of Resolution
No. 2021-02-01:
Regarding Acquisition of
Public Improvements and
Acceptance of
Reimbursement Costs
(Second Filing Phase 2
Utilities)

The Boards were presented with Resolution No. 2021-02-01: Regarding Acquisition of Public Improvements and Acceptance of Reimbursement Costs (Second Filing Phase 2 Utilities). Ms. Tanaka noted that the engineer's certification of costs and the accountant's certification of costs both certify the amounts eligible for reimbursement total \$883,834.99.

Upon motion of Mr. Burke, seconded Mr. Olson, the Boards adopted Resolution No. 2021-02-01. Mr. Land abstained from the discussion and vote.

OTHER BUSINESS

Next Joint Regular Meeting

The next joint regular meeting is scheduled for July 22, 2021, at 10:00 A.M.

ADJOURNMENT

There being no further business to come before the Boards, upon motion, second and unanimous vote, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Vern Burke

Vern Burke (Jul 26, 2021 14:13 MDT)

Secretary for the Districts