

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF DIATC METROPOLITAN DISTRICT

Held: Monday, December 12, 2022 at 9:00 a.m. via
Zoom video/telephone conference. The meeting
was open to the public.

Attendance

A Special Meeting of the Board of Directors of the
DIATC Metropolitan District, City of Commerce City,
County of Adams, State of Colorado, was called and
held as shown above and in accordance with the
applicable statutes of the State of Colorado, with the
following Directors present and acting:

Christopher H. Thompson, President
Steven L. Everson, Assistant Secretary
Brock R. Chapman, Assistant Secretary
Jeffrey C. Hemphill, Assistant Secretary

Upon motion duly made by Director Everson, seconded
by Director C. Thompson, and upon vote unanimously
carried, the absence of Director Jodie B. Thompson was
excused.

Also present were:

Elisabeth A. Cortese, Esq., Suzanne Meintzer, Esq., and
Craig Sorensen; McGeady Becher P.C.
Michael DeGrant, Vy Nguyen, and Bradley Smith;
Schuck Chapman Companies
Misty Raup; CliftonLarsonAllen LLP
Jerry Jacobs and Cristina Madrigal; Timberline District
Consulting

Disclosure of Potential Conflicts of Interest

Attorney Cortese 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 Cortese that disclosures of
potential conflicts of interest were filed with the
Secretary of State and with the District for all directors,

and no additional conflicts were disclosed by those directors present at the meeting.

Quorum / Meeting Location /
Posting of Notices

Attorney Cortese 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.

The Board determined that the meeting would take place via Zoom video/telephone conference. Mr. Sorensen reported that notice was duly posted on the website of the District, and that no objections to the meeting location or the video/telephonic manner of the meeting, or any requests that the meeting location or video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Approval of Agenda

The Board reviewed the agenda for the meeting. Following discussion, upon motion duly made by Director C. Thompson, seconded by Director Everson, and upon vote unanimously carried, the Board approved the agenda, as presented.

Designation of 24-Hour
Posting Location

Following discussion, and upon motion duly made by Director C. Thompson, seconded by Director Everson, and upon vote unanimously carried, the Board designated the location for the posting of 24-hour meeting notices as the District website. If for any reason notice cannot be posted on the website, physical notice will be posted at the northwest corner of East 81st Avenue and Tower Road, Commerce City, Colorado.

May 3, 2022 Regular
Directors' Election (the
"Election")

Attorney Cortese informed the Board that the Election was cancelled, as permitted by statute, because there were not more candidates than seats available. She noted that Directors Chapman and Hemphill were each deemed elected to 3-year terms ending in May 2025.

Appointment of Officers

Following discussion, upon motion duly made by Director Everson, seconded by Director Chapman, and upon vote unanimously carried, the Board appointed the following officers:

- President: Christopher H. Thompson
- Secretary/Treasurer: Jodie B. Thompson
- Assistant Secretary: Steven L. Everson
- Assistant Secretary: Brock R. Chapman
- Assistant Secretary: Jeffrey C. Hemphill

2023 Meeting Schedule / Meeting/Posting Resolution

The Board discussed the regular meeting schedule for 2023. Following discussion, the Board scheduled a regular meeting for November 8, 2023 at 12:00 p.m., to be held virtually.

Following further discussion, upon motion duly made by Director Chapman, seconded by Director C. Thompson, and upon vote unanimously carried, the Board adopted Resolution No. 2022-12-01, Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

Insurance Renewal / SDA Membership

Mr. Sorensen informed the Board that renewal of the District's liability and workers' compensation insurance policies for 2023 are in process, and that the District's membership in the Special District Association will be renewed in January 2023.

Following discussion, and upon motion duly made by Director Chapman, seconded by Director Everson, and upon vote unanimously carried, the Board authorized the renewals.

Payment of Directors' Fees

Following discussion, the Board determined that statutory directors' fees will not be paid to the directors.

Consent Agenda

Following review, upon motion duly made by Director C. Thompson, seconded by Director Chapman, and upon vote unanimously carried, the Board approved, or ratified approval of (as appropriate) the Consent Agenda items, as follows:

- A. Approve minutes of the November 2, 2021 Special Meeting.
- B. Ratify approval of Fourth Amendment to 2017 Operation Funding Agreement between the District and DIA Tech Center, LLC.

- C. Ratify approval of Service Agreement for Landscaping Services between the District and Kelley Landscape & Sprinkler, Inc.
- D. Ratify approval of Service Agreement for Snow Removal Services between the District and Kelley Landscape & Sprinkler, Inc.
- E. Ratify approval of Service Agreement for Community Management Services between the District and Timberline District Consulting, LLC.
- F. Ratify approval of June 9, 2022 Letter from the District to Metro Water Recovery, f/k/a Metro Wastewater Reclamation District regarding Temporary Construction Lease / Stormwater Quality and Detention Pond Issue.
- G. Ratify approval of Second Amendment to Lease for Construction Purposes between the District and Metro Water Recovery, f/k/a Metro Wastewater Reclamation District.
- H. Ratify approval of 2021 Audit.

Statements of Work for 2023 Accounting Services

Ms. Raup reviewed with the Board the Statements of Work for 2023 Accounting Services between the District and CliftonLarsonAllen LLP (“2023 SOW”).

Following review and discussion, upon motion duly made by Director Everson, seconded by Director Chapman, and upon vote unanimously carried, the Board approved the 2023 SOW.

Claims

Ms. Raup reviewed with the Board the list of claims for the period of November 3, 2021 through November 8, 2022.

Following discussion, upon motion duly made by Director Everson, seconded by Director C. Thompson, and upon vote unanimously carried, the Board ratified the payment of claims in the amount of \$312,124.17.

Unaudited Financial Statements

Ms. Raup reviewed with the Board the unaudited financial statements for the period ending September 30, 2022.

Following review and discussion, upon motion duly made by Director Everson, seconded by Director C. Thompson, and upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending September 30, 2022.

2022 Budget Amendment

Director C. Thompson opened the public hearing to consider a proposed amendment to the 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 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.

Ms. Raup informed the Board that no amendment to the 2022 Budget was required.

2023 Budget

Director C. Thompson opened the public hearing to consider the proposed 2023 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 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.

Ms. Raup reviewed with the Board the estimated 2022 expenditures and the proposed 2023 expenditures.

Following discussion, the Board determined to impose a debt service mill levy of 50.000 mills, and an operations mill levy of 7.500 mills, for a total mill levy of 57.500 mills.

Director Chapman then moved, and Director C. Thompson seconded, to adopt the 2023 Budget, and the Board considered adoption of Resolution No. 2022-12-02 to Adopt the 2023 Budget and Appropriate Sums of Money, and Resolution No. 2022-12-03 to Set Mill Levies. 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, 2022. District Counsel was directed to

transmit the Certification of Budget to the Division of Local Government no later than January 30, 2023.

DLG-70 Certification of Tax Levies

Following discussion, upon motion duly made by Director C. Thompson, seconded by Director Everson, and upon vote unanimously carried, the Board authorized the District Accountant to prepare the DLG-70 Certification of Tax Levies form (“Certification”), authorized Director C. Thompson to sign the Certification, and directed the District Accountant to file the Certification with the Board of County Commissioners and other interested parties.

Preparation of 2024 Budget

Following discussion, upon motion duly made by Director Chapman, seconded by Director C. Thompson, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget, and directed that the 2024 Budget be in the same form as the 2023 Budget, unless otherwise directed by a Board member.

Preparation of 2022 Audit

Following discussion, upon motion duly made by Director C. Thompson, seconded by Director Chapman, and upon vote unanimously carried, the Board approved the engagement of Schilling & Company to prepare the 2022 Audit, for an amount not to exceed \$5,000.

Cost Certification Report

Following review and discussion, upon motion duly made by Director C. Thompson, seconded by Director Chapman, and upon vote unanimously carried, the Board ratified approval of the following Cost Certification Report prepared by Independent District Engineering Services, LLC, and accepted District-Eligible Costs in the indicated amount:

Report No.	Date	Amt. of District-Eligible Costs
No. 19	10/31/22	\$390,194.38

Project Fund Requisitions

Following review and discussion, upon motion duly made by Director Chapman, seconded by Director C. Thompson, and upon vote unanimously carried, the Board ratified approval of the following Project Fund Requisition, under the Series 2019 Bonds, in the indicated amount and to the indicated payee:

Requisition No.	Date	Amount	Payee
No. 24	11/15/22	\$402,321.05	DIA Tech Center, LLC

It was noted that amount of Requisition No. 24 includes the amount certified by Cost Certification Report No. 19 plus interest.

May 2, 2023 Regular Directors’ Election (“Election”)

Attorney Cortese discussed the Election with the Board. Following discussion, upon motion duly made by Director Everson, seconded by Director Hemphill, and upon vote unanimously carried, the Board adopted Resolution No. 2022-12-04 Calling a Regular Election for Directors on May 2, 2023, appointing Craig Sorensen of McGeady Becher P.C. as Designated Election Official (“DEO”), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

Transfer of Declarant or Design Review Committee Rights

Attorney Cortese discussed with the Board the transfer of Declarant or Design Review Committee rights from DIA Tech Center, LLC (as successor-in-interest to DIATC, LLC) to the District, in accordance with the Master Covenants of DIA Tech Center. She also reviewed with the Board the Assignment of Certain Declarant Rights Under Master Covenants of DIA Tech Center between DIA Tech Center, LLC and the District (the “Assignment”).

Following review and discussion, upon motion duly made by Director Chapman, seconded by Director Hemphill, and upon vote unanimously carried, the Board accepted the transfer of rights and approved and authorized the execution and recording of the Assignment.

Section 32-1-809, C.R.S. Requirements (Transparency Notice)

Attorney Cortese discussed the special district transparency requirements of Section 32-1-809, C.R.S. with the Board. Following discussion, upon motion duly made by Director C. Thompson, seconded by Director

Hemphill, and upon vote unanimously carried, the Board directed District Counsel to post the special district transparency notice on the Special District Association website and on the District’s website.

Proposal from Rocky Mountain Pavement, LLC for Asphalt Repair

Ms. Madrigal informed the Board that the asphalt repair work has already been completed. Following discussion, upon motion duly made by Director Chapman, seconded by Director Hemphill, and upon vote unanimously carried, the Board ratified approval of the Proposal from Rocky Mountain Pavement, LLC for asphalt repair in the amount of \$11,875.

2023 Snow Removal Services

Ms. Madrigal recommended the District engage High Plains Landscape & Water Systems, LLC (“High Plains”) to provide 2023 snow removal services.

Following discussion, upon motion duly made by Director Chapman, seconded by Director Everson, and upon vote unanimously carried, the Board approved the engagement of High Plains to provide 2023 snow removal services (provided the costs are within the approved 2023 budget), and authorized the preparation of a Service Agreement.

2023 Landscape Maintenance Services

Ms. Madrigal recommended the District engage High Plains to provide 2023 landscape maintenance services.

Following discussion, upon motion duly made by Director Chapman, seconded by Director Everson, and upon vote unanimously carried, the Board approved the engagement of High Plains to provide 2023 landscape maintenance services (provided the costs are within the approved 2023 budget), and authorized the preparation of a Service Agreement.

Other Business

The Board discussed the desire to decrease the District mill levies, noting that the bond documents may allow for a decrease in tax year 2023 (collection year 2024).

Adjournment

There being no further business coming before the Board, upon motion duly made by Director Hemphill, seconded by Director C. Thompson and, upon vote unanimously carried, the meeting was adjourned.

The foregoing Minutes were approved by the Board of Directors on November 8, 2023.

The foregoing record constitutes a true and correct copy of the Minutes of the above referenced meeting.

Jed. Thompson

Secretary