

**144<sup>TH</sup> AVENUE METROPOLITAN DISTRICT NOS. 1 & 2  
2024 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, the Boards of Directors (the “Boards”) for 144<sup>th</sup> Avenue Metropolitan District Nos. 1 and 2 (the “Districts”) are required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the Districts; and

WHEREAS, the Boards desire to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the Districts; and

WHEREAS, the Boards further desire to acknowledge and ratify herein certain actions and outstanding obligations of the Districts.

NOW THEREFORE, THE BOARDS OF DIRECTORS OF 144<sup>TH</sup> AVENUE METROPOLITAN DISTRICT NOS. 1 & 2 HEREBY RESOLVE AS FOLLOWS:

1. The Boards direct the District Manager to prepare and file either an accurate map, as specified by the Colorado Division of Local Government (the “Division”), or a notice that the Districts’ boundaries have not changed since the filing of the last District map, with the Division, the Adams County Clerk and Recorder and Adams County Assessor on or before January 1, 2024, as required by Section 32-1-306, C.R.S.
2. Pursuant to Section 24-32-116(3)(b), C.R.S, the Boards direct legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the Districts; (ii) the principal address and mailing address of the Districts; (iii) the name of the Districts’ agent; and (iv) the mailing address of the Districts’ agent.
3. The Boards direct legal counsel to prepare no more than sixty (60) days prior to and not later than January 15, 2024, the Districts’ annual transparency notice containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notice to the eligible electors of the Districts in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notice with the Adams County Board of County Commissioners, the Adams County Assessor, the Adams County Treasurer, the Adams County Clerk and Recorder’s Office, the City of Westminster City Council (“City Council”), and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notice shall be made available for public inspection at the principal business office of the Districts.
4. The Boards direct the Districts’ accountant to submit the proposed 2025 budgets for the Districts to the Boards on or before October 15, 2024, to schedule public hearings on the proposed budgets, prepare final budgets, and budget resolutions, including certification of mill levies and amendments to the budgets if necessary; to certify the mill levies to Adams County Assessor on or before December 15, 2024; and to file the approved budgets and amendments

thereto with the proper governmental entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. In the event additional real property is included into the boundaries of the Districts in the future, the Districts authorize legal counsel to record the special district public disclosure document and a map of the new boundaries of the Districts concurrently with the recording of the order for inclusion in the Adams County Clerk and Recorder's office in accordance with Section 32-1-104.8(2), C.R.S.

6. The Boards direct legal counsel to notify the City Council of any alteration or revision of the proposed schedule of debt issuance as may be set forth in the financial plan attached to the Districts' Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. For any nonrated public securities issued by the Districts, the Boards direct the Districts' accountant to prepare and file with the Division on or before March 1, 2024, an annual information report with respect to any of the Districts' nonrated public securities which are outstanding as of the end of the Districts' fiscal year in accordance with Section 11-58-105, C.R.S.

8. The Boards hereby authorize the Districts' accountant to prepare and file an Audit Exemption and Resolution for approval of Audit Exemption with the Colorado State Auditor by March 31, 2024, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., the Boards authorize that an audit of the financial statements be prepared and submitted to the Boards before June 30, 2024 and filed with the State Auditor by July 31, 2024. In addition, if a District has authorized but unissued general obligation debt as of the end of the fiscal year, the Districts' accountant shall cause to be submitted to the City Council, the Districts' audit report or copies of the Districts' application for exemption from audit in accordance with Section 29-1-606(7), C.R.S.

9. If the Districts hold property presumed abandoned and subject to custody as unclaimed property pursuant to the Unclaimed Property Act (§§38-13-101 *et seq.*, C.R.S.), the Boards direct legal counsel to prepare an unclaimed property report that covers the twelve months preceding July 1, 2024 and submit the report to the Colorado State Treasurer by November 1, 2024, in accordance with Section 38-13-401 *et seq.*, C.R.S.

10. The Boards direct the Districts' accountant to oversee the preparation of any continuing annual disclosure report required to be filed pursuant to a continuing disclosure agreement, in accordance with the Securities Exchange Commission Rule 15c2-12 and pursuant to any authorizing resolution, indenture, pledge agreement, loan document, and/or any other document related to the issuance of any general or special obligation bonds, revenue bonds, loans from financial institutions or other multiple fiscal year obligations by the Districts and any refundings thereof.

11. The Boards direct the Districts' accountant to cause the preparation of and to file with the Department of Local Affairs the annual public securities report for nonrated public

securities issued by the Districts within sixty (60) days of the close of the fiscal year, as required by Sections 11-58-101 *et seq.*, C.R.S.

12. The Boards designate the Secretary of the Districts as the official custodian of “public records,” as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C. and Pinnacle Consulting Group, Inc.

13. The Boards direct legal counsel to advise it on the requirements of the Fair Campaign Practices Act, Section 1-45-101 *et seq.*, C.R.S., when applicable.

14. The Boards direct that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the Districts, or in the vicinity of the Districts if none is circulated within the Districts including, but not limited to, the *Westminster Window*.

15. The Boards have determined that each director shall not receive compensation for services as directors in accordance with Section 32-1-902(3)(a), C.R.S.

16. The Boards hereby determine that each member of the Boards shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Boards. Such forms shall be retained in the Districts’ files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901, C.R.S. and Section 24-12-101, C.R.S., the Boards direct legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure a surety bond for each Director, and to file copies of each with the Clerk of the Court, the Adams County Clerk and Recorder and with the Division.

17. The Boards extend the current indemnification resolutions, adopted by the Boards on October 4, 2013, to allow the resolutions to continue in effect as written.

18. Pursuant to Section 32-1-1101.5, C.R.S., the Boards direct legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the City Council and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Furthermore, whenever the Districts authorize or incur a general obligation debt, the Boards authorize legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the Adams County Clerk and Recorder’s office within thirty (30) days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the Districts incur general obligation debt, the Boards direct legal counsel to submit a copy of the recorded notice to the City Council within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

19. The Boards direct legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the City Council, if requested, in accordance with Section 32-1-1101.5(1.5) and (2), C.R.S.

20. The Boards direct legal counsel to prepare and file the special district annual report, in accordance with Section 32-1-207(3)(c), C.R.S.

21. The Boards have determined that, when applicable, legal counsel will file conflicts of interest disclosures provided by the Boards' members with the Colorado Secretary of State seventy-two (72) hours prior to each meeting of the Boards, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that the Boards' members submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that the Boards' members submit information regarding actual or potential conflicts of interest.

22. The Districts are members of the Special District Association ("SDA") and insured through the Colorado Special Districts Property and Liability Pool. The Boards direct the District Manager to pay the annual SDA membership dues and insurance premiums in a timely manner. The Boards and District Staff will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

23. The Boards have reviewed the minutes from the December 5, 2022, and June 8, 2023, meetings of the Boards, which minutes are attached hereto to Exhibit A. The Boards, being fully advised of the premises, hereby ratify and affirm each and every action of the Boards taken at said meetings.

24. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Boards hereby declare that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Boards further direct the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90<sup>th</sup>) day after the date of the executive session.

25. Pursuant to Section 32-1-104.5(3)(a), C.R.S., the Boards hereby designates the Districts' official website as <https://www.144md.live/>. The Boards direct the Districts' Manager to maintain and update the official website of the District in compliance with Section 32-1-104.5(3)(a), C.R.S.


26. The Districts hereby acknowledge, agree and declare that the Districts' policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (Section 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the Districts' official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, "official custodian" means a designee with plenary authority including control over public funds of a public unit which the official custodian is appointed to serve. The Districts hereby designate the Districts' accountant as its official custodian over public deposits.

27. The Boards hereby authorize the Districts' Manager to execute, on behalf of the Districts, any and all easement agreements pursuant to which the Districts are accepting or acquiring easements in favor of the Districts.

28. Unless otherwise authorized by the Boards and except for contracts that are publicly bid, the applicable Boards' President or District Project Manager are authorized, but not obligated, to take any contract actions within the Districts' approved budget including, but not limited to, approving task orders, work orders, and change orders. All actions taken by the Boards' President or the Project Manager shall be ratified by the Board at the next meeting of the Board.

ADOPTED AND APPROVED THIS 12<sup>TH</sup> DAY OF OCTOBER, 2023.

144<sup>TH</sup> AVENUE METROPOLITAN  
DISTRICT NOS. 1 & 2

DocuSigned by:  
  
DFDB72018A63403...  
By: Gus Quinonez  
Its: President

**EXHIBIT A**  
**Minutes From**  
**December 5, 2022 and June 8, 2023**  
**Meetings of the Boards**

## RECORD OF PROCEEDINGS

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### MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF

#### 144<sup>th</sup> AVENUE METROPOLITAN DISTRICT NOS. 1 & 2

**HELD  
December 5, 2022**

The Boards of Directors of the 144<sup>th</sup> Ave Metropolitan District Nos. 1 & 2, held a special meeting, open to the public, via MS Teams and teleconference at 11:30 a.m. on Monday, December 5, 2022.

ATTENDANCE:      Directors in Attendance:  
Ginger Dodge, President/Chairperson  
John Arlotti, Asst. Secretary/ Asst. Treasurer  
Angela Troxel, Director  
Gus Quinonez, Director

Also, in Attendance Were:  
Deborah Early; Icenogle Seaver Pogue, P.C.  
Andrew Kunkel, Wendy McFarland, Teresa Adler, Jason Woolard, and  
Kieyesia Conaway; Pinnacle Consulting Group, Inc.  
Jacque Lorange and Marc Raskulinez; CPA Arbour Commons

CALL TO ORDER      The meeting was called to order at 11:32 a.m. by Mr. Kunkel, noting that a quorum was present. The directors in attendance confirmed their qualifications to serve.

MEETING NOTICE      Mr. Kunkel reported that Notice and Agenda of the Coordinated Special Board Meeting had been duly posted within the boundaries of the District. The notice also included the agenda items.

CONFLICT OF  
INTEREST  
DISCLOSURE      Ms. Early noted written disclosures of potential conflicts of interests for all directors were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing potential conflicts of interest that may exist as certain Board Members are employees of or affiliated with CORE Realty Holdings Management, Inc., which is an affiliate of CPA Arbour Commons DST, the landowner of the land within the Districts. Ms. Early advised the Boards that pursuant to Colorado law, certain disclosures may be

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

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APPROVAL  
OF AGENDA

The Boards reviewed the agenda. Following review and discussion, and upon motion duly made by Director Quinonez, seconded by Director Dodge and, upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as presented.

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APPROVAL  
OF MINUTES

The Boards reviewed the minutes of the September 16, 2022 and November 11, 2022 meetings. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Quinonez and, upon vote, unanimously carried, it was

**RESOLVED** to approve the minutes of the September 16, 2022 and November 11, 2022 meetings.

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ELECTION  
OF OFFICERS

The Board discussed the election of Officers. Following review and discussion, upon motion duly made by Director Dodge, seconded by Director Arlotti and, upon vote, unanimously carried, it was

**RESOLVED** to appoint Ginger Dodge as President/Chairperson, John Arlotti as Assistant Secretary and Assistant Treasurer, Angela Troxel as Assistant Treasurer and Gus Quinonez as Secretary and Treasurer.

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PUBLIC COMMENT

There were no members of the public present.

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FINANCIAL ITEMS

Payment of Claims: Ms. McFarland reviewed with the Boards the payment of claims for period October 22, 2022 through December 1, 2022 in the amount of \$14,452.09. Following review and discussion, and upon motion duly made by Director Quinonez, seconded by Director Dodge and, upon vote, unanimously carried, it was



## RECORD OF PROCEEDINGS

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**RESOLVED** to ratify the payment of claims for period October 22, 2022, through December 1, 2022, in the amount of \$14,452.09, as presented.

Financial Reports: Ms. McFarland reviewed with the Boards the unaudited Financial Statements for the period ending June 30, 2022 with the Boards and answered questions. Following review and discussion, and upon motion duly made by Director Troxel, seconded by Director Dodge and, upon vote, unanimously carried, it was

**RESOLVED** to approve the unaudited Financial Statements for the period ending June 30, 2022, as presented.

2023  
BUDGET HEARING

Director Quinonez opened the 2023 Budget Hearing for 144<sup>th</sup> Ave Metropolitan District Nos. 1 & 2. Mr. Kunkel reported that notice of the budget hearing was published on December 1, 2022 in the Westminster Window, in accordance with state budget law. There being no public input the public portion of the budget hearing was closed. Ms. McFarland reviewed the budgets in detail and responded to questions. Funds are proposed to be appropriated as follows:

District No. 1  
Mill levy is 0.000 mills.  
General Fund Expenditures: \$59,800; funded by the Park Facility Fee

District No. 2  
Mill levy is 0.000 mills.  
General Fund Expenditures: \$0

Following review and discussion among Board members, and upon motion duly made by Director Dodge, seconded by Director Quinonez and, upon vote, unanimously carried, it was

**RESOLVED** to approve the Resolutions to Adopt the 2023 budgets for 144<sup>th</sup> Ave Metropolitan District Nos. 1 & 2, appropriate budgeted funds and approve all other documents related to the 2023 budgets.

DISTRICT  
MANAGER ITEMS

Discussion Regarding Operations and Maintenance Agreement: Mr. Woolard discussed the Operations and Maintenance Agreement and answered questions.

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Termination of Master Service Agreement with Environmental Designs, Inc.: Mr. Woolard discussed terminating the Master Service Agreement with Environmental Designs, Inc. and answered questions. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Quinonez and, upon vote, unanimously carried, it was

**RESOLVED** to approve the termination of Master Service Agreement with Environmental Designs, Inc.

Master Service Agreement with CPA Arbour Commons MT, LLC: Mr. Woolard discussed the Master Service Agreement with CPA Arbour Commons MT, LLC and answered questions. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Quinonez and, upon vote, unanimously carried, it was

**RESOLVED** to approve a Master Service Agreement with CPA Arbour Commons MT, LLC.

District Manager's Report: Mr. Kunkel presented the District Manager's report and answered questions.

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### LEGAL ITEMS

2023 Annual Administrative Matters Resolution: Ms. Early presented the 2023 Annual Administrative Matters Resolution to the Boards and answered questions. Following review and discussion, and upon motion duly made by Director Quinonez, seconded by Director Troxel and, upon vote, unanimously carried, it was

**RESOLVED** to approve the 2023 Annual Administrative Matters Resolution.

2023 Election Resolution: Ms. Early presented the 2023 Election Resolution to the Boards and answered questions. Following review and discussion, and upon motion duly made by Director Quinonez, seconded by Director Troxel and, upon vote, unanimously carried, it was

**RESOLVED** to approve the 2023 Election Resolution.

2023 Meeting Resolution: Ms. Early presented the 2023 Meeting Resolution to the Board and answered questions. Following review and discussion, and upon motion duly made by Director Dodge, seconded by Director Quinonez and, upon vote, unanimously carried, it was

## RECORD OF PROCEEDINGS

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**RESOLVED** to approve the 2023 Meeting Resolution.

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OTHER MATTERS There were no Other Matters to bring before the Board.

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ADJOURNMENT There being no further business to come before the Boards, the meeting was adjourned at 12:22 p.m.

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Respectfully submitted,

  
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Kieyesia Conaway, Secretary for the Meeting

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF THE BOARDS OF DIRECTORS OF

144<sup>th</sup> AVENUE METROPOLITAN DISTRICT NOS. 1 & 2

HELD  
June 8, 2023

The Boards of Directors of the 144<sup>th</sup> Ave Metropolitan District Nos. 1 & 2, held a regular meeting, open to the public, via MS Teams and teleconference at 3:00 p.m. on Thursday, June 8, 2023.

ATTENDANCE:        Directors in Attendance:  
Angela Troxel, Assistant Treasurer  
Gus Quinonez, Secretary & Treasurer

Also, in Attendance Were:  
Deborah Early; Icenogle Seaver Pogue, P.C.  
Sarah Bromley, Kevin Mitts, Kieyesia Conaway, and Wendy McFarland;  
Pinnacle Consulting Group, Inc.  
Amanda Benson, Cindy Green, and Marc Raskulinecz; CPA Arbour  
Commons

CALL TO ORDER        The meeting was called to order at 3:01 p.m. by Ms. Bromley, noting that a quorum was present. The directors in attendance confirmed their qualifications to serve.

MEETING NOTICE    Ms. Bromley reported that the Notice and Agenda of the Coordinated Regular Board Meeting had been duly posted on the Districts' website. The notice also included the agenda items.

CONFLICT OF  
INTEREST  
DISCLOSURE        Ms. Early noted written disclosures of potential conflicts of interests for all directors were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing potential conflicts of interest that may exist as certain Board Members are employees of or affiliated with CORE Realty Holdings Management, Inc., which is an affiliate of CPA Arbour Commons DST, the property owner of the land within the Districts. Ms. Early advised the Boards that pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. The Boards reviewed

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the agenda for the meeting, following which each director confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required by Colorado law, to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL  
OF AGENDA

The Boards reviewed the agenda. Following review and discussion, and upon motion duly made by Director Quinonez, seconded by Director Troxel and, upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as presented.

ELECTION OF  
OFFICERS

The Boards discussed officer positions for the Boards of Directors. Following review and discussion, and upon motion duly made by Director Quinonez, seconded by Director Troxel and, upon vote, it was unanimously

**RESOLVED** to appoint each Director to the following positions:

Gus Quinonez    President  
Angela Troxel    Secretary and Treasurer

PUBLIC COMMENT

There were no members of the public present.

DIRECTOR  
COMMENT

There were no Director Comments to come before the Boards.

CONSENT  
AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – December 5, 2022, Special Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Following review and discussion, upon motion duly made by Director Troxel, seconded by Director Quinonez and, upon vote, unanimously carried, it was

**RESOLVED** to approve the consent agenda items, as presented.

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DISTRICT  
MANAGER ITEMS

District Manager's Report: Ms. Bromley presented the District Manager's Report to the Boards and answered questions.

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FINANCIAL ITEMS

Unaudited Financial Statements: Ms. McFarland presented the Unaudited Financial Statements for the period ending December 31, 2022 and answered questions. Following review and discussion, and upon motion duly made by Director Quinonez, seconded by Director Troxel and, upon vote, it was unanimously

**RESOLVED** to approve the Unaudited Financial Statements for the period ending December 31, 2022.

2022 Audit Exemptions for District Nos. 1 & 2: Ms. McFarland presented the 2022 Audit Exemptions for District Nos. 1 & 2 to the Boards and answered questions. Following review and discussion, and upon motion duly made by Director Quinonez, seconded by Director Troxel and, upon vote, it was unanimously

**RESOLVED** to ratify the 2022 Audit Exemptions for District Nos. 1 & 2.

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2022 AMENDED  
BUDGET HEARING

Ms. Bromley opened the 2022 Amended Budget Hearing for 144<sup>th</sup> Ave Metropolitan District Nos. 1 & 2. Ms. Bromley reported that notice of the budget hearing was published on June 8, 2023, in the Westminster Window, in accordance with state budget law. There being no public input, the public portion of the budget hearing was closed. Ms. McFarland reviewed the amended budgets in detail and responded to questions. The budgets for the District by fund are as follows:

District No. 1  
General Fund Expenditures: \$68,148.00

Following review and discussion among Board members, and upon motion duly made by Director Quinonez, seconded by Director Troxel and, upon vote, unanimously carried, it was

**RESOLVED** to approve the Resolutions to Adopt the 2022 amended budgets and appropriate funds for 144<sup>th</sup> Ave Metropolitan District Nos. 1 & 2 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents required to finalize the amended budgets.

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LEGAL ITEMS      Discussion Regarding SB23-110: Ms. Early presented SB 23-110 to the Boards and answered questions.

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DIRECTOR ITEMS      There were no Director Matters to bring before the Boards.

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OTHER MATTERS      There were no Other Matters to bring before the Boards.

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ADJOURNMENT      There being no further business to come before the Boards, the meeting was adjourned at 3:30 p.m.

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Respectfully submitted,

*Kieyesia Conaway*  
Kieyesia Conaway, Secretary for the Meeting