

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SBC METROPOLITAN DISTRICT HELD NOVEMBER 11, 2022

A Special Meeting of the Board of Directors (referred to hereafter as the “**Board**”) of the SBC Metropolitan District (referred to hereafter as the “**District**”) was duly held on Friday, the 11th day of November, 2022, at 11:00 a.m. This District Board meeting was held via Zoom. The meeting was open to the public via Zoom.

#### ATTENDANCE

#### Directors In Attendance Were:

Keiffer Garton, President

#### Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc.

Paula Williams, Esq.; McGeady Becher P.C.

Lindsay Ross; CliftonLarsonAllen LLP

Katie Kier, Alex Wells and Anne LaPlace, Esq. (for a portion of the meeting); ProLogis

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

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

#### Confirm Quorum/Meeting Location/Manner and Posting of Meeting Notice:

Ms. Finn 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. Ms. Finn

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noted the meeting will be conducted via Zoom. Ms. Finn reported that notice was duly posted and that no objections to the telephonic manner of the meeting or any requests that the telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

**Agenda:** Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Agenda was approved, as presented.

**Resolution No. 2022-11-01; Establishing Regular 2023 Meeting Dates, Time and Location, Establishing District Website and Designating Location for Posting of 24-Hour Notices:** Ms. Finn discussed with the Board Resolution No. 2022-11-01; Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

The Board determined to meet via Zoom and at the offices of ProLogis, 1800 Wazee Street, #5, Denver, CO 80202 at 1:00 p.m. on June 13, 2023 and November 14, 2023.

Following discussion, upon motion duly made and seconded by Director Garton 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 24-Hour Notices.

**Resignation of Tom Martin:** Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board acknowledged the resignation of Tom Martin from the Board of Directors.

**Appointment of Director:** The Board considered the appointment of Ms. Katie Kier to fill a vacancy on the Board of Directors. 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 such publication.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board nominated and appointed Katie Kier to fill a vacant Board term. The Oath of Office was administered.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

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Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the following slate of officers were appointed:

President	Keiffer Garton
Treasurer	Katie Kier
Secretary	Ann E. Finn (non-elected position)

**CONSENT AGENDA:** The Board considered the following actions:

- Approve Minutes of the June 28, 2022 Special Meeting.
- Discuss §32-1-809, C.R.S., Transparency Notice reporting requirements and mode of eligible elector notification (2022 SDA Website).
- Ratify approval of proposal from Brightview Landscape Services for the back flow device replacements.
- Review and approve proposal from Brightview Landscape Services for backflow replacement at 51<sup>st</sup> and Geneva in the amount of \$2,680.67.
- Ratify approval of payment of claims as follows:

Fund	Period Ending June 30, 2022	Period Ending July 31, 2022	Period Ending Aug. 31, 2022	Period Ending Sept. 30, 2022
General	\$ 85,996.66	\$ 24,130.48	\$ 22,848.95	\$ 39,116.32
Debt Service	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Capital Projects	\$ -0-	\$ -0-	\$ -0-	\$ -0-
<b>Total</b>	<b>\$ 85,996.66</b>	<b>\$ 24,130.48</b>	<b>\$ 22,848.95</b>	<b>\$ 39,116.32</b>

Period Ending Oct. 31 2022
\$ 98,127.09
\$ -0-
\$ -0-
<b>\$ 98,127.09</b>

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above actions.

**PUBLIC  
COMMENT**

There was no public comment.

**FINANCIAL  
MATTERS**

**Unaudited Financial Statements:** Ms. Ross reviewed the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending September 30, 2022.

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Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending September 30, 2022.

**2022 Audit:** The Board considered the engagement of Simmons & Wheeler, P.C. for preparation of the 2022 Audit, in an amount not to exceed \$5,000.00.

Following review and discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board approved the engagement of Simmons & Wheeler, P.C. for preparation of the 2022 Audit, in an amount not to exceed \$5,000.00.

**2022 Budget Amendment Hearing:** The President opened the public hearing to consider a Resolution to Amend the 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend 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 this public hearing. No public comments were received, and the public hearing was closed.

Following discussion, the Board determined that a 2022 Budget Amendment was not needed.

**2023 Budget Hearing:** The President 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 2023 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 or at this public hearing. No public comments were received, and the President closed the public hearing.

Following discussion, the Board considered the adoption of Resolution No. 2022-11-02 to Adopt the 2023 Budget and Appropriate Sums of Money and Resolution No. 2022-11-03 to Set Mill Levies (7.000 mills in the General Fund and 15.000 mills in the Debt Service Fund, for a total of 22.000 mills) (the “**Resolutions**”). Upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized. The District Accountant was directed to prepare and sign the DLG-70 Mill Levy

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Certification for certification to the Board of County Commissioners and other interested parties.

**DLG-70 Mill Levy Certification Form (the “Certification”)**: The Board considered authorizing the District Accountant to prepare and sign the Certification for certification to the Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare the Certification for certification of the Board of County Commissioners and other interested parties. The Board further authorized Director Garton to sign same.

**2024 Budget Preparation**: The Board discussed and considered the appointment of the District Accountant for the preparation of the 2024 Budget and the date for Budget Hearing.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2024 Budget and set the date for the Public Hearing to adopt the 2024 Budget for November 14, 2023 at 1:00 p.m. via Zoom.

**2023 Statement of Work with CliftonLarsonAllen LLP**: The Board considered the approval of the 2023 Statement of Work with CliftonLarsonAllen LLP for Accounting Services.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board approved the 2023 Statement of Work with CliftonLarsonAllen LLP for Accounting Services.

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### **LEGAL MATTERS**

**Resolution No. 2022-11-04; Resolution Calling May 2, 2023 Regular Election**: The Board discussed Resolution No. 2022-11-04; Resolution Calling a Regular Election for Directors on May 2, 2023, appointing the Designated Election Official (“DEO”) and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-11-04; Resolution Calling a Regular Election for Directors on May 2, 2023, appointing Ann Finn as the DEO and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election (the “**Election Resolution**”).

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A copy of the adopted Election Resolution is attached hereto and incorporated herein by this reference.

**Resolution No. 2022-11-05; Name Change to Prologis Central Park Business Center Metropolitan District:** The Board discussed Resolution No. 2022-11-05; Resolution of SBC Metropolitan District Name Change to Prologis Central Park Business Center Metropolitan District.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-11-05; Resolution of SBC Metropolitan District Name Change to Prologis Central Park Business Center Metropolitan District and authorized District Council to proceed with all actions necessary for the Name Change of the District.

### **CAPITAL IMPROVEMENTS**

#### **Capital Improvement Projects:**

*Monument signs:* Director Garton noted that the project is ongoing and the estimated cost for the monuments is \$600,000.

*Capital Improvement Projects:* The Board discussed possible future Capital Improvement Projects for the District. No additional action was taken by the Board.

### **OPERATIONS AND MAINTENANCE**

#### **Operation and Maintenance Report:**

*Heaved Sidewalk:* Ms. Kier will look into having the heaved sidewalk repaired.

*Homeless:* Ms. Finn noted there is large population of homeless in the area.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board authorized the District Manager to obtain proposals for security services.

*Pest Control Services:* The Board discussed the pest control services for 2023.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board authorized the District Manager to obtain proposals for pest control services for 2023.

*Detention Pond Maintenance Services:* The Board reviewed the Detention Pond Maintenance Services proposal from EMR Enterprises, LLC, for the amount of \$43,348.

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Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board authorized District Counsel to prepare a Services Agreement.

**Service Agreement with SavATree, LLC for 2023 Tree Care Services:** The Board reviewed a Service Agreement with SavATree, LLC for 2023 Tree Care Services.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board approved Service Agreement with SavATree, LLC for 2023 Tree Care Services.

**Service Agreement for 2022/2023 Snow Removal Services between the District and Rocky Mountain Parking Lot Services, Inc.:** The Board reviewed a Service Agreement for 2022/2023 Snow Removal Services between the District and Rocky Mountain Parking Lot Services, Inc.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board approved the Service Agreement for 2022/2023 Snow Removal Services between the District and Rocky Mountain Parking Lot Services, Inc.

**Service Agreement with Brightview Landscape Services, Inc. for 2023 landscape Services:** The Board reviewed a Service Agreement with Brightview Landscape Services, Inc. for 2023 Landscape Services.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board approved the Service Agreement with Brightview Landscape Services, Inc. for 2023 Landscape Services.

**Service Agreement with Diversified Underground for Utility Locate Services:** The Board reviewed a Service Agreement with Diversified Underground for Utility Locate Services.

Following discussion, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the Board approved the Service Agreement with Diversified Underground for Utility Locate Services.

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### **OTHER BUSINESS**

No other business was discussed.

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**ADJOURNMENT**

There being no further business to come before the Board at this time, upon motion duly made and seconded by Director Garton and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By:   
Secretary for the Meeting