

MINUTES OF AN ORGANIZATIONAL MEETING OF THE  
BOARDS OF DIRECTORS

OF

TRIANGLE LOGISTICS CENTER COMMERCIAL  
METROPOLITAN DISTRICT

Held: July 11, 2022 via teleconference.

**Attendance**

The organizational meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualifications to serve, were in attendance:

Joseph Trinkle  
Mark E. White  
Casey O'Donnell  
Bruce O'Donnell

Also present were Megan J. Murphy, Esq. and Nelson G. Dunford, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Shelby Clymer, CliftonLarsonAllen, LLP, District Accountant; and Lynx Chan, Principal, LC Development Consultants LLC.

Call to Order/Declaration of  
Quorum

Ms. Murphy noted that a quorum of the Board was present and called the meeting to order.

Director Conflict of Interest  
Disclosures

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Murphy 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda Ms. Murphy reviewed the proposed agenda with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda.

Consider Appointment of Officers The Board engaged in general discussion regarding the Appointment of Officers. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed the following officer positions:

- Bruce O'Donnell – President
- Joseph Trinkle – Secretary
- Mark E. White – Treasurer
- Casey O'Donnell – Assistant Secretary

Public Comment None.

**Consent Agenda** Ms. Murphy reviewed the items on the consent agenda with the Board. Ms. Murphy advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, acknowledged, ratified and adopted:

- Resolution Designating the District's 24-Hour Posting Location;
- Public Records Request Policy;
- Resolutions Adopting the Colorado Special District Records Retention Schedule;
- Notice to Electors § 32-1-809, C.R.S.;
- Recording of Special District Public Disclosure Documents as required by § 32-1-104.8, C.R.S.;
- Disclosure Notice Required by Service Plan;
- Electronic Signature Policy; and
- Intergovernmental Agreement with the City of Commerce City Regarding the Service Plan.

## **Insurance & Liability**

Consider Adoption of Resolution Providing for the Ms. Murphy presented the Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts to

Defense and Indemnification of Directors and Employees of the Districts

the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts.

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

The Board reviewed the memorandum. No action taken.

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 engaged in discussion regarding general liability and property schedule and limits. Following discussion, upon a motion duly made and seconded, the Board unanimously directed legal counsel to bind property and liability coverage, with no excess liability insurance, approved the Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool, and authorized membership in the Special District Association.

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

The Board engaged in discussion regarding the Agency Services Agreement with T. Charles Wilson Insurance Services. Following discussion, upon a motion duly made and seconded, the Board determined not to engage an insurance broker at this time.

Discuss BMO Worker's Compensation Coverage and Consider Authorizing Filing of Exclusion of Uncompensated Public Officials

The Board engaged in discussion regarding BMO Worker's Compensation Coverage proposals. Following discussion, upon a motion duly made and seconded, the Board unanimously determined not to bind Worker's Compensation Coverage.

### **Engagement of Consultants**

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

Ms. Murphy presented the Engagement Letter with White Bear Ankele Tanaka & Waldron to the Board. Ms. Murphy stated as she is not independent as to the engagement, the Board are advised to have separate legal counsel review the engagement letters. The Board declined to engage separate legal counsel to review the letters. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement.

Consider Approval of Engagement Letter with CliftonLarsonAllen LLP for Accounting Services

Ms. Clymer presented the Engagement Letter with CliftonLarsonAllen, LLP. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement with CliftonLarsonAllen, LLP for Accounting Services subject to final legal review.

Consider Approval of Contract with Heather Sosa for Website Design

Ms. Murphy presented the Contract with Heather Sosa for Website Design Services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Contract with Heather Sosa for Website Design Services.

## **Legal Matters**

Consider Adoption of 2022 Annual Administrative Resolution

Ms. Murphy reviewed the 2022 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the 2022 Annual Administrative Resolution.

Consider Approval of Intergovernmental Agreement for Property Tax Increment Revenue Sharing Triangle Logistics Center Commercial Metropolitan District with Urban Renewal Authority of the City of Commerce City

Director Bruce O'Donnell presented the Intergovernmental Agreement to the Board. Mr. McGinnis requested a change to Section 4 after the Intergovernmental Agreement was approved. It was noted that the City of Commerce City will be approving the URA plan to establish the TIF area at the meeting tonight. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Intergovernmental Agreement as drafted subject to an amendment prior to issuing debt.

## **Financial Matters**

Consider Approval of Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax

Ms. Murphy presented the Form SS-4 Application for Federal Employer Identification Number, Application for Colorado Sales Tax Exemption Number, and Application for Assignment Of PDPA Number (the "Applications") to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Applications.

Exemption Number; and (3)  
Application for Assignment  
of PDPA Number

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

The Board engaged in general discussion regarding the establishment of bank accounts and authorizing signers on the accounts. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized establishing a bank account at FirstBank and approved Directors White and Director Bruce O'Donnell as authorized signers on the account.

Conduct Public Hearing on  
2022 Budget

Director Bruce O'Donnell opened the public hearing on the proposed 2022 Budget. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of  
Resolution Adopting 2022  
Budget

The Board reviewed the 2022 Budget and Budget Resolution. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution Adopting 2022 Budget.

Other Financial Matters

None.

**Other Business**

The Boards determined to schedule quarterly meetings.

**Adjournment**

There being no further business to come before the Boards and following discussion, upon a motion duly made, the Boards unanimously determined to adjourn the meeting.

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



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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 6<sup>th</sup> day of October, 2022.