

MINUTES OF A REGULAR MEETING OF THE BOARDS OF DIRECTORS

OF

TRIANGLE LOGISTICS CENTER COMMERCIAL METROPOLITAN DISTRICT

Held: Thursday, October 6, 2022, at 2:00 p.m.

*Via teleconference.*

**Attendance**

The regular 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 discussion and determined to keep the officers as presently constituted.

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:

-Minutes from July 11, 2022 Organizational Meeting.

## **Legal Matters**

### *Annual Administrative Matters*

Consider Adoption of 2023 Annual Administrative Resolution Ms. Murphy reviewed the 2023 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the 2023 Annual Administrative Resolution.

Consider Approval of Notice to Electors Pursuant to § 32-1-809, C.R.S. The Board engaged in discussion regarding the Notice to Electors Pursuant to § 32-1-809, C.R.S. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the notice.

Consider Adoption of Resolution Designating the Location of Regular Meetings of the BOD Ms. Murphy presented the Resolution Designating the Location of Regular Meetings of the BOD to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

Consider Approval of Intergovernmental Agreement with the City of Commerce City Regarding the Service Plan Ms. Murphy presented the Intergovernmental Agreement with the City of Commerce City regarding the Service Plan to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Intergovernmental Agreement subject to insertion of missing information in Paragraph 22 of the Intergovernmental Agreement.

*Insurance Matters*

Discuss and Review Proposal for Renewal of General Liability Schedule and Limits and Property Schedule and Consider Approval and Authorization to Bind Coverage

Ms. Murphy engaged in discussion with the Board regarding 2023 insurance renewals. Following discussion, upon a motion duly made and seconded, the Board unanimously approved to bind coverage with no excess liability coverage.

Consider Approval/Ratification of Exclusion for Workers' Compensation Coverage

The Board engaged in discussion regarding exclusion for workers' compensation coverage. Following discussion, upon a motion duly made and seconded, the Board unanimously approved to exclude.

*Consultant Contracts*

Consider Approval of Engagement Letter with CliftonLarsonAllen LLP for Accounting Services

Ms. Clymer engaged in discussion with the Board regarding the engagement of CliftonLarsonAllen LLP for 2023. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter subject to final legal review.

*Developer Agreements*

Consider Approval of Funding and Reimbursement Agreement with CA Industrial Holdings, LLC

Ms. Murphy presented the Funding and Reimbursement Agreement with CA Industrial Holdings LLC to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement subject to final legal review and negotiation with CA Industrial Holdings LLC.

Discuss 2022 Legislative Update

The Board engaged in discussion regarding the 2022 Legislative Update. No action taken.

Discuss District Website Requirements/Heather Sosa Renewal Policy

The Board engaged in discussion regarding the District Website. Following discussion, upon a motion duly made and seconded, the Board unanimously approved to renew the website with Heather Sosa and establish a generic email address to be posted on the District's website.

Consider Approval of Resolution Calling May 2, 2023 Election

Ms. Murphy presented the Resolution Calling May 2, 2023 Election to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Resolution.

## **Financial Matters**

### **Review of Payables**

Ms. Clymer reviews the outstanding claims with the Board noting that the District is waiting on funding to pay the outstanding claims. Following discussion, upon a motion duly made and seconded, the Board approves the claims subject to funding.

### **Conduct Public Hearing on 2023 Budget**

Ms. Murphy opened the public hearing on the proposed 2023 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 2023 Budget**

Ms. Clymer presented the 2023 Budget and 2023 Budget Resolution to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.

The Board directed legal counsel and the District's accountant to certify the mill levy by December 15, 2022 and file the 2023 Budget by January 30, 2023.

### **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.

  
Joey Tinkler (Feb 15, 2023 07:31 HST)

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 31st day of January, 2023.