

MINUTES OF AN ORGANIZATIONAL MEETING OF THE  
BOARD OF DIRECTORS

OF THE

25 COMMERCE PARK METROPOLITAN DISTRICT

Held: December 12, 2023, at 3:30 P.M. *via* teleconference

**ATTENDANCE**

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Dave Klebba  
Matt Bruns

Also present were: Jennifer Gruber Tanaka, Esq., and Jon L. Wagner, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District general counsel; Lindsay Ross, CliftonLarsonAllen, LLP, District accountant; and Kerry Joannides, Rockefeller Group Developer, LLC.

**ADMINISTRATIVE  
MATTERS**

Call to Order

The meeting was called to order.

Declaration of Quorum and  
Confirmation of Director  
Qualifications

Ms. Tanaka noted that a quorum of the Board was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures  
of Potential or Existing  
Conflicts of Interest

Ms. Tanaka advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka reported that disclosures for those directors with 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 Board. Ms. Tanaka noted that a quorum was present and inquired into whether members of the Board 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Ms. Tanaka presented the Board with the agenda for the meeting.

Upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

**PUBLIC COMMENT**

None.

**DIRECTOR MATTERS**

Election of Officers

Ms. Tanaka noted the need to elect officers and noted that the Board is required to have a president, treasurer and a secretary.

Upon a motion duly made and seconded, the Board elected the following officers:

President: Dave Klebba

Secretary/Treasurer: Matt Bruns

**CONSENT MATTERS**

**AGENDA**

The Board was presented with the consent agenda items. Upon a motion duly made and seconded, the Board unanimously took the following actions:

a. Administrative Matters

- i. Adopted Resolution No. 2023-12-01: 2023 and 2024 Annual Administrative Resolution
- ii. Adopted Resolution No. 2023-12-02: Providing for the Defense and Indemnification of Directors and Employees of the District
- iii. Adopted Resolution No. 2023-12-03: Adopting the Colorado Special District Records Retention Schedule
- iv. Adopted Resolution No. 2023-12-04: Adoption of Public Records Request Policy
- v. Adopted Resolution No. 2023-12-05: Resolution Establishing Electronic Signature Policy
- vi. Adopted Resolution No. 2023-12-06: Resolution Concerning Authorization for Approval of Contracts and Payment of Claims
- vii. Approved Special District Disclosure Pursuant to Service Plan
- viii. Approved Service Plan Intergovernmental Agreement with City of Thornton
- ix. Approved Intergovernmental Agreement with Thornton Development Authority for Tax Increment Revenues
- x. Approved Proposal with Heatherly Creative for Website Creation
- xi. Approved Proposal with Heatherly Creative for Website

Maintenance in 2024

- b. Consultant Matters
  - i. Approved the Engagement Letters with WHITE BEAR ANKELE TANAKA & WALDRON for General Counsel Legal Services
  - ii. Approved Engagement Letter with CliftonLarsonAllen, LLP for Accounting Services
- c. Insurance Matters
  - i. Approved SDA Membership and Intergovernmental Agreement with Colorado Special Districts Property and Liability Pool
  - ii. Approved Insurance and Limits for Same
  - iii. Approved Agency Fee Agreement with T. Charles Wilson for Insurance Broker Services

**FINANCIAL MATTERS**

Public Hearing on 2023 Budget and Consider Adoption of Resolution No. 2023-12-07: Adopting Budget, Imposing Mill Levy and Appropriating Funds

Director Klebba opened the public hearing on the proposed 2023 Budget. Ms. Tanaka noted that the notice of public hearing was provided in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Ross reviewed the 2023 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted Resolution No. 2023-12-07 adopting the 2023 Budget, appropriating funds therefor as shown in the 2023 Budget, subject to receipt of final assessed valuation.

Public Hearing on 2024 Budget and Consider Adoption of Resolution No. 2023-12-08: Adopting Budget, Imposing Mill Levy and Appropriating Funds

Director Klebba opened the public hearing on the proposed 2024 Budget. Ms. Tanaka noted that the notice of public hearing was provided in accordance with Colorado law. No written objections were received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Ross reviewed the 2024 Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted Resolution No. 2023-12-08 adopting the 2024 Budget, appropriating funds therefor as shown in the 2024 Budget, subject to receipt of final assessed valuation.

Discuss and Consider Establishment of Bank Accounts and Authorize Signers on the Accounts

Deferred.

Consider Approval of Deferred.  
Bill.com

Other Financial Matters None.

## LEGAL MATTERS

Consider Approval of Ms. Tanaka presented the Funding and Reimbursement Agreement and for Operations and Maintenance with RG Commerce Park, LLC to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.  
Funding and Reimbursement Agreement (Operations and Maintenance) with RG Commerce Park, LLC

Consider Approval of Public Ms. Tanaka presented the Public Improvement Acquisition and Reimbursement Agreement with RG Commerce Park, LLC to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution.  
Improvement Acquisition and Reimbursement Agreement with RG Commerce Park, LLC

Consider Approval of Ms. Tanaka presented the Independent Contractor Agreement with Independent District Engineering Services, LLC for Engineering Services to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.  
Independent Contractor Agreement with Independent District Engineering Services, LLC for Engineering Services

Consider Approval of Ms. Tanaka presented the Independent Contractor Agreement with Rockefeller Group Developer, LLC for Construction Management Services to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.  
Independent Contractor Agreement with Rockefeller Group Developer, LLC for Construction Management Services

Consider Approval of Public Ms. Tanaka presented the Public Improvement Acquisition and Reimbursement Agreement with Confluent Development, LLC and RG Commerce Park, LLC to the Board for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.  
Improvement Acquisition and Reimbursement Agreement with Confluent Development, LLC and RG Commerce Park, LLC

## OTHER BUSINESS

Discuss Possible Director The Board engaged in general discussion regarding scheduling a director appointment meeting. The Board determined to schedule the meeting for Monday, January 22, 2024 at 3:30 p.m.  
Appointment Meeting

## ADJOURNMENT

There being no further business to come before the Board, upon motion, second and unanimous vote, the meeting was adjourned.

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

*Matthew Bruns*

[Matthew Bruns \(Jan 25, 2024 13:31 MST\)](#)

---

Secretary for the District