

RECORD OF PROCEEDINGS

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARDS OF DIRECTORS OF GSF METROPOLITAN DISTRICT NOS. 1 AND 2

HELD: May 21, 2021 at 10:00 a.m.
LOCATION: 111 S. Tejon Street, Ste. 222, Colorado Springs, CO

ATTENDANCE:

The organizational meeting of the Boards of Directors of the GSF Metropolitan District Nos. 1 and 2, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Delroy Johnson
David Jenkins
Christopher Jenkins

Also in attendance were Russell W. Dykstra of Spencer Fane LLP.

CALL TO ORDER:

Mr. Dykstra noted for the record that a quorum was present, and on behalf of the Boards of Directors, called the meeting to order at 10:00 a.m. and explained the purpose of the organizational meeting.

AFFIDAVITS OF QUALIFICATION OF BOARD MEMBERS / OATHS OF OFFICE AND BONDS:

Mr. Dykstra discussed the Affidavits of Qualification, Oaths of Office and Bond documents with the Boards.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:

Mr. Dykstra discussed the state law requirements for disclosure of potential conflicts of interest with the Directors, noting that completed disclosure statements must be filed for each of the Directors with the Secretary of State and Secretary of the District at least three days prior to a meeting in which a potential conflict may arise. In addition, each Director is to verbally reveal his potential conflicts of interest to the Boards prior to beginning the discussion in which the conflict may arise. The Directors did so. It was noted that all Directors had previously completed Conflict of Interest forms and delivered them to Mr. Dykstra's office, and the forms were filed with the Secretary of State at least three days prior to the Board meetings.

APPROVAL OF THE AGENDA:

Upon motion duly made, seconded and upon unanimously carried, the Boards approved the Agenda as presented.

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DISCUSSION OF SERVICE PLAN, DISTRICT ORGANIZATION, DISTRICT POWERS AND ELECTION RESULTS:

Mr. Dykstra discussed the Service Plan, District Organization, District Powers and Election Results with the Boards.

DISCUSSION OF OPEN MEETINGS REQUIREMENTS:

Mr. Dykstra described the open meeting and posting requirements for the District, noting that any non-social meeting of three or more of the directors constituted an official meeting, and that notice of a meeting for the District is to be (1) provided to each Board member, and (2) posted at one locations within the District at least 24 hours in advance of the meeting. The posting should include specific agenda information, if possible.

ELECTION OF OFFICERS / DUTIES OF BOARD PRESIDENT, SECRETARY AND TREASURER:

Mr. Dykstra reviewed the duties of the Board President, Secretary, and Treasurer with the Boards. The Boards discuss the vacancy and future appointment of Timothy Seibert to the Boards of Directors. Following discussion and the receipt of nominations, upon motion duly made, seconded, and unanimously approved, the Boards elected Christopher Jenkins as President, Delroy Johnson as Treasurer, Jeffrey Finn as Secretary and David Jenkins as Assistant Secretary.

ADOPTION OF SEAL:

Upon motion duly made, seconded, and upon vote unanimously carried, the Boards adopted the seals consisting of the word "Seal" circled by "GSF Metropolitan District No. 1, El Paso County, Colorado" and "GSF Metropolitan District No. 2, El Paso County, Colorado".

HIRING OF CONSULTANTS AND APPROVAL OF ENGAGEMENT LETTERS:

Mr. Dykstra discussed the need for the hiring of consultants to assist the District in its duties. Mr. Dykstra presented a proposed engagement letter for the District to engage Spencer Fane LLP as general counsel to the District. Upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the engagements of Spencer Fane LLP as general counsel and CliftonLarsonAllen LLP as accountants.

ADMINISTRATIVE MATTERS RESOLUTION (INCLUDING REGULAR MEETINGS, DESIGNATED POSTING LOCATION, AND OFFICIAL CONTACT PERSON):

Mr. Dykstra presented a Resolution Concerning Annual Administrative Matters to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Resolution was adopted as presented.

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PAYMENT OF ORGANIZATIONAL COSTS:

The Boards agreed that the District intends to pay the organizational costs once the funds are available.

SPECIAL DISTRICT DISCLOSURE RE: COMMON QUESTIONS:

Mr. Dykstra presented the Disclosure to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Disclosure was adopted as presented.

SPECIAL DISTRICT MAP DISCLOSURE:

Mr. Dykstra presented the Map Disclosure to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Map Disclosure was adopted as presented.

WORKERS COMPENSATION FOR BOARD MEMBERS:

Mr. Dykstra discussed the need and options for worker's compensation insurance coverage for members of the Boards of Directors. Upon motion duly made, seconded and unanimously carried, the Boards approved the Resolution waiving worker's compensation coverage.

GOVERNMENTAL IMMUNITY AND INDEMNIFICATION RESOLUTION:

Mr. Dykstra presented a proposed Resolution providing for the Defense and Indemnification of District Personnel and generally discussed the Colorado Governmental Immunity Act and the need and options for indemnification of employees and members of the Boards of Directors by the District. Upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the Resolution providing for the Defense and Indemnification of District Personnel as presented.

INSURANCE:

Mr. Dykstra discussed the need and options for general liability and other coverage for the District, and directors' and officers' errors and omissions insurance for members of the Boards of Directors.

MEMBERSHIP IN SPECIAL DISTRICT ASSOCIATION:

Mr. Dykstra noted that the District might consider membership in the Special District Association and must join if insurance is obtained through the Association's Pool.

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SELECTION OF BANK, DESIGNATION OF OFFICIAL CUSTODIAN, PDPA APPLICATION:

Mr. Dykstra discussed the need for the Boards to select a banking institution for the District. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Boards appointed Spencer Fane LLP as official custodian and directed legal counsel to file the PDPA application. The Boards authorized CliftonLarsonAllen LLP to open bank accounts on behalf of the District.

FEDERAL EMPLOYERS IDENTIFICATION NUMBER AND SALES TAX IDENTIFICATION NUMBER:

Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards authorized the execution of the application for Federal Employers Identification Number and sales tax identification number for the District and directed Spencer Fane LLP to file the applications with the Internal Revenue Service and Colorado Department of Revenue.

NOTICE TO ASSESSOR OF INTENT TO LEVY TAXES:

Mr. Dykstra presented the Notice of Intent to Levy Taxes to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Board adopted the Notice as presented.

RESOLUTION CONCERNING COLORADO OPEN RECORDS ACT FEE SCHEDULE:

Mr. Dykstra presented a proposed Resolution concerning the Colorado Open Records Act and a related fee schedule, and explained the Colorado Open Records Act and need to adopt a Fee Schedule. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the resolution adopting the Colorado Open Records Act Fee Schedule as presented.

RESOLUTION CONCERNING ONLINE POSTING OF MEETING NOTICES:

Mr. Dykstra presented a proposed Resolution concerning Online Posting of Meeting Notices to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the resolution adopting the Online Posting of Meeting Notices as presented.

2021 BUDGETS:

Mr. Dykstra opened the 2021 public hearing on the budgets. There being no public present to comment, the public hearing was closed. Upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the 2021 Budgets and the execution of the 2021 Budget Resolutions Approving the Appropriation of Funds for the 2021 Fiscal Year.

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RESOLUTION CONCERNING DATA PRIVACY POLICY:

Mr. Dykstra presented a proposed Resolution concerning the Data Privacy Policy to the Boards. Following discussion and upon motion duly made, seconded, and upon vote unanimously carried, the Boards approved the resolution as presented.

FACILITIES FUNDING AND ACQUISITION AGREEMENT:

Mr. Dykstra discussed the proposed Facilities Funding and Acquisition Agreement to the Boards. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the agreement as presented.

REIMBURSEMENT AGREEMENT:

Mr. Dykstra discussed the proposed Reimbursement Agreement to the Boards. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the agreement as presented.

INTERGOVERNMENTAL AGREEMENT:

Mr. Dykstra discussed the Intergovernmental Agreement to the Boards. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Boards approved the agreement as presented.

DEVELOPMENT IN THE DISTRICT:

The Boards discussed proposed development in the District


OTHER BUSINESS:

None.

ADJOURNMENT:

There being no further business to come before the Boards and upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 10:42 a.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and was approved by the Boards of Directors of the GSF Metropolitan District Nos. 1 and 2.


Secretary to the Boards