

## RECORD OF PROCEEDINGS

### MINUTES OF A SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF THE AVENUES METROPOLITAN DISTRICT NOS. 1-5 (“Districts”)

Held: Monday, July 8, 2019 at 10:00 a.m. at:

200 Fillmore Street  
Denver, Colorado 80206

#### ATTENDANCE

A Special Meeting of the Boards of Directors of The Avenues Metropolitan District Nos. 1-5, County of Arapahoe, Colorado (“**Boards**”), 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:

Jacob Hawkins

Also present were:

Zachary P. White Esq., White Bear Ankele Tanaka & Waldron,  
Attorneys at Law

Call To Order/Declaration of Quorum: Director Hawkins noted that a quorum of the Boards was present, and called the special meeting of the Boards of Directors of The Avenues Metropolitan District Nos. 1-5 to order.

#### ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Attorney Zachary P. White discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards 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 Mr. White that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Election of Officers: The Boards engaged in a general discussion regarding the election of officers. Following discussion, upon a motion duly made

and seconded, the Boards elected Director Jacob Hawkins as president, secretary, and treasurer.

Agenda: The Agenda for the Districts' special meeting was distributed for the Boards' review. Following discussion and upon motion duly made, seconded, and unanimously carried, the Boards approved the Agenda.

Public Comment: None.

Minutes: The Boards reviewed the minutes from the December 4, 2018, special meeting. Following discussion, upon motion duly made, seconded and unanimously carried, the Boards approved the meeting minutes.

LEGAL  
MATTERS

Joint Amended and Restated 2019 Annual Administrative Matters Resolution: The Boards engaged in a general discussion regarding the Joint Amended and Restated 2019 Annual Administrative Matters Resolution. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Joint Resolution Changing the Location of Meetings: The Boards engaged in a general discussion regarding the Resolution Changing the Location of Meetings. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

DIRECTOR  
MATTERS

Appointment of Directors: The Boards engaged in a general discussion regarding the appointment of Directors. Following discussion, upon a motion duly made and seconded, the Boards appointed Lynette Vernon, Brian Woodbury, and Paul Vernon to the Boards, subject to confirming the qualifications to serve on the Boards.

OTHER BUSINESS

Next Meeting: August 7, 2019.

CONTINUATION

Following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to continue the meeting until July 15, 2019 at 10:15 a.m. at 200 Fillmore Street, Denver, Colorado 80206.

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

The foregoing minutes were approved on the 7<sup>th</sup> day of August, 2019.

  
Secretary