

**MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
CCP METROPOLITAN DISTRICT NO. 1
HELD
MARCH 5, 2018**

A special meeting of the Board of Directors of the CCP Metropolitan District No. 1 ("Board") was held on Monday, March 5, 2018 at 3:00 p.m. at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Denver, Colorado. This meeting was open to the public.

Attendance

In attendance were the following Board Members:

Sarah Laverty
Cameron Bertron
Frederick Schultz
Robert Andrews
Andrew Derickson

Also in attendance were:

Anna Jones, Dawn Jones and Denise Denslow (via phone); CliftonLarsonAllen LLP
Megan Becher (via phone) and Erin Exley; McGeady Becher P.C.
Laci Knowles (via phone for a portion of the meeting); DA Davidson & CO.
Michael McGinnis; Greenberg Traurig (for a portion of the meeting)

Call to Order/
Quorum

The meeting was called to order at 3:02 p.m. by Director Laverty. A quorum was declared. The absence of Director Derickson was excused.

Conflict
Disclosures

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors and to the Secretary of State. The members of the Board 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 Attorney Becher that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors.

Approval of Agenda,
Location and Postings

Following discussion, upon a motion duly made by Director Bertron, seconded by Director Lavery and, upon vote, unanimously carried, the Board approved the agenda as presented.

The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion and upon motion duly made by Director Lavery, seconded by Director Bertron and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries, to conduct this meeting, it was determined to conduct the meeting at the above stated date, time and location. Ms. Lavery reported that notices of the time, date and location of the meeting were duly posted and that no objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries have been received.

Public Comments None.

Consent Agenda The Board considered the following item on the Consent Agenda:

A. January 19, 2018 Meeting Minutes

Following discussion, upon motion duly made by Director Lavery, seconded by Director Schultz and, upon vote unanimously carried, the Board approved the Consent Agenda item listed above.

Financial Items

A. Approval of 2017 Audit Exemption Application

Ms. Dawn Jones reviewed the 2017 Audit Exemption with the Board. Following review, upon motion duly made by Director Bertron, seconded by Director Andrews and, upon vote, unanimously carried, the Board approved the 2017 Audit Exemption. The District Manager was further authorized to transmit the Audit Exemption Application to the State Auditor no later than March 31, 2018.

Attorney Items

A. Discuss 2018 Loan Issuance of CCP Metropolitan District No. 3

Mr. McGinnis discussed the loan issuance of CCP Metropolitan District No. 3 with the Board.

- i. Approval of Facilities Funding Construction and Operations Agreement between CCP Metropolitan District No. 1 and CCP Metropolitan District No. 3

Following review, upon motion duly made by Director Lavery, seconded by Director Bertron and, upon vote, unanimously carried, the Board approved the Facilities Funding Construction and Operations Agreement between CCP Metropolitan District No. 1 and CCP Metropolitan District No. 3, subject to final revisions.

- ii. Approval of Termination of Memorandum of Understanding between CCP Metropolitan District No. 1 and CCP Metropolitan District No. 3

Following review, upon motion duly made by Director Lavery, seconded by Director Bertron and, upon vote, unanimously carried, the Board approved the Termination of Memorandum of Understanding between CCP Metropolitan District No. 1 and CCP Metropolitan District No. 3, subject to final review.

- iii. Adoption of Resolution authorizing indebtedness in the form of a Capital Pledge Agreement between CCP Metropolitan District No. 1 and CCP Metropolitan District No. 3

Following review, upon motion duly made by Director Lavery, seconded by Director Bertron and, upon vote, unanimously carried, the Board approved the Resolution authorizing indebtedness in the form of a Capital Pledge Agreement between CCP Metropolitan District No. 1 and CCP Metropolitan District No. 3 and authorized any and all other documents and actions in connection therewith.

Manager Items

- A. Insurance requirements (public officials' liability, general liability, workers' compensation, comprehensive crime) and Adoption of Resolution No. 2018-03-01 to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and join the Special District Association

Following discussion, upon motion duly made by Director Lavery, seconded by Director Bertron and, upon vote, unanimously carried, the Board adopted Resolution No. 2018-03-01 to obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and approved joining the Special District Association.

B. Approval of the Agency Services Agreement with T. Charles Wilson Insurance Services

Following discussion, upon motion duly made by Director Laverty, seconded by Director Bertron and, upon vote, unanimously carried, the Board approved the Agency Services Agreement with T. Charles Wilson Insurance Services.

Other Matters None.

Adjournment There being no further business to come before the Board, upon a motion duly made by Director Laverty, seconded by Director Schultz and, upon vote, unanimously carried the Board adjourned the meeting.

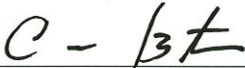
Respectfully submitted,



Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL MARCH 5, 2018 MINUTES OF THE CCP METROPOLITAN DISTRICT NO. 1 BY THE MEMBERS OF THE BOARD OF DIRECTORS SIGNING BELOW:

Sarah Laverty



Cameron Bertron



Frederick Schultz

Robert Andrews

Andrew Derickson