

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

PARKER AUTOMOTIVE METROPOLITAN DISTRICT

Held: September 17, 2019, at 8:00 A.M. at 4100 East Mississippi Avenue, Suite 500, Denver, CO 80246

ATTENDANCE

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

Kevin Smith
Andy Klein

Also present were: Jennifer Gruber Tanaka, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Georgia Harland, Simmons & Wheeler, District Accountant; and Patrick Schmitz, eligible elector.

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 for 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 proposed agenda for the meeting. Upon motion of Mr. Smith, seconded by Mr. Klein, the Board unanimously approved the agenda as presented.

PUBLIC COMMENT

None.

**CONSENT
MATTERS**

AGENDA

The Board was presented with the consent agenda items. Upon motion of Mr. Smith, seconded by Mr. Klein, the Board unanimously took the following actions:

- a. Approved the Minutes from November 8, 2018 Regular Meeting
- b. Ratified the Payment of Claims as of July 19, 2019, 2019 (\$18,438)
- c. Accepted the Unaudited Financial Statements as of June 30, 2019
- d. Approved the Additional Claims as of September 17, 2019

FINANCIAL MATTERS

2018 Audit and Client
Representation Letter

Ms. Harland presented the Board with the 2018 audit and noted that the auditor is prepared to issue a clean, unmodified opinion. Mr. Smith, seconded by Mr. Klein, the Board unanimously accepted the 2018 audit and authorized the execution of the client representation letter.

LEGAL MATTERS

None.

DIRECTOR MATTERS

Appointment of Director To Board

Ms. Tanaka noted that there are currently three vacancies on the Board and noted that Mr. Schmitz is an eligible elector of the District and is interested in being appointed to the Board. Upon motion of Mr. Smith, seconded by Mr. Klein, the Board unanimously appointed Mr. Schmitz to the Board and administered the oath of office.

OTHER BUSINESS

Next Meeting

The Board determined to hold the next meeting on October 31, 2019, at 8:00 A.M.

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.



Secretary for the District