1315-1317

RECORD OF PROCEEDINGS

MINUTES OF THE ORGANIZATIONAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
RRC METROPOLITAN
DISTRICT NOS. 1-3 (THE "DISTRICTS")
HELD
DECEMBER 6, 2016

The Organizational Meeting of the Boards of Directors of the RRC Metropolitan District Nos. 1-3 (referred to hereafter as the "Boards") was convened on Tuesday, December 6, 2016, at 9:00 A.M., at the offices of Ventana Capital, 9801 E. Easter Ave., Centennial, Colorado. The meeting was open to the public.

Directors In Attendance Were:
Andrew Trietley
Thomas Clark

Also In Attendance Was:

Paula Williams, Esq., and Emilee Hansen; McGeady Becher P.C.

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Attorney Williams discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors 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 Williams that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Agenda: Ms. Williams distributed for the Board's review and approval a proposed Agenda for the District's organizational meeting. Following discussion, upon motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Agenda was approved as amended.

Approval of Meeting Location and Posting of Notices: 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 Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries or within the county in which the District is located, or within twenty (20) miles from the District boundaries, to conduct this meeting, it was determined to conduct the meeting at the above-stated date, time and location. Attorney Williams further reported that notices 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.

The absence of Director Horan was excused.

Oaths of Office and Organizational Documents: It was confirmed by Ms. Hansen that the oaths of office and organizational documents have been filed with the proper offices.

Appointment of Officers: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the following slate of officers were appointed for the District:

President:	Andrew Trietley
Treasurer:	Bryan Horan
Secretary:	Thomas Clark

Engagement of McGeady Becher P.C. as District General Counsel: The Board considered the engagement of McGeady Becher P.C. as District General Counsel. Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board approved the engagement of McGeady Becher P.C. as District General Counsel.

Engagement of District Bond Counsel: Discussion deferred.

Engagement of District Underwriter: Discussion deferred.

Engagement of District Manager: Discussion deferred.

Engagement of District Accountant: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board authorized officers to solicit proposals and engage District Accountant.

Engagement of District Consulting Engineer: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board authorized officers to solicit proposals and engage District Consulting Engineer.

Resolution No. 2016-12-01 Obtain Insurance Coverage Through the Colorado Special Districts Property and Liability Pool and to Join the Special District Association: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-12-01 to obtain insurance through the Colorado Special Districts Property and Liability Pool and to Join the Special District Association.

Agency Services Agreement with T. Charles Wilson Insurance Service: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board approved the Agency Services Agreement by and between the District and T. Charles Wilson Insurance Service.

Directors' Fees: The Board discussed the payment of directors' fees. Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board approved the payment of Director's fees as follows: $100.00 per meeting.

Resolution No. 2016-12-02; Establishing Regular Meeting Dates, Time and Location, and Designating Locations for Posting of 72-Hour and 24-Hour Notices: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-12-02 Establishing Regular Meeting Dates, Times and Location, and Designating Locations for Posting of 72-Hour and 24-Hour Notices. The Board determined to hold regular meetings for 2017 on the second Tuesday of March, June and November, 2017 at 9:00 a.m., at the offices of Ventana Capital, 9801 E. Easter Ave., Centennial, Colorado, 80112.__________

FINANCIAL MATTERS

Federal Employer Identification Number ("FEIN"), Sales Tax Exemption and PDPA Number: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board approved the execution of the following documents:

1. Application for FEIN;
2. Application for Sales Tax Exemption for Colorado; and
3. Application for Assignment of PDPA Number for Public Funds Deposited in Banks.

Establishment of District Bank Account: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board authorized officers to establish a bank account with Vectra Bank, with all checks requiring two signatures.

Appointment of District Consultant to Prepare 2016 Budget: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board ratified approval of the appointment of McGeady Becher P.C. to prepare the District's 2016 Budget.

Public Hearing on 2016 Budget: The President opened the public hearing to consider the District's proposed 2016 Budget. It was noted that Notice stating that the Board would consider adoption of the 2016 budget and the date, time and place of the public hearing was posted pursuant to statute.

No public comments were received and the public hearing was closed.

Following review and discussion, upon a motion made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-12-03; Resolution to Adopt Budget and Appropriate Sums of Money. The District directed McGeady Becher P.C. to file all required documentation with the appropriate state agencies.

Appointment of District Consultant to Prepare 2017 Budget: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board ratified approval of the appointment of McGeady Becher P.C. to prepare the District's 2017 Budget.

Public Hearing on 2017 Budget: The President opened the public hearing to consider the District's proposed 2017 Budget. It was noted that Notice stating that the Board would consider adoption of the 2017 budget and the date, time and place of the public hearing was posted pursuant to statute.

No public comments were received and the public hearing was closed.

Following review and discussion, upon a motion made by Director Trietley, seconded by Director Clark and, upon vote unanimously carried, the Board adopted Resolution No. 2016-12-04; Resolution to Adopt Budget and Appropriate Sums of Money and Resolution No. 2016-12-05; Resolution to Set Mill Levies. The Board directed staff to certify the following mill levies for operation and maintenance: District No. 1, 42.000 mills; District No. 2, 42.000 mills; District No. 3, 23.000 mills. The District directed McGeady Becher P.C. to file all required documentation with the appropriate state agencies.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the District Accountant to prepare and sign the DLG-70 Mill Levy Certification Form for certification to the Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made by Director Trietley, seconded by Director Clark and, vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification Form for certification to the Board of County Commissioners and other interested parties.

Investment Policy: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board approved the establishment of a policy authorizing investments of District funds in accordance with state statutes.

LEGAL MATTERS

Resolution No. 2016-12-06; Resolution Providing Policy Regarding Recording of Public and Executive Session Meetings: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-12-06; Resolution Providing Policy Regarding Recording of Public and Executive Session Meetings.

Resolution No. 2016-12-07; Resolution Providing for the Defense and Indemnification of Directors and Employees of the District: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-12-07; Resolution Providing for the Defense and Indemnification of Directors and Employees of the District.

Resolution No. 2016-12-08; Resolution Regarding Colorado Open Records Act Requests: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-12-08; Resolution Regarding Colorado Open Records Act Requests.

Resolution No. 2016-12-09; Resolution Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-12-09; Resolution Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule.

Resolution No. 2016-12-10; Resolution Declaring the District's Intent to Reimburse Expenditures with the Proceeds of Future Tax-Exempt Bonds: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-12-10; Resolution Declaring the District's Intent to Reimburse

Expenditures with the Proceeds of Future Tax-Exempt Bonds.

Operation Funding Agreement between the Districts and Tharaldson Ethanol Plant I, LLC: Attorney Williams reviewed the proposed Operation Funding Agreement. Following discussion, upon motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board approved the Operation Funding Agreement, subject to revision and finalization by District Counsel.

Facilities Funding and Acquisition Agreement between the Districts and Tharaldson Ethanol Plant I, LLC: Attorney Williams reviewed the proposed Facilities Funding and Acquisition Agreement. Following discussion, upon motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board approved the Facilities Funding and Acquisition Agreement, subject to revision and finalization by District Counsel.

§32-1-809, C.R.S. Reporting Requirements and Direct Mode of Eligible Elector Notification: Attorney Williams reported that this refers to the "Transparency Notice" requirement for all Districts. Upon a motion by Director Trietley, seconded by Director Clark and, upon vote unanimously carried, the Board authorized the posting of the Transparency Notice on the Special District Association website, in compliance with §32-1-809, C.R.S. Reporting Requirements.

Resolution No. 2016-12-11; Facilities Fee Resolution: Following discussion, upon a motion duly made by Director Trietley, seconded by Director Clark and, upon vote, unanimously carried, the Board adopted Resolution No. 2016-12-11; Facilities Fee Resolution imposing a Facilities Fee in the amount of Three Thousand Dollars ($3,000) on each single-family Residential Unit and One Thousand Five Hundred Dollars ($1,500) on each multi-family Residential Unit for District Nos. 1 and 2 only.

OTHER BUSINESS

Website Consent: Following discussion, upon a motion by Director Trietley, seconded by Director Clark and, upon vote unanimously carried, the Board authorized use of the District's name on the McGeady Becher P.C. website.

ADJOURNMENT

There being no further business to come before the Board, upon motion duly made by Director Trietley, seconded by Director Clark and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By ______________________________
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL DECEMBER 6, 2016 ORGANIZATIONAL MINUTES OF THE RRC METROPOLITAN DISTRICT NOS. 1-3 BY THE BOARDS OF DIRECTORS SIGNING BELOW:

____
Andrew Trietley

____
Thomas Clark

____
Bryan Horan