

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

PARKER AUTOMOTIVE METROPOLITAN DISTRICT

Held: July 20, 2020, at 2:00 P.M. at 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado 80246

ATTENDANCE

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

Kevin Smith
Patrick Schmitz

Also present were: Jennifer Gruber Tanaka, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and John Simmons, Simmons & Wheeler, District Accountant.

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. Schmitz, the Board unanimously approved the agenda as presented.

Excusal of Absence The Board noted the absence of Mr. Klein. Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Board unanimously excused his absence.

DIRECTORS' MATTERS

Election of Officers Ms. Tanaka noted that, with the recent directors' election, the election of officers is necessary. Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Board unanimously elected the following officers:

President/Treasurer: Kevin Smith
Secretary: Andrew R. Klein
Assistant Secretary: Patrick Schmitz

PUBLIC COMMENT None.

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

- MATTERS**
- a. Approved the Minutes from October 31, 2019, Special Meeting
 - b. Ratified the Payment of Claims as of July 20, 2020 (\$31,039.41)
 - c. Accepted the Unaudited Financial Statements as of June 30, 2020
 - d. Ratified the Resolution No. 2020-04-01: Resolution Establishing an Electronic Signature Policy
 - e. Adopted Resolution No. 2020-07-01: Resolution Declaring Emergency Procedures Authorizing and Authorizing Teleconferencing for Regular and Special Meetings

FINANCIAL MATTERS

Acceptance of 2019 Audit and Consider Approval of Execution of Client Representation Letter Mr. Simmons presented the Board with the 2019 draft audit. Mr. Simmons noted that the auditor is prepared to issue an unmodified opinion, which is the best opinion that can be obtained.

Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Board unanimously accepted the 2019 audit, subject to comments from legal counsel being incorporated, and approved the execution of

the client representation letter.

LEGAL MATTERS

None.

OTHER BUSINESS

Next Meeting

The Board determined to hold the next meeting on October 29, 2020, 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.

Patrick Schmitz

Patrick Schmitz (Oct 29, 2020 15:15 MDT)

Secretary for the District