

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

PARKER AUTOMOTIVE METROPOLITAN DISTRICT

Held: September 26, 2023, at 11:00 A.M. *via* teleconference

**ATTENDANCE**

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

Paige Langley

Also present were: Jennifer Gruber Tanaka, Esq., and Audrey G. Johnson, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Georgia Harland, Simmons & Wheeler, District Accountant; and Blake Amen, 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 Director Langley, the Board

unanimously approved the agenda as presented.

**PUBLIC COMMENT**

None.

**DIRECTOR MATTERS**

Appointment of Director

Ms. Tanaka noted that there are currently vacancies on the Board and that Blake Amen is qualified and interested in serving. Upon motion of Ms. Langley, the Board unanimously appointed Mr. Amen to the Board. Ms. Tanaka will provide Mr. Amen with his oath of office and file the required certificate of appointment and oath of office with the District Court and Division of Local Government.

Election of Officers

Ms. Tanaka noted the need to review the officer positions to appoint a President, Secretary and Treasurer. Upon motion of Director Langley, the Board elected the following officers:

President: Paige Langley  
Secretary/Treasurer: Blake Amen

**CONSENT MATTERS**

**AGENDA**

Ms. Tanaka reviewed the items on the consent agenda with the Board. Ms. Tanaka advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion made by Ms. Langley, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. Minutes from October 27, 2022, Regular Meeting
- b. Unaudited Financial Statements as of June 30, 2023.
- c. Resolution No. 2023-09-01: Resolution Amending 2023 Annual Administrative Resolution.

**FINANCIAL MATTERS**

Presentation of 2022 Audit and Acceptance of Same and Approval of Client Representation Letter

Ms. Harland presented the 2022 Audit with the Board. Upon a motion duly made, the Board unanimously accepted the 2022 Audit and Approved the Client Representation Letter.

Other Financial Matters

Ms. Harland reviewed Bill.com with the Board. Following discussion, upon a motion by Ms. Langley, the Board unanimously approved Director Amen to review and approve payables through Bill.com.

Following discussion, upon a motion duly made by Ms. Langley, the Board unanimously approved Director Langley and Director Amen as signors on the account. Ms. Harland will circulate the associated paperwork.

**OTHER BUSINESS**


Next Meeting

Ms. Tanaka noted the next meeting will need to be scheduled at a later date due to the Bonds. The meeting will be scheduled 30 days before closing.

**ADJOURNMENT**

There being no further business to come before the Board, upon unanimous vote, the meeting was adjourned.

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

  
Paige Langley (Nov 8, 2023 16:29 MST)  
Secretary for the District