# RECORD OF PROCEEDING

## MINUTES OF THE COMBINED SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF WARD TOD METROPOLITAN DISTRICT NOS. 1-3

**HELD:** Wednesday, May 29, 2019 at 4:00 p.m. at 1700 Lincoln Street, Ste. 2000, Denver, Colorado 80203

**ATTENDANCE:**

The combined special meeting of the Boards of Directors of the Ward TOD Metropolitan District Nos. 1-3 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Karen A. Mott, President
Brian C. Mott, Treasurer/Secretary

No members of the Boards were absent. There are three vacancies on each Board.

Also present were Russell W. Dykstra of Spencer Fane LLP, Matthew Foran, Christopher Ferguson and Timothy Wesbrook, Candidates for Director to the Boards.

**CALL TO ORDER:**

It was noted that a quorum was present for the purpose of conducting a combined special meeting of the Boards of Directors of the Ward TOD Metropolitan District Nos. 1-3 and called the meeting of the Boards of Directors of the Districts to order at 4:25 p.m.

**DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:**

Mr. Dykstra noted that general and transactional disclosure statements had been filed on behalf of the members of the Boards of Directors with the office of the Colorado Secretary of State and with the Secretary of the Districts. Upon motion duly made, seconded and unanimously carried, the Boards directed that said disclosures be incorporated herein.

**PUBLIC COMMENT:**

None.

**SALE OF PROPERTY AND REPLACEMENT OF BOARD MEMBERS:**

Mr. Dykstra discussed with the Boards timing issues and replacement of Board Members.

**APPOINTMENT OF NEW DIRECTORS, ADMINISTER OATHS OF OFFICE AND EXECUTE CERTIFICATES OF APPOINTMENT:**

The Boards discussed the appointment of Mr. Christopher John Ferguson, Mr. Matthew L.R. Foran and Mr. Timothy Lee Westbrook to fill the three vacancies on each of the Boards (the "Candidates"). The Candidates names were placed in nomination for appointment to fill the vacancies. Upon motion duly made, seconded and unanimously carried, the Boards approved the appointment of Mr. Ferguson, Mr. Foran and Mr. Westbrook to serve until the next regular election in 2020. Director Karen A. Mott, as Chairman of the Boards, administered the Oaths of Office to the new Directors and executed their Certificates of Appointment.

**RESIGNATION OF DIRECTORS:**

Mr. Dykstra held a discussion with the Boards regarding the future resignations of Director Brian C. Mott and Director Karen A. Mott upon the impending closing of the property

**APPROVAL OF MINUTES:**

The Boards reviewed the Minutes of the combined special meeting of the Boards held on April 8, 2019. Following discussion and upon motion duly made, seconded, and unanimously carried, the Boards approved the Minutes as presented and authorized the Secretary to execute the Minutes as constituting a true and correct record of the proceedings of the meeting.

**ATTORNEY ITEMS:**

No formal action taken by the Boards.

**OTHER BUSINESS:**

Following discussion, and upon motion duly made, seconded and unanimously carried, the Boards approved the engagement of White Bear Ankele Tanaka & Waldron as general counsel to the Districts subject to closing of the property.

**ADJOURNMENT:**

Following discussion and upon motion duly made, seconded and unanimously approved, the Board adjourned the combined special meeting of the Boards of Directors of the Ward TOD Metropolitan District Nos. 1-3 at approximately 4:38 p.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and was approved by the Boards of Directors of Ward TOD Metropolitan District Nos. 1-3.

_____
Secretary of the Boards