

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF TOWER CENTER METROPOLITAN DISTRICT

HELD
June 10, 2019

The Board of Directors of the Tower Center Metropolitan District held a special meeting, open to the public, at 1:00 p.m. on June 10, 2019. Notice of the meeting has been duly posted with the Town of Gypsum and the Eagle County Clerk and Recorder and posted in three public places within the boundaries of the District.

Attendance

Directors in Attendance:

Kenneth Marchetti, President
Kathy Lewensten, Secretary
Debbie Braucht, Treasurer

Also in Attendance:

Alan D. Pogue and Anna C. Wool, Icenogle Seaver Pogue, P.C.
(via speakerphone)

Call Meeting to Order/ Quorum

The meeting was called to order at 1:03 p.m. by Director Marchetti, who noted that a quorum was present and confirmed his qualifications to serve.

Conflicts of Interest

Mr. Pogue noted that notices of potential conflict of interest for all Board Members were filed with the Colorado Secretary of State's Office. Mr. Pogue advised the Board that pursuant to Colorado law, certain disclosures by the Board might be required prior to taking official action at a meeting. The Board reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosure previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Agenda/ Location of Meeting/ Posting of Meeting Notices

Director Marchetti reviewed the agenda. Director Braucht motioned and Director Lewensten seconded to unanimously approve the agenda as presented.

Director Braucht affirmed that notice of the meeting had been posted at three locations within the boundaries of the District and with the Eagle County Clerk and Recorder.

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Oaths of Office and Election of Officers

Mr. Pogue confirmed that Oaths of Office for Directors Marchetti, Braucht, and Lewensten had been received and would be filed in accordance with Colorado law.

The Board then discussed the duties of the Board and electing Officers of the District. Upon motion duly made by Director Braucht, seconded by Director Lewensten, and upon vote, unanimously carried, the Officers of the District were elected and approved as follows:

President & Chairman – Kenneth Marchetti

Treasurer – Debbie Braucht

Secretary – Kathy Lewensten

Public Comment

There was no public comment at this time.

Engagement of Pinnacle Consulting Group, Inc.

The Board considered engagement of Pinnacle Consulting Group, Inc. to perform accounting tasks to return the District to compliance. A motion was made by Director Marchetti, seconded by Director Braucht and, upon vote unanimously carried, to approve the engagement of Pinnacle Consulting Group, Inc., subject to verification of funding to compensate Pinnacle Consulting Group, Inc.

Engagement of Icenogle Seaver Pogue, P.C.

The Board considered engagement of Icenogle Seaver Pogue, P.C. as District Counsel. A motion was made by Director Braucht, seconded by Director Lewensten and, upon vote unanimously carried to approve the engagement of Icenogle Seaver Pogue, P.C. as District Counsel.

Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Locations for Posting of 72-Hour Notices

Mr. Pogue presented to the Board a Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Locations for Posting of 72-Hour Notices. Following discussion, upon motion duly made by Director Lewensten, seconded by Director Braucht and, upon vote, unanimously carried, the Board adopted the Resolution Establishing Regular Meeting Dates, Times and Location, and Designating Locations for Posting of 72-Hour Notices.

Indemnification Resolution

Mr. Pogue presented to the Board a Resolution providing for the Defense and Indemnification of Directors, Officers, and Employees of the District. Upon discussion, a motion was duly made by Director Lewensten, seconded by Director Braucht and, upon vote, unanimously carried to adopt the Resolution providing for the

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Defense and Indemnification of Directors, Officers, and Employees of the District.

Insurance Coverage

Mr. Pogue discussed the insurance requirements with the Board. Following discussion, upon a motion duly made by Director Lewensten, seconded by Director Braucht and, upon vote, unanimously carried, the Board resolved to obtain coverage through the Colorado Districts Property and Liability Pool and to join the Special District Association.

Other Matters

No other matters were brought before the Board.

Adjournment

There being no further business to come before the Board, the meeting was adjourned at 1:22 p.m.



Alan D. Pogue, Secretary for the Meeting