

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE GATEWAY REGIONAL METROPOLITAN DISTRICT HELD MARCH 7, 2018

A Regular Meeting of the Board of Directors (the "Board") of the Gateway Regional Metropolitan District (the "District"), City and County of Denver, Colorado, was duly posted and held on Wednesday, the 7th day of March, 2018 at 12:30 P.M., at the offices of L.C. Fulenwider, Inc., 1125 17th Street, Suite 2500, Denver, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Mark Throckmorton
Gregory Berger
Charles Foster

Following discussion, upon motion duly made by Director Berger, seconded by Director Foster and, upon vote, unanimously carried, the absence of Director Lujan was excused.

Also in Attendance:

Lisa A. Johnson; Special District Management Services, Inc.

Rick Kron, Esq.; Spencer Fane LLP

Eric Barnes, CPA; Fiscal Focus Partners LLC

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Attorney Kron noted that a quorum was present and requested that members of the Board 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 the statute. No new disclosures were made. Attorney Kron noted that all Directors' Disclosure Statements have been filed.

ADMINISTRATIVE MATTERS

Agenda: Ms. Johnson distributed for the Board's review and approval the proposed Agenda for the District's Regular Meeting.

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Following discussion, upon motion duly made by Director Berger, seconded by Director Foster and, upon vote, unanimously carried, the Agenda was approved, as presented.

Approval of Meeting Location and Confirmation of Posting of Notices: The Board entered into discussion regarding the requirements of Section 32-2-903(1), C.R.S., concerning the location of the District's Board meeting.

Following discussion, upon motion duly made by Director Berger, seconded by Director Foster and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within the District's boundaries, or within 20 miles from the District's boundaries, to hold this meeting, it was determined to conduct the meeting at the above-stated date, time and location. The Board further noted that notice of this time, date and location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within the District's boundaries.

Minutes: The Board reviewed Minutes of the December 6, 2017 Regular Meeting.

Following discussion, upon motion duly made by Director Throckmorton, seconded by Director Foster and, upon vote, unanimously carried, the Minutes of the December 6, 2017 Regular Meeting were approved.

FINANCIAL MATTERS

Claims: The Board considered ratifying approval of the payment of claims for the periods ending as follows:

	Period Ending Dec. 13, 2017	Period Ending Jan. 16, 2018	Period Ending Feb. 15, 2018
General Fund	\$ 15,997.31	\$ 6,018.18	\$ 3,946.22
Debt Service Fund	\$ -0-	\$ -0-	\$ -0-
Total Claims	\$ 15,997.31	\$ 6,018.18	\$ 3,946.22

Following review, upon motion duly made by Director Throckmorton, seconded by Director Berger and, upon vote, unanimously carried, the Board ratified approval of payment of claims as presented.

Financial Statements: Mr. Barnes reviewed with the Board the unaudited financial statements of the District for the period ending December 31, 2017.

Following review, upon motion duly made by Director Foster, seconded by Director Berger and, upon vote, unanimously carried, the Board approved the unaudited financial statements of the District for the period ending December 31, 2017.

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Status of 2017 Audit: Mr. Barnes reported that field work is scheduled to begin March 19, 2018 and the audit will be completed by the deadline.

Microgrid Energy Waiver Request: The Board entered into discussion regarding approval of the request from Microgrid Energy to waive the full system development fees.

Following discussion, upon motion duly made by Director Berger, seconded by Director Foster and, upon vote, unanimously carried, the Board ratified the denial of a waiver to the System Development Fees.

LEGAL MATTERS

Amended and Restated General Obligation Limited Tax Note, Series 2007-1: The Board discussed the Tax Note Series 2007-1. Director Throckmorton and Attorney Kron will continue to work with the City and County of Denver on finalizing the note.

CAPITAL IMPROVEMENTS/ OPERATIONS MATTERS

There was nothing new to discuss.

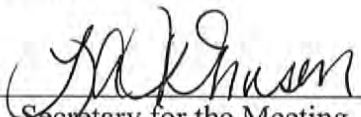
OTHER BUSINESS

May 8, 2018 Regular Election: Ms. Johnson advised the Board that because there were not more candidates than positions available, the May 8, 2018 Regular Election was cancelled by the Designated Election Official, as allowed under Colorado law. Director Charles Foster and Director Gregory Berger were deemed elected to 4-year terms ending in May, 2022. There are currently two vacant terms.

ADJOURNMENT


There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

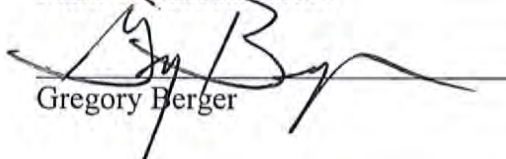
By  Secretary for the Meeting

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THESE MINUTES ARE APPROVED AS THE OFFICIAL MARCH 7, 2018
MINUTES OF THE GATEWAY REGIONAL METROPOLITAN DISTRICT
BY THE BOARD OF DIRECTORS SIGNING BELOW:



Mark T. Throckmorton



Gregory Berger

Charles Foster

Marcia Lujan