

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE GATEWAY REGIONAL METROPOLITAN DISTRICT HELD JUNE 6, 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 6th day of June, 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 (via speakerphone)

Also in Attendance:

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

Rick Kron, Esq.; Spencer Fane LLP

Tom George, 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 Throckmorton 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 Throckmorton 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.

May 8, 2018 Election: Ms. Johnson noted for the Board that the May 8, 2018 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of Directors. Director Foster was deemed elected to a 4-year term ending in May, 2022. Director Berger was deemed elected to a 4-year term ending May, 2022.

Consideration of Board Appointment After Publication of Notice of Vacancy: It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was made on May 4, 2018 in the Daily Journal. No Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication.

As such, following discussion and upon motion duly made by Director Berger seconded by Director Foster to nominate Marcia Lujan to fill the vacant Board term and, upon vote, unanimously carried, the Board appointed Marcia Lujan to fill the vacancy on the Board of Directors.

Appointment of Officers: Following discussion, upon motion duly made by Director Berger seconded by Director Throckmorton and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Mark Throckmorton
Treasurer	Charles Foster
Secretary	Gregory Berger
Assistant Secretary	Marcia A. Lujan

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Minutes: The Board reviewed Minutes of the March 7, 2018 Regular Meeting.

Following discussion, upon motion duly made by Director Throckmorton, seconded by Director Berger and, upon vote, unanimously carried, the Minutes of the March 7, 2018 Regular Meeting were approved.

FINANCIAL MATTERS

Claims: The Board reviewed and ratified approval of the payment of claims for the periods ending as follows:

	Period Ending March 13, 2018	Period Ending April 16, 2018	Period Ending May 25, 2018
General Fund	\$ 5,973.61	\$ 9,313.02	\$ 5,182.98
Debt Service Fund	\$ -0-	\$ -0-	\$ -0-
Capital Projects	-0-	-0-	-0-
Total Claims	\$ 5,973.61	\$ 9,313.02	\$ 5,182.98

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 April 30, 2018.

Following review, upon motion duly made by Director Berger, seconded by Director Throckmorton and, upon vote, unanimously carried, the Board approved the unaudited financial statements of the District for the period ending April 30, 2018.

2017 Audit and Representation Letter: The Board entered into discussion regarding the audited financial statements of the District and execution of the Representation Letter for the year ended, December 31, 2017.

Following review and discussion, upon motion duly made by Director Berger, seconded by Director Throckmorton and, upon vote, unanimously carried, the Board approved the audited financial statements of the District for the year ended December 31, 2017, and authorized execution of the Representations Letter subject to revisions and final review by counsel.

LEGAL MATTERS

Resolution (Series 2018-1 GRMD Note): Attorney Kron reviewed Resolution (Series 2018-1 GRMD Note) with the Board.

Following review and discussion, upon motion duly made by Director Berger, seconded by Director Throckmorton and, upon vote, unanimously carried, the Board adopted Resolution (Series 2018-1 GRMD Note).

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First Quarter Payment to the City and County of Denver: The Board discussed the approval of first quarter payment to the City and County of Denver.

Following discussion, upon motion duly made by Director Berger, seconded by Director Throckmorton and, upon vote, unanimously carried, the Board approved and will remit the first quarter payment to the City and County of Denver after notes are executed.

**CAPITAL
IMPROVEMENTS/
OPERATIONS
MATTERS**

There was nothing new to discuss.

OTHER BUSINESS

There was nothing new to discuss.

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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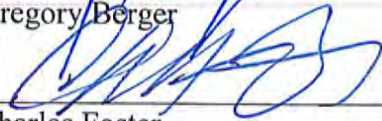
THESE MINUTES ARE APPROVED AS THE OFFICIAL JUNE 6, 2018
MINUTES OF THE GATEWAY REGIONAL METROPOLITAN DISTRICT
BY THE BOARD OF DIRECTORS SIGNING BELOW:



Mark T. Throckmorton



Gregory Berger



Charles Foster

Marcia Lujan