RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE DENARGO MARKET METROPOLITAN DISTRICT NO. 2 HELD JUNE 19, 2018

A Regular Meeting of the Board of Directors (referred to hereafter as the "Board") of the Denargo Market Metropolitan District No. 2 (referred to hereafter as the "District") was held on Tuesday, the 19th day of June, 2018, at 4:30 p.m., at The Marq at RiNo, 2797 Wewatta Way, Denver, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:
Kate E. Abrams
Donald D. Cabrera
Todd T. Wenskoski
Daniel V. Metzger

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Wenskoski and, upon vote, unanimously carried, the absence of Director Mitchell was excused.

Also In Attendance Were:
Ann E. Finn; Special District Management Services, Inc.

Jennifer Rogers, Esq.; McGeady Becher P.C.

Eric Barnes; Fiscal Focus Partners

Steve Dazzio, CPA; Dazzio & Associates, P.C.

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 and to the Secretary of State. Attorney Rogers noted that disclosures of potential conflicts of interest statements for each of the Directors had been filed with the Secretary of State seventy-two hours in advance of the meeting. Ms. Finn requested that the Directors consider whether they had any additional conflicts of interest to disclose. It was noted for the record that there were no additional disclosures made by the Directors present at the meeting and incorporated for the record those

applicable disclosures made by the Board members prior to this meeting in accordance with the statutes.

ADMINISTRATIVE MATTERS

Agenda: Ms. Finn reviewed with the Board a proposed Agenda for the District's Regular Meeting.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Wenskoski and, upon vote, unanimously carried, the Agenda was approved.

Designation of 24-hour Posting Location: Following discussion, upon motion duly made by Director Cabrera, seconded by Director Wenskoski and, upon vote, unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at the park located at 28th Street and Delgany.

May 8, 2018 Regular Election: Ms. Finn 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. Directors Wenskoski, Mitchell and Abrams were each deemed elected to 4-year terms ending in May, 2022.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Wenskoski and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Kate E. Abrams
Treasurer	Donald D. Cabrera
Assistant Secretary	Todd T. Wenskoski
Assistant Secretary	Jason M. Mitchell
Assistant Secretary	Daniel V. Metzger
Secretary	Ann E. Finn

Minutes: The Board reviewed the Minutes of the December 4, 2017 and the December 28, 2017 Special Meetings.

Following discussion, upon motion duly made by Director Metzger, seconded by Director Cabrera and, upon vote, unanimously carried, the Board approved the

Minutes of the December 4, 2017 Special Meeting and December 28, 2017 Special Meeting.

FINANCIAL MATTERS

Unaudited Financial Statements: Mr. Barnes reviewed with the Board the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending March 31, 2018 and the schedule of cash position as of March 31, 2018.

Following review, upon motion duly made by Director Cabrera seconded by Director Metzger and, upon vote, unanimously carried, the unaudited financial statements were accepted for the period ending March 31, 2018 and the schedule of cash position as of March 31, 2018, as presented.

2017 Audit: Mr. Dazzio reviewed the 2017 draft Audited Financial Statements with the Board.

Following review and discussion, upon motion duly made by Director Abrams, seconded by Director Cabrera and, upon vote, unanimously carried, the Board approved the 2017 Audited Financial Statements and authorized execution of the Representations Letter.

Accounting Services: Ms. Finn reported to the Board that Fiscal Focus Partners, LLC has terminated its contract for accounting services. The Board entered into discussion regarding engaging an accountant for the District. Following discussion, the Board directed Ms. Finn to solicit proposals for accounting services and authorized Director Mitchell to interview accountants and make a recommendation to the Board.

LEGAL MATTERS

Inclusion Agreement: The Board entered into discussion regarding the Inclusion Agreement between Denargo Market Metropolitan District Nos. 1, 2 & 3, ARTEX MF Land, LLC and BW-2901 Land, LP.

Following review and discussion, upon motion duly made by Director Abrams, seconded by Director Metzger and, upon vote, unanimously carried, the Board ratified the approval of the Inclusion Agreement between Denargo Market Metropolitan District Nos. 1, 2 & 3, ARTEX MF Land, LLC and BW-2901 Land, LP.

Public Hearing on the Inclusion of Land Owned by: The President opened the public hearing.

It was noted that publication of Notice stating that the Board would consider the inclusion of the property and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received and the public hearing was closed.

Following discussion, upon motion duly made by Director Abrams, seconded by Director Cabrera and, upon vote, unanimously carried, the Board approved the inclusion of the property as described in the Petition and the adoption of Resolution No. 2018-06-01 Resolution for Inclusion of Real Property. A copy of Resolution No. 2018-06-01, Resolution for Inclusion of Real Property is attached hereto and incorporated herein by this reference.

OTHER MATTERS

Annual Meeting for Property Owners: Ms. Finn reported that the 2018 Annual Property Owners Meeting Notice was provided to all property owners on May 16, 2018. It was noted that no property owners were in attendance.

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

THESE MINUTES ARE APPROVED AS THE OFFICIAL JUNE 19, 2018 MINUTES OF THE DENARGO MARKET METROPOLITAN DISTRICT NO. 2 BY THE BOARD OF DIRECTORS SIGNING BELOW:

Kate E. Abrams

Donald D. Cabrera

Todd T. Wenskoski

Jason M. Mitchell

Daniel V. Metzger

RESOLUTION NO. 2018-06-01

RESOLUTION OF THE BOARD OF DIRECTORS OF DENARGO MARKET METROPOLITAN DISTRICT NO. 2 FOR INCLUSION OF REAL PROPERTY

A. Artex MF Land, LLC, a Delaware limited liability company and BW-2901 Land, LP, a Delaware limited partnership, collectively the 100% fee owners of the Property (hereinafter defined) have petitioned the Denargo Market Metropolitan District No. 2 (the "**District**") for the inclusion into the District's boundaries of the real property hereinafter described ("**Property**").

B. Public Notice has been published in accordance with law, calling for a public hearing on the request for approval of said Petition.

C. The statutory requirements of Section 32-1-401(1)(a), C.R.S., for submission of a petition for inclusion to the Board of Directors of the District ("**Board**"), including a legal description of the Property, a statement that assent to the inclusion of the Property was obtained by the 100% fee owners thereof and acknowledgment in the same manner as required for conveyances of land, were presented to and have been satisfied and approved by the Board.

D. The District may consider the enlargement or extension of its facilities in the exercise of discretion as a governmental function in the interest of public health, safety and welfare.

E. The District is capable of serving the Property with facilities of the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DENARGO MARKET METROPOLITAN DISTRICT NO. 2, CITY AND COUNTY OF DENVER, COLORADO:

1. That the Board of Directors of the District shall and hereby does order the inclusion of the Property described herein within the boundaries of the District.

2. The name and address of the Petitioner and the legal description of the Property are as follows:

Petitioner:	Artex MF Land, LLC
Address of Petitioner:	1601 S. MoPac Expressway 160, Suite D-175
	Austin, TX 78746-7009

AND

Petitioner:	BW-2901 Land, LP
Address of Petitioner:	1601 S. MoPac Expressway 160, Suite D-175
	Austin, TX 78746-7009

Description: Approximately 2.490 acres of land generally located east of Denargo Street, south of the South Platte River, west of 29th Street and northwest of Brighton Boulevard in the City and County of Denver

3. That approval of this inclusion is further subject to the following:

(a) On and after the effective date of this inclusion (which shall be the date of recording of the Court Order approving the inclusion by the Clerk and Recorder of City and County of Denver, Colorado, unless otherwise specified in the Court Order), the Property shall be subject to the rules and regulations of the District, and the payment of any and all taxes, fees, rates and charges of the District.

Dated this 19th day of June, 2018.

DENARGO MARKET METROPOLITAN DISTRICT NO. 2

By: _____
President

Attest:

_____
Secretary

EXHIBIT A

Legal Description

A PARCEL OF LAND BEING PORTIONS OF LOT 1, BLOCK 1, DENARGO MARKET SUBDIVISION FILING NO. 2, AS PLATTED UNDER RECEPTION NUMBER 2012049308, AND THAT PARCEL OF LAND DESCRIBED IN THE DOCUMENT RECORDED UNDER RECEPTION NUMBER 2016046234, BOTH IN THE RECORDS OF THE CITY AND COUNTY OF DENVER CLERK AND RECORDER'S OFFICE; SITUATED IN THE SOUTHWEST QUARTER OF SECTION 27, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN: CITY AND COUNTY OF DENVER, STATE OF COLORADO; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID LOT 1, BLOCK 1, BEING A POINT ON THE WEST LINE OF SAID PARCEL DESCRIBED IN THE DOCUMENT RECORDED UNDER RECEPTION NUMBER 2016046234:

THENCE ALONG SAID WEST LINE AND THE NORTH LINE OF SAID PARCEL, THE FOLLOWING TWO (2) COURSES:

1. NORTH 00°01'41" WEST A DISTANCE OF 10.00 FEET;

2. NORTH 89°58'19" EAST, A DISTANCE OF 68.47 FEET;

THENCE SOUTH 00°01'41" EAST, A DISTANCE OF 314.01 FEET TO A POINT ON THE SOUTHERLY LINE OF SAID LOT 1, BLOCK 1, BEING THE BEGINNING OF A NON-TANGENT CURVE CONCAVE NORTHERLY HAVING A RADIUS OF 564.03 FEET, THE RADIUS POINR OF SAID CURVE BEARS NORTH 15°15'03" WEST;

THENCE ALONG THE SOUTHERLY, WESTERLY AND NORTHERLY BOUNDARY OF SAID LOT 1, THE FOLLOWING FIVE (5) COURSES:

1. WESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 39°32'51", AN ARC LENGTH OF 389.31 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 297.00 FEET, THE RADIUS POINT OF SAID CURVE BEARS NORTH 57°00'49" WEST;

2. NORTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 27°55'47", AN ARC LENGTH OF 144.78 FEET;

3. SOUTH 71°33'46" EAST, A DISTANCE OF 1.23 FEET;

4. NORTH 00°01'41" WEST, A DISTANCE OF 138.63 FEET;

5. NORTH 89°58'19" EAST, A DISTANCE OF 264.00 FEET TO THE POINT OF BEGINNING

CERTIFICATION

I hereby certify that the foregoing is a true and correct copy of Resolution No. 2018-06-01, Resolution of the Board of Directors of Denargo Market Metropolitan District No. 2, Resolution for Inclusion of Real Property.

DENARGO MARKET METROPOLITAN DISTRICT NO. 2

Date: June 19, 2018

By: _____
Secretary