

MINUTES OF A REGULAR MEETING OF THE BOARD
OF DIRECTORS

OF

MIDTOWN AT CLEAR CREEK METROPOLITAN
DISTRICT

Held: Tuesday, February 15, 2022, at 6:00 p.m. at The Shed
at Midtown, 1625 W. 67th Ave., Denver, Colorado

Attendance

The meeting referenced above was called and held in
accordance with the applicable statutes of the State of
Colorado. The following Directors were in attendance:

Rachel Williams
Sam Delp
Stephen B. Clark
Travis Tully
Matthew Zielinski

Also present was Eve M.G. Velasco, Esq., White Bear
Ankele Tanaka & Waldron (WBA), District general counsel;
Desiree Wingo, MSI, District Manager; Kimberly Johanns,
Simmons & Wheeler P.C., District Accountant; Barrett
Marrocco, IDES, District Engineer; Matt Haley, Eva Mather,
and Anastasia Urban, Midtown LLC; Kyle Schildt, Tanna
Lyon, and Adam Daniels, WSP; and David Smith and Kathy
Mullins, members of the public.

Administrative Matters

**Call to Order/Declaration of
Quorum**

Director Williams noted that a quorum of the Board was
present and therefore called the meeting to order.

**Director Conflict of Interest
Disclosures**

Ms. Velasco advised the Board that, pursuant to Colorado
law, certain disclosures might be required prior to taking
official action at the meeting. Ms. Velasco reported that
disclosures for those directors that provided WBA with
notice of potential or existing conflicts of interest were filed
with the Secretary of State's Office and the Board at least 72
hours prior to the meeting, in accordance with Colorado law,
and those disclosures were acknowledged by the Board. Ms.
Velasco inquired into whether members of the Board had any
additional disclosures of potential or existing conflicts of

interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

The Board reviewed the agenda and approved the agenda as presented.

Consent Agenda

Ms. Velasco reviewed the items on the consent agenda with the Board. Ms. Velasco advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- August 17, 2021 Meeting Minutes
- Addendum to Agreement with BrightView effective January 1, 2021

Public Comment

Kathy Mullin commented that street signs are broken at 66th and Fern Street and Morrisson, noting that the County has said they will not replace the signs. The Board directed Ms. Wingo to review whether these are alleys operated by the District and if the District should replace these signs. Ms. Mullin also commented on the ice buildup on 67th and requested ice melt on that area.

David Smith agreed with Ms. Mullin and recommended preventing buildup and using a light salt brine on the iciest areas.

Kyle Schildt, Tanna Lyon, and Adam Daniels, each of WSP, requested an opportunity to address the Board and deferred his comment until the related agenda item.

Committee Reports

Landscape Committee

Mr. Smith provided additional comments on planting plans for perennials described in the Landscape Committee's written report. He noted the Committee wants to pursue available warranty replacements from Brightview, as necessary. He requested benches and temporary shade structures and expressed support for a survey of the community for what improvements the community prefers. He also noted that sidewalk lights that may have been damaged by the snow removal team.

Social Committee

Ms. Wingo provided a summary of the report, noting the Newcomers Party in March, Fine Art Market in April, and Easter event.

Garden Committee

Ms. Wingo provided a summary of the Committee's Report and noted the Committee's request to restructure the Committee into a 12-member collaborative team. The Board noted that the Committee requires a Chairperson to report to the Board. The Board rejected the Committee's request to give Committee Members a discount on their plot rental fee. The Board determined to include the composting proposal as an option in the survey and solicit Garden Committee input on this survey question.

Discuss Garden Plot Revocations by Garden Committee and Garden Committee Scope of Authorization

Director Williams presented overview of the disputes received related to revoked Garden Plots. Ms. Velasco provided background regarding the Plot Rental Agreement terms.

Following discussion, upon motion duly made and seconded, the Board instructed the Garden Committee to (1) provide those gardeners whose plots were revoked the option to either have their plot again this growing season or have their deposit returned, and (2) to revise the Plot Rental Agreement to include the Committee's full policies and procedures, to be reviewed by legal counsel and to be approved by the Board prior to use for this growing season.

Financial Matters

Consider Approval of Payables

Ms. Johanns presented the payables to the Board. Following discussion, upon motion duly made and seconded, the Board approved the Payables as presented.

Consider Acceptance of Financials

Ms. Johanns presented the unaudited December 31, 2021 Financial Statements to the Board. Following discussion, upon motion duly made and seconded, the Board accepted the Financial Statements.

Consider Approval of Draft 2021 Audit

Ms. Johanns presented the initial draft 2021 Audit to the Board and answered questions, noting that this was presented to the Board early in the year in hopes of getting early auditor attention.

Discuss Memo Regarding District Bonds

Director Clark presented a summary of the Memo Regarding District Bonds to the Board, noting the different terms for each of the series of bonds outstanding and providing an overview of the timing of the refunding. Director Clark also noted several options for refunding that could reduce the District's debt service in different ways. Director Clark noted the proposal from Stifel that was included as a supplement to the packet. Director Clark recommended that the Board send out a Request for Proposals and seek at least three proposals from underwriters. Director Clark also raised the question for the Board's consideration of whether to issue any new money bonds in conjunction with the refunding. Ms. Velasco noted that the Board may also consider engaging a Municipal Advisor. Upon request from members of the Board, Director Clark noted that he may act as a Municipal Advisor, depending on his availability and role in the District.

Following discussion, upon a motion duly made and seconded, the Board established a Bond Committee, appointed Director Williams and Director Clark as Bond Committee Members, and authorized the Bond Committee to (1) gather proposals for bond consultants, including issuing a Request for Proposals for underwriters, (2) evaluate options, and (3) present options to the Board at meetings where the Bonds are on the Agenda.

Discuss Safety Grant

Ms. Velasco informed the Board of the available Safety Grant Funds. The Board directed Ms. Wingo to submit eligible expenses as soon as possible.

Other Financial Matters

The Board authorized Director Tully as an additional signor on the District's bank accounts.

Infrastructure Matters

Discuss Storm Drainage Ponds

Discuss Outstanding WSP Invoices and Request for Payment

Director Williams provided an overview of the situation, noting that the Board determined to terminate engagement of WSP at the November 2021 meeting due to dissatisfaction with service, and the request from WSP for payment of the outstanding invoices. Ms. Wingo noted the outstanding balance from three invoices for services rendered prior to termination of engagement and provided information on the scope of services in the WSP contract. Director Williams invited comment from WSP. Ms. Lyons and Mr. Schildt

stated that they believe the issue arose from a lack of communication from the District regarding proposals for additional work submitted by WSP and provided additional input on WSP's scope of services. Director Zielinski expressed concern about WSP's perceived conflict of interest with the County.

Following discussion, upon a motion duly made and seconded, the Board approved payment the outstanding invoices and determined to discuss future drainage pond maintenance as a future time.

Update on Infrastructure Acceptance Reports No. 7 and No. 8

Ms. Velasco provided an update on the outstanding documents related to Infrastructure Acquisition Report #7, approved at the November 2021 meeting, noting that the Warranty Bond was received on February 15, 2022.

Consider Approval of Resolution Regarding Initial Acceptance of Public Improvements (IA Report #8)

Mr. Marrocco provided an update on Infrastructure Acquisition Report #8, noting the four outstanding items identified by the Board at the November 2021 meeting. Mr. Haley noted (1) the irrigation controllers are now wired on tree lawn and the Developer plans to complete the remaining wiring in the spring, (2) the retaining wall has been replaced, and (3) the irrigation reconnection and plant replacement will be completed in the spring. Regarding the fourth item, Mr. Haley requested Board input regarding whether to replace a portion of installed sod with the brick pavers called for in the plans. The Board determined to accept the installed sod.

Following discussion, upon a motion duly made and seconded, the Board approved the Resolution Regarding Initial Acceptance of Public Improvements (IA Report #8), with the condition that the Warranty Agreement be revised to require completion of the controller wiring, irrigation connection and plant replacement by July 31, 2022.

Other Infrastructure Matters

Mr. Marrocco noted that certain packages of infrastructure will be eligible for Final Acceptance in May 2022, and informed the Board that he will recirculate list of pending infrastructure packages to the Board.

Discuss Filing 12 Park Plans

Ms. Maher and Ms. Urban presented the updated Filing 12 Park Plans to the Board and noted the budget overrun related to inclusion of the amenities requested by the District's Park Committee. Director Tully noted the possibility of the District funding the differential of costs to include the desired

amenities. Director Clark suggested the possibility of the District funding a portion of the Park costs from grants or a bond issuance, and suggested negotiating concessions from the Developer related to the C Bonds in exchange for District funding. Director Clark also suggested that the District could provide the Developer with valuable support by writing a letter to the County advocating including parking on Zuni Street. Director Zielinski noted that he would want to include a requirement that the Park be built before the residential units in Filing 12 have Certificates of Occupancy.

Following Discussion, upon a motion duly made and seconded, the Board directed Ms. Velasco to work with the Park Committee and Developer to draft a Memorandum of Understanding, in which the District agrees to use best efforts to secure funding to cover the portion of the Park costs related to the District's desired amenities, the Developer agrees to give due consideration to requests for concessions related to the C Bonds, and the District agrees to support the Filing 12 Plan submitted to the County, including the parking along 70th/Zuni, provided the Plan includes the District's desired Park amenities.

Update on Reserve Study Review

Discuss Mailroom Security and Committee Solutions

Ms. Wingo provided a summary of the events that had occurred since the November 2021 meeting related to the Mail Room.

Consider Ratification of Expenditures and Approval of Agreement with Mountain Alarm Fire & Security

Following discussion, upon a motion duly made and seconded, the Board ratified the appointment of Director Delp and Director Tully to the Mailroom Security Committee and the expenditures made by the Committee, and approved the Agreement with Mountain Alarm Fire & Security.

Cost of Fobs

Following discussion, upon a motion duly made and seconded, the Board determined to set the cost of additional access fobs at \$25 per fob.

Update Regarding Crestview Request to Replace Sprinkler Head and Valve Box Covers

Ms. Velasco provided background and noted that the Board's request for the Developer to cover the cost of replacement was relayed to the Developer. Mr. Haley stated that the Developer will cover the replacement costs and handle the replacements.

Storm Drainage

Ms. Wingo provided update on work with CDI to develop a new plan to maintain the drainage ponds. The Board discussed plans for drainage maintenance and authorized Desiree to approve drainage maintenance proposals in an amount not to exceed \$30,000, in her discretion, based on the recommended course of action. The Board also determined to require a SWAT representative to report to the Board's quarterly meetings and bring proposals for additional work needed to the District's attention so that the proposals may be considered at a Regular Meeting in a timely manner.

Legal Matters

Discuss Recommended Revisions to Governing Documents for Flags and Signs

Ms. Velasco presented the recommended revisions to the Governing Documents to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the recommended language and requested the AMC approve the same.

Manager's Report

Financials and Checks

Ms. Wingo reviewed the financials and checks with the Boards for October through December of 2021. No additional action was required.

Ratification Items

Following discussion, upon a motion duly made and seconded, the Board ratified the following items:

- (1) November Invoices
- (2) December Invoices
- (3) December Year End Invoices
- (4) January Invoices

New Business

BrightView Update

Ms. Wingo noted that the District has a new primary contact at BrightView and provided an update on the site inspection.

Ice Removal in Alley

Ms. Wingo provided an overview of ice remediation efforts in the alleyways. The Board requested Ms. Wingo gather proposed solutions and cost estimates from BrightView.

Water Feature Maintenance - BR&D Landscape Recommended Maintenance

Ms. Wingo presented the recommendations for on-time opening of the water feature to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the proposals for installing the heat sensor,

in the amount of \$535.50, and replacing the pump piping, in the amount of \$2,190.

Detention Pond Maintenance Recap Ms. Wingo provided an overview, noting the Adams County Inspection Report, ongoing maintenance plans and proposed costs.

Mailroom Ms. Wingo informed the Board that the key fobs were mailed to all impacted residents. She noted that both fobs and PINs will be activated until February 28th, after which date, the PINs will be deactivated, and residents will need to use fobs to access the Mailroom. Mailroom hours have been extended to 5am-10pm. Ms. Wingo informed the Board that the Postal Service has resumed leaving packages on the floor in the Mailroom.

Mountain Alarm Door Proposal Ms. Wingo noted that the Mailroom doors have low security and presented a proposal to replace the hardware. Following discussion, upon a motion duly made and seconded, the Board approved the proposal in the amount of \$6,835.

Lockers Ms. Wingo presented the proposal to install package lockers to the Board, in the amount of \$101,927.25. The Board tabled the proposal.

Concrete Steps Ms. Wingo noted that concrete steps were removed, then the contractor's equipment was stolen. She is pressing the contractor for completion. Ms. Wingo also noted that the contractor anticipates a change order for related electrical work. The Board directed Ms. Wingo to coordinate with an electrician to incorporate this electrical work with the mailroom door electric work.

Pump House Vandalism Ms. Wingo noted splatter vandalism on the pump house and requested direction on correcting the issue. The Board requested Ms. Wingo gather proposals for more durable and easier to clean material.

Midtown Website Update and Upgrades via MSI Ms. Wingo informed the Board that MSI is upgrading the website, which will now include App access and assist with Design Review Process efficiency.

Homeowner Requests/Feedback

Girl Scout Meetings

Ms. Wingo presented the Board with the request from a Girl Scout troop to use the Shed for bimonthly meetings and waive the rental fee. Following discussion, the Board rejected this request.

Homeowner volunteer to assist with clubhouse reservations on site

Following discussion, the Board approved this request.

Work Orders and Maintenance Update

Ms. Wingo provided an overview of the work orders completed.

Upcoming Work

Ms. Wingo provided an update on upcoming work. The Board directed Desiree to continue to approve maintenance items under \$2,000.

Ice Maker Replacement

The Board directed Ms. Wingo to circulate an estimated budget to replace the ice maker in the Shed and the Board will consider the proposal via email vote.

Adjourn

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

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Stephen Clark
Stephen Clark (Jun 16, 2022 11:34 MDT)

Secretary for the Meeting