

MINUTES OF A SPECIAL MEETING OF THE BOARD  
OF DIRECTORS

OF

MIDTOWN AT CLEAR CREEK METROPOLITAN  
DISTRICT

Held: Tuesday, August 16, 2022, at 6:00 p.m. via Zoom  
teleconference

**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:

Sam Delp  
Stephen B. Clark  
Matthew Zielinski  
Jordan Reck (for a portion)  
Travis Tully

Also present was Eve M.G. Velasco, Esq., White Bear  
Ankele Tanaka & Waldron (WBA), District general counsel;  
Desiree Wingo, MSI LLC, District Manager; and, Kimberly  
Johanns, Simmons & Wheeler P.C., District Accountant;  
Matt Newman, Troy Lippincot, Kathy Mullin, Virginia  
McAllister, Katie Mueller, Brian Jackson, Michelle Simitus,  
Molly Tun, Katie Priest, Phil Mauracher, Benjamin Carter,  
and other members of the public who did not sign in

**Administrative Matters**

**Call to Order/Declaration of  
Quorum**

Director Zielinski 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. Mr.  
Zielinski 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 amended.

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:

- July 19, 2022 Meeting Minutes

Public Comment

Brian Jackson requested an update regarding the alley behind his home on Fern Street, which has a manhole causing issues, as well as drainage issues. The Board determined to address this later in the meeting.

Virginia McAllister requested an update regarding the Filing 12 Park and recommended that the District report environmental concerns to the County. Director Zielinski and Director Delp provided an update and noted that the matter was on the Board’s agenda for discussion during executive session.

Committee Reports

Landscape Committee

Ms. Wingo provided a summary of the Committee’s Report, noting that the Committee met with Brightview regarding improvements to tree care and installation.

Social Committee

Ms. Simitus provided an update to the Board regarding the Committee’s summer events and upcoming events, including a community yard sale, charity chili cookoff, and holiday display competition. Ms. Simitus noted that she will be resigning as Committee Chair at the end of the year.

Garden Committee

Ms. Wingo provided an update to the Board, noting that the Committee is dealing with an intruder who has been taking produce from Garden Plots.

Infrastructure Matters

Ms. Velasco provided an update, noting that the District Engineer is waiting for Brookfield to complete repairs on

infrastructure in the initial acceptance period, including the alleyway noted during Public Comment from Mr. Jackson, which repairs must be completed before the District Engineer will recommend final acceptance.

**Legal Matters**

None.

**Financial Matters**

Consider Approval of Payables

Ms. Johans presented the payables dated August 10, 2022, to the Board for consideration. Following review, upon a motion duly made and seconded, the Board approved claims totaling \$36,769.43.

Consider Acceptance of Financials

Ms. Johans presented the June 30, 2022 financial statements to the Board. Following review, upon a motion duly made and seconded, the Board accepted the statements.

Update Regarding Account Signors

Ms. Johans noted that the signature card to add additional Directors to the bank account is in circulation and asked Directors to promptly return the card once received.

**2022 Bond Refinancing**

Update on Refinancing Transaction

Director Clark provided an update and introduced Mr. Bishop, Mr. Lund, and Ms. Burnett from Piper Sandler. Mr. Lund presented the Board with a summary of lender responses to the Request for Proposals and options for proceeding with the refinancing. Director Clark presented comments on the responses and the anticipated forthcoming proposal from Vectra Bank. Following discussion, upon a motion duly made and seconded, the Board determined to defer consideration of proposals until Vectra Bank proposal is received, then schedule Special Meeting to consider proposals.

Consider Approval of Bond Fee Disclosure Letter from White Bear Ankele Tanaka & Waldron

The Board reviewed the Bond Fee Disclosure Letter from White Bear Ankele Tanaka & Waldron. Following discussion, upon a motion duly made and seconded, the Board approved the letter.

Review and Consider Proposals from Lenders

The Board deferred consideration.

**Management Matters**

Discuss AMC Homeowner  
Advisory Committee

Ms. Wingo presented the proposal from the AMC to establish a resident advisory committee to the AMC rather than appoint residents to the AMC. Ms. Wingo noted that two of the residents who had previously expressed interest in joining the AMC were still interested in joining the advisory committee. Several Directors expressed disappointment with this response from the AMC, noting that the Board's stated preference was to have residents appointed to the AMC. Following discussion, upon a motion duly made and seconded, the Board approved accepting AMC's offer to have Resident Advisory Committee to AMC in an effort to have as much resident involvement as possible.

### **District Manager's Report**

#### Financials and Checks

Ms. Wingo reviewed the financials and checks with the Board for the May through July of 2022.

#### Ratification Items

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

- (1) June Invoices
- (2) July Invoices
- (3) August Invoices

#### New Business

##### *BrightView Update*

East Side Park Tree Replacement Recommendations and Proposal – Ms. Wingo presented the tree replacement proposal from Brightview, noting that this proposal included the improvements to installation to encourage better growing success. Following discussion, upon a motion duly made and seconded, the Board approved the proposal in the amount of \$15,357.28, with quality assurance line item to be added and photos provided.

##### *Comcast Proposal for Service*

Ms. Wingo presented the proposal from Comcast to bring internet service to the Shed sufficient to host the security cameras, noting that the upfront cost to the District would be \$4,034, plus a monthly charge of \$139.94 and activation fee of \$99.94. Following discussion, the Board determined to table the matter and requested that Ms. Wingo gather additional information.

##### *Pump House Vandalism Repair Bids*

Ms. Wingo presented three options to the Board to repair the vandalized siding on the Pump House. After discussion,

Board approved Option 2 Replace 7 Sheet of Hardie (4x8) in the amount of \$1,868.00

*Request to Extend the Water Features Season*

Ms. Wingo presented the request to extend the Water Features season through October. After discussion, the Board approved the request.

*Homeowner Requests/Feedback*

Ms. Wingo presented a summary of Homeowner requests to the Board, noting that the survey of the community was sent to the Board for approval. The Board authorized Ms. Wingo to send out the survey to the community.

*Work Orders / Maintenance Update*

Ms. Wingo presented an update to the Board.

Consider Approval of Third Addendum to Independent Contractor Agreement (Landscape Maintenance Services) with Brightview Landscape Services, Inc.

Ms. Wingo and Ms. Velasco presented the Third Addendum to Independent Contractor Agreement (Landscape Maintenance Services) with Brightview Landscape Services, Inc. to the Board for consideration. Director Clark raised the idea of the District pausing street lawn mowing services. Following discussion, the Board determined to defer approval to November and will discuss street lawn mowing at that time.

**Executive Session of the Board of Directors for the purposes of determining positions relative to matters that may be subject to negotiations, developing strategies for negotiations, and instructing negotiators, pursuant to Section 24-6-402(4)(e), Colorado Revised Statutes, as it relates to the Filing 12 Park**

Upon a motion duly made and seconded, followed by an affirmative vote of at least two-thirds of the quorum present, the Board entered executive session at 7:55 p.m. for the purposes of determining positions relative to matters that may be subject to negotiations, developing strategies for negotiations, and instructing negotiators, pursuant to Section 24-6-402(4)(e), Colorado Revised Statutes, as it relates to the Filing 12 Park, C.R.S.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of legal counsel to the District, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Also pursuant to Section 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Board reconvened in regular session at 8:30 p.m.

**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.

*Travis Tully*

Travis Tully (Oct 31, 2022 14:26 MDT)

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Secretary for the Meeting

ATTORNEY STATEMENT  
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Midtown at Clear Creek Metropolitan District, I attended the executive session at the special meeting of Midtown at Clear Creek Metropolitan District convened at 7:55 p.m. on August 16, 2022 for the sole purpose of determining positions relative to matters that may be subject to negotiations, developing strategies for negotiations, and instructing negotiators, pursuant to Section 24-6-402(4)(e), Colorado Revised Statutes, as it relates to the Filing 12 Park, as authorized by Section 24-6-402(4)(b), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.



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Eve M.G. Velasco, Esq.