

MINUTES OF A SPECIAL MEETING OF THE  
BOARDS OF DIRECTORS

OF

CLEAR CREEK STATION METROPOLITAN  
DISTRICT NOS. 1-3

Held: Tuesday, September 26, 2017 at 6:00 p.m.  
The Shed at Midtown, 1625 W. 67<sup>th</sup> 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:

Marc Savela – District Nos. 1-3  
Ashley Tarufelli – District Nos. 1-3  
Chris Petro – District Nos. 1-3  
Neil Simpson – District Nos. 1 & 3  
Sam Delp – District No. 2  
Matthew Zielinski – District No. 2

*All Directors' absences are deemed excused unless a contrary notation is recorded in these minutes.*

Also present were Kristen D. Bear, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; Kimberly Johanns, Simmons & Wheeler, District accountant; Wes Lavanchy, District engineer; and Desiree Wingo; MSI, LLC, District Manager.

Please see the attached sign in sheet for additional attendees.

**Call to Order/Declaration of Quorum**

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

**Director Disclosures**

Ms. Bear advised the Boards that pursuant to Colorado law, certain disclosures by the Directors may be required prior to taking official action at the meeting. The Boards reviewed the agenda for the meeting, following which each Director confirmed the contents of any written disclosure previously made stating the fact and summary nature of any additional matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the Directors present

were necessary to obtain a quorum or otherwise enable the Boards to act pursuant to §24-18-109(3)(b).

**Approval of Agenda**

Ms. Bear presented the Boards with the proposed agenda for the meeting. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda.

**Public Comment**

None.

**Consent Agenda**

The following items on the consent agenda were considered routine or administrative. Following a summary by Ms. Bear, upon a motion duly made and seconded, the Board unanimously approved the items on the consent agenda as follows:

Minutes/Ratification of Actions from July 26, 2017 special meeting

**District Manager's Report**

Ms. Wingo presented the District No. 1 Board with the June 30, 2017 financials for consideration. Following discussion, upon a motion duly made and seconded, the Boards District No. 1 Board unanimously accepted the financials.

Ms. Wingo presented the Boards with the Independent Contractor Agreement with Arrow-J Construction, Inc., the BrightView Proposal for Trash services and flower bed services, and the Independent Contractor Agreement with Arrow-J Construction for fence replacement services for ratification. Following discussion, upon a motion duly made and seconded, the District No. 1 Board unanimously ratified the agreements and services. No objections were made.

Ms. Wingo provided the District No. 1 Board with a grounds update and a proposal to remove tree stakes along the bike path and a proposal to replace trees in the median on Pecos Street. Following discussion, upon a motion duly made and seconded, the District No. 1 Board unanimously approved both proposals. No objections were made.

The Boards determined to defer the matter of sod replacement at this time.

Ms. Wingo provided the Boards with an update regarding winterizing water features through Aquatic Chemical Solutions. She noted the need for winter covers to avoid damage from snow removal. Winterizing is ongoing

through the week.

Ms. Wingo provided the Boards with an update on the Rooftop Garden and noted that she is still waiting on the proposal from Environmental Designs Incorporated. She also noted that All Phase Landscaping Inc. respectfully declined the option to submit a proposal and Keesen Enterprises Inc. provided a proposal on a limited service basis.

Ms. Wingo provided the Boards with an update on grounds proposals. BrightView Landscaping is working on a proposal for renewal of their services; All Phase Landscaping Inc. respectfully declined to submit; Keesen Enterprises, Inc. is able to do grounds only; Emerald Isle Landscaping is working on their proposal; and Arrowhead Landscaping respectfully decided to submit. Ms. Wingo is waiting on a proposal from Landtech Landscape Maintenance. Ms. Wingo will coordinate with the landscaping committee on recommendations to the District No. 1 Board.

Ms. Wingo provided the Boards with an update on water feature proposals. No action was necessary and Ms. Wingo will coordinate recommendations to the District No. 1 Board via the landscaping committee.

Ms. Wingo provided the Boards with an update on maintenance and operations in the community generally based upon the management report included in the meeting packet, including the following:

- New parts have been ordered and installed for the remote desktop system.
- Removal of the wasp nest in the mailroom.
- Productive Electric will be undertaking lighting repairs in The Shed.
- Additional lightbulbs have been ordered.
- Sign repair will be undertaken through Rock Property Services and additional sign fixtures have been ordered.
- Rock Property Services will also be handling the painting of the mail room.
- Ms. Wingo has requested replacement covers at the splash pad through Aquatic Chemical Solutions. She has also requested window washing services through JPC Janitorial.

Ms. Wingo provided an update on the architectural and maintenance applications and noted that there have been 40 architectural and maintenance applications submitted since the last meeting with MSI, LLC.

Ms. Wingo provided the Boards with an update on covenant enforcement. She noted there are 142 violations open for dead tree violations, visible trash, unfinished landscaping, excessive weeds, dry lawns, mowing, boats/trailers/RVs, improperly parked vehicles in alleys, unsightly condition, and address needing repairs. In regard to dead tree violations, it was noted that homeowners have requested an extension through spring due to working with the builders warranty department, contractors scheduling, and financial obligations. Following discussion, upon a motion duly made and seconded, the District No. 1 Board unanimously determined to grant the applicable extensions through May 2018. No objections were made.

Ms. Wingo indicated that there have been requests to have the Boards reconsider/clarify placement since they do not have backyards and the homeowners do not want the trash in their garages. Single family homes have requested clarifications on location if they do not have a fence to put the trash receptacles behind.

#### Committee Reports

The Boards were presented with updates from the social committee, the landscape committee, the garden committee, the communications committee, the advisory committee, and the neighborhood watch committee. No action was taken at this time.

#### Discuss contractor bids/proposals

The Boards were presented with an agreement with Maxx auto Recovery for monitoring, towing and property signs. No action was taken.

#### Legal Matters

##### Homeowner Hearing on Collection of Delinquent Fees (Mr. Zielinski) (D1)

Director Savela convened the homeowner hearing requested by Mr. Zielinski concerning reimbursement of delinquent fees. No written objections were received prior to the public hearing. Mr. Zielinski presented his case and requested the at the District No. 1 Board consider reimbursement of all or a portion of his fees due to alleged errors and inconsistencies in the collection process on this account. The District No. 1

Board determined to take the matter under review and asked legal counsel to review the matter in further detail.

Public Hearing on Inclusion of Property – Lot 3, Block 4, Midtown at Clear Creek Filing No. 1 Plat Correction (Mr. Zielinski) (D1)

Director Savela opened the public hearing on the inclusion of property into District No. 1. Ms. Bear noted that notice for the public hearing was made in accordance with the applicable Colorado statutes. No written objections were received prior to the public hearing. Mr. Zielinski presented the Petition and his request for inclusion to the District No. 1 Board. Mr. Zielinski indicated that due to structure associated with the Districts, inclusion of property into District No. 1 was the only way in which the residents may participate in District No. 1 Board determinations. After further discussion, the public hearing was closed. The District No. 1 Board discussed the Petition and determined that in light of the anticipated consolidation or transition of all district matters to the District No. 2 Board in 2018, all decision making would be turned over to the District No. 2 board at that time. It was also noted that at or prior to the time at which the consolidation/transition occurred, District No. 2 Board would conduct a directors election in which four positions were up for election. Thereafter, a motion was duly made, seconded and unanimously approved to deny the Petition for Inclusion.

Discuss and Consider Approval of Resolution to Initiate the Consolidation of Two or More Special Districts (D2)

Ms. Bear presented the District No. 2 Board with a Resolution to Initiate the Consolidation of two or more Special Districts. Following discussion, upon a motion duly made and seconded, the District No. 2 Board unanimously approved the resolution subject to changing the District name to Midtown Metropolitan District as part of the consolidation process.

Discuss and Consider Ratification of Special Warranty Deed from Midtown LLC to District No. 1 for Tracts in Filings 7 and 8

Ms. Bear presented the Boards with the Special Warranty Deed from Midtown LLC to District No. 1 for Tracts in Filings 7 and 8 for ratification. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the warranty deed.

Discuss and Consider Ratification of Termination of District Facilities Construction and Service Agreement

Ms. Bear presented the Boards with the Termination of District Facilities Construction and Service Agreement for consideration and explained that concurrently with the issuance of bonds, the Boards approved an agreement that superseded the District Facilities Construction and Service Agreement but did not explicitly terminate the same. Following discussion, upon a motion duly made and

seconded, the Boards unanimously ratified the termination of the agreement.

### **Financial Matters**

#### **Payables/Financials**

Ms. Johanns presented the Boards with the June 30, 2017 unaudited financials and claims payable for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously accepted the unaudited financials and approved the payables in the amount of \$451,357.64.

#### **Discuss 2018 Budget Work Session and Set 2018 Budget Hearing**

The Boards engaged in a discussion regarding the 2018 budget hearing. Following discussion, upon a motion duly made and seconded, the Boards unanimously determined to set the budget hearing date as December 13, 2017 at 6:00p.m.

### **Construction Matters**

#### **Discuss and Consider Approval and/or Ratification of Outstanding Construction Matters**

The Boards were presented with the construction report and with the following changes orders for approval:

1. CO 7 Arrow J Landscaping and Design, Inc. – Midtown Landscaping Bid Package #1 – Concrete Work Filing 7 (\$49,726.05)
2. CO 8 Arrow J Landscaping and Design, Inc. – Midtown Landscaping Bid Package #1 – Final Project Quantities (-\$64,614.58)
3. CO 13 BrightView Landscape Development – Midtown Landscaping Bid Package #2 – Additional Irrigation and Landscaping in Filing 7 Tract B (\$17,430.92)
4. CO 14 BrightView Landscape Development – Midtown Landscaping Bid Package #2 – Grading in Filing's 7 and 8, Fence Repair (\$11,631.70)
5. BrightView: Interim Landscape Maintenance (\$12,040.00)

Following a review and discussion, a motion was duly made and seconded by District No. 1 Board to approve the above change orders. No objections were made.

The Boards were presented with the following task orders for approval:

1. IDES Task Order #5 (\$30,000)

Following a review and discussion, a motion was duly made and seconded by the District No. 1 Board to approve the above task order.

Discuss and Consider Ratification of Bill of Sale for Improvements Accepted Under Infrastructure Acquisition Report No. 2

The Boards engaged in a discussion regarding the Ratification of the Bill of Sale for Improvements Accepted Under Infrastructure Acquisition Report No. 2. Following discussion, upon a motion duly made and seconded, the District No. 1 Board unanimously ratified the bill of sale. No objections were made.

Discuss and Consider Ratification of Warranty Agreement for Improvements Accepted Under Infrastructure Acquisition Report No. 2

The Boards engaged in a discussion regarding the Ratification of the Warranty Agreement for Improvements Accepted Under Infrastructure Acquisition Report No. 2. Following discussion, upon a motion duly made and seconded, the District No.1 Board unanimously ratified the Warranty Agreement. Ms. Bear confirmed that the Warranty Bonds had been filed with District No. 1 per the District Engineer Recommendation and that her office was holding the original Bonds.

Discuss and Consider Authorization to Partially Release Funds Held Under Infrastructure Acquisition Report No. 2

It was noted that Infrastructure Acquisition #2 has been accepted by the Boards. IA included a hold back recommendation of \$250,000 for completion of Alley Repairs and Filing 2 Landscape Tract A Repair. It was noted that the alley repairs have been completed and the report submitted to the Boards on August 31, 2017 recommending reducing the holdback to \$100,000 for Landscape Tract A. The Boards engaged in a discussion regarding the Authorization to Partially Release Funds Held Under Infrastructure Acquisition Report No. 2. Following discussion, upon a motion duly made and seconded, the District No. 1 Board unanimously authorized the release of funds.

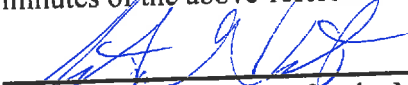
### Next Meeting

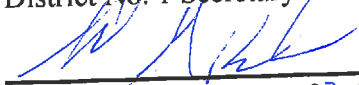
The next regular meeting will be held on December 13, 2017 at 6:00 p.m.


### Adjourn

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

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

  
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District No. 1 Secretary for the Meeting

  
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District No. 2 Secretary for the Meeting

  
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District No. 3 Secretary for the Meeting