

MINUTES OF AN ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS

OF

MIDTOWN AT CLEAR CREEK METROPOLITAN
DISTRICT

Held: Wednesday, July 25, 2018 at 6:00 p.m.
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:

Matthew Zielinski
Sam Delp
Stephen B. Clark
Rachel Williams
Chris Petro

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; Kim Seter, Seter & Vander Wall, P.C., special counsel, and Desiree Wingo, MSI, LLC, District Manager.

Please see the attached sign in sheet for additional attendees.

**Call to Order/Declaration of
Quorum**

Ms. Bear 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.

Update on Consolidation

Mr. Seter provided an update on the status of the consolidation and dissolution of Clear Creek Station Metropolitan District Nos. 1-3. Mr. Seter indicated that now that the consolidation was completed his office would be filing a Notice of Dissolution for Clear Creek Station Metropolitan District Nos. 1-3 with the District Court in the near term.

Public Comment

There was public comment regarding food truck parking. Mr. Petro indicated that he would look into what it might take to alter the location of the handicapped parking lots.

District Manager's Report

Ms. Wingo provided an update on Emerald Isle, and noted that watering times are being adjusted as necessary.

Discuss and Consider Ratification of Committees and Committee Members

The Board discussed the existing resolutions authorizing the committees and determined that they would consider this matter further at the next regular meeting.

Developer Report

Director Petro provided an update on behalf of the Developer regarding ongoing construction in Filings 10, 9 and 6. Director Petro also indicated that the landscaping for the dog park has been awarded.

The Board was also informed that IDES was in the process of coordinating final walk throughs for the Century townhomes relative to acceptance of the improvements by the District.

Organizational Matters

Consider Adoption of Organizational Administrative Matters Resolution

Ms. Bear presented the Organizational Administrative Matters Resolution to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the Organizational Administrative Matters Resolution.

Consider Adoption of Resolution Designating the 24-hour Notice Posting Place

Ms. Bear presented the Resolution Designating the 24-hour Notice Posting Place to the Board for consideration. Following discussion, upon motion duly made and

seconded, the Board adopted the Resolution Designating the 24-hour Notice Posting Place.

Consider Adoption of Indemnification Resolution

Ms. Bear presented the Indemnification Resolution to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the Indemnification Resolution.

Consider Adoption of Public Records Policy

Ms. Bear presented the Public Records Policy to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the Public Records Policy.

Consider Adoption of Records Retention Policy

Ms. Bear presented the Records Retention Policy to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the Records Retention Policy.

Consider Approval of Special District Public Disclosures/Notices

Ms. Bear presented the Disclosure re Debt and Taxes § 32-1-104.8, C.R.S. and the Special District Transparency Notice § 32-1-809, C.R.S. to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board approved the Special District Public Disclosures/Notices.

Liability Matters

Discuss Director Liability Issues and Memorandum

The Board generally discussed this matter. No further action was necessary.

Consider Adoption of Resolution Approving an IGA with SDA Property and Liability Pool Insurance and SDA Membership

The Board considered the Resolution and IGA. Following discussion, upon motion duly made and seconded, the Board approved both documents as presented.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

Ms. Bear presented the Agency Services Agreement with T. Charles Wilson Insurance Services to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board approved Agency Services Agreement with T. Charles Wilson Insurance Services.

Consider Approval of Exclusion of Uncompensated Public Officials for 2018

Ms. Bear presented the Exclusion of Uncompensated Public Officials for 2018 to the Board for consideration. Following discussion, the Board requested further information regarding the cost of providing coverage to the Board member. The District Accountant indicated that her office would provide this information.

Consider Approval of Property and Liability Insurance from SDA Property Pool

Ms. Bear presented the Property and Liability Insurance from SDA Property Pool to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board approved the Property and Liability Insurance from SDA Property Pool.

Engagement of Consultants

Consider Engagement of WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law as General Counsel

Ms. Bear presented the Engagement of WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law as General Counsel to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board approved the Engagement of WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law as General Counsel.

Consider Engagement of Simmons & Wheeler, P.C., as District Accountant

Ms. Bear presented the Engagement of Simmons & Wheeler, P.C., as District Accountant to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board approved the Engagement of Simmons & Wheeler, P.C., as District Accountant.

Consider Ratification of Agreement with MSI, LLC, as District Manager

Ms. Bear presented the agreement with MSI, LLC, as District Manager to the Board for ratification. Following discussion, upon motion duly made and seconded, the Board ratified the agreement with MSI, LLC, as District Manager.

Following discussion, upon motion duly made and seconded, the Board formally recognized the continued diligence and efforts that MSI has and continues to provide in resolving community and homeowner issues.

Consider Ratification of Agreement with Independent District Engineering Services, LLC, as District Engineer

Ms. Bear presented the agreement with Independent District Engineering Services, LLC, as District Engineer to the Board for ratification. Following discussion, upon motion duly made and seconded, the Board ratified the agreement with Independent District Engineering Services, LLC, as District Engineer.

Legal Matters

Consider Adoption of Resolution Concerning Authorization for Approval of Contracts and

Ms. Bear presented the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims to the Board for consideration. Following

Payment of Claims discussion, upon motion duly made and seconded, the Board adopted the Resolution Concerning Authorization for Approval of Contracts and Payment of Claims.

Discuss Garden Lease and Cost Share Agreement in Filing No. 9 The Board generally discussed the lease for a portion of the garden area as the same was being negotiated by Brookfield and the school. It is anticipated that the garden area will be transferred to the District in the future, with the portion of the same encumbered by the lease agreement. No action was necessary at this time.

Consider Adoption of Resolution Regarding Policies, Procedures and Penalties for the Enforcement of Governing Documents Ms. Bear presented the Resolution Regarding Policies, Procedures and Penalties for the Enforcement of Governing Documents to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the Resolution Regarding Policies, Procedures and Penalties for the Enforcement of Governing Documents.

Consider Approval of Notice Regarding the Declaration of Easements and Master Architectural Maintenance Standards for Midtown Ms. Bear presented the Notice Regarding the Declaration of Easements and Master Architectural Maintenance Standards for Midtown assigning the same to the consolidated district. No action was necessary on this matter.

Consider Adoption of Resolution Regarding Ratification of Amended and Restated Resolution Concerning the Imposition of District Fees dated December 9, 2015, and the 2018 Schedule of Fees Ms. Bear presented the Resolution Regarding Ratification of Amended and Restated Resolution Concerning the Imposition of District Fees dated December 9, 2015, and the 2018 Schedule of Fees to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the resolution.

Discuss and Consider Adoption of Resolution Imposing an Impact Fee Ms. Bear presented the Resolution Imposing an Impact Fee to the Board for consideration. The Board engaged in a general discussion regarding the proposed Resolution and determined to table the issue pending further information and discussion.

Financial Matters

Federal Employer Identification Numbers, Colorado Sales Tax Exemption Numbers, and PDPA Numbers No action was necessary on this matter.

Consider Ratification of The Board engaged in a general discussion regarding the

Establishment of Bank Accounts, Signers on the Account and Requiring Two Signatures on Checks

ratification of establishment of bank accounts, signers on the account and requiring two signatures on checks. Following discussion, upon motion duly made and seconded, the Board ratified the establishment of bank accounts with Colorado Trust and Compass.

Conduct Budget Hearing and Consider Adoption of Resolution Authorizing 2018 Budget

The Board confirmed the budget hearing being set for July 25, 2018 at 6:00 p.m. Ms. Johanns opened the public hearing on the 2018 budget. Ms. Bear noted the publication of notice stating that the Board would consider the 2018 budget, and the date, time and location of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing. After no public comment was made, the hearing was closed.

Ms. Johanns presented the 2018 budget to the Board. Following discussion, upon motion duly made and seconded, the Board approved the budget and adopted the resolution authorizing the 2018 budget.

Next Meeting

The next regular meeting will be held on September 12, 2018 at 6:00 p.m.

There will be a work session held on August 23, 2018 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.


Secretary for the Meeting