

MINUTES OF SPECIAL MEETING OF THE BOARD  
OF DIRECTORS

OF

MIDTOWN AT CLEAR CREEK METROPOLITAN  
DISTRICT

Held: Thursday, November 1, 2018 at 7:30 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:

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

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

Also present were Kristen D. Bear, Esq., and Casey Lekahal, White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; Kimberly Johanns, Simmons & Wheeler, District accountant; Barrett Marrocco, IDES, 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**

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.

### **Approval of Minutes from September 19 Meeting**

Ms. Bear presented the Minutes from the September 19, 2018 meeting. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes.

### **Legal Matters**

Amended and Restated Resolutions Establishing Committees

Ms. Bear presented the Amended and Restated Resolutions Establishing Committees to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the resolution.

Amended and Restated 2018 Fee Addendum

The Board deferred action at this time.

Access and Maintenance Easement Agreement (Retaining Wall Improvements)

Mr. Lekahal presented the Access and Maintenance Easement Agreement to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the resolution.

### **Financial Matters**

Consider Approval of 2018-08-31 Financials

Ms. Johanns presented the August 31, 2018 financials to the Board. Following discussion, upon motion duly made and seconded, the Board approved the payables.

Consider Approval/Ratification of Payables

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

### **Other Business**

Discuss RFP Process/Responses

Legal

The Board engaged in a general discussion, and determined to retain White Bear Ankele Tanaka & Waldron.

Landscape Maintenance and  
Snow Removal

The Board engaged in a general discussion. No action taken  
at this time.

Accounting

The Board engaged in a general discussion, and determined  
to retain Simmons and Wheeler.

Discuss District Management  
Scope of Services

The Board engaged in a general discussion, and determined  
to retain MSI.

**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