

MINUTES OF A SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

CLEAR CREEK STATION METROPOLITAN
DISTRICT NOS. 1-3

Held: Wednesday, June 13, 2018 at 5:30 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:

Marc Savela – District Nos. 1 & 3 *Absent*
Chris Petro – District Nos. 1-3
Neil Simpson – District Nos. 1 & 3
Sam Delp – District No. 2
Matthew Zielinski – District No. 2
Rachel Williams – District No. 2
Stephen Clark – 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. and Casey Lekahal, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; Elizabeth Dauer, Esq, Seter & Vander Wall P.C., District special counsel; Barrett Marrocco, IDES, District Engineer; Kimberly Johanns, Simmons & Wheeler, District accountant; and Desiree Wingo, MSI, LLC, District Manager.

Please see the attached sign in sheet for additional attendees.

**Call to Order/Declaration of
Quorum**

It was 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, noting that certain issues may be addressed out of order.

Public Comment

Mr. Nolan Addison expressed concerns with reimbursement for watering and maintaining district property near his residence. He believes the proposed reimbursement is insufficient. Director Zielinski expressed concerns with the developer making reimbursements without the Board involvement. Director Petro noted that he would follow up with Ms. Shannon Robbins to close the issue out.

Consent Agenda

District Nos. 1-3: Consider Approval of Minutes from March 14, 2018 regular meeting

Ms. Bear presented the minutes from the March 14, 2018 meeting. Following discussion, upon motion duly made and seconded, the Boards approved the minutes.

Consider Appointment of Officers

The Boards engaged in a general discussion. Following discussion, it was determined that Director Petro is to be president for District 1 & 3, Director Simpson is to be secretary/treasurer for Districts 1 and 3, and Director Williams is to be president for District 2, and Director Clark is to be secretary/treasurer for District No. 2.

District Manager's Report

Ms. Wingo reviewed the District Manager's Report with the Boards.

Ms. Wingo noted that the proposals to treat the ash trees have been requested.

Ms. Wingo re-capped top issues facing the District. She noted issues with determining boundary lines, and working with contractors on District maintenance responsibility items. She also noted the District has encountered numerous issues with the irrigation system which has incurred damage from construction in the area. Lastly, she noted that planting is not complete due to irrigation concerns.

Ms. Wingo noted that Emerald Isle made a presentation regarding outstanding issues. It was noted that there are similar concerns with boundary lines and irrigation system. It was noted that Emerald Isle will take care of issues they are responsible for, such as weeds.

The Boards reviewed the proposals for the dead tree replacement, sod replacement, property enhancement, additional trash can removal, mulch rings on east side of Pecos street, and much rings on West side of Pecos street. Following discussion, upon motion duly made and seconded, the Boards approved all proposals.

The Boards didn't approve the median planting, northeast and southwest monument sign plantings, roof top garden or painting of shed. The Boards requested that Ms. Wingo obtain quotes on additional bollards/rocks to prevent damage to landscaping around alleys.

The Boards requested Ms. Wingo to obtain quotes for the grit sealant for the area between the brewery and the shed.

Ms. Wingo provided an update on the architectural and maintenance applications and covenant enforcement. It was noted that the primary issue with covenant enforcement is the number of dead trees. Ms. Wingo is to continue to enforce the policy.

The Boards reviewed the committee reports. The Garden report noted that all plots except one have been leased. The Landscape report proposed additional authorization to allow Ms. Wingo to enter into contracts, and additional watering at Home Plate Park.

Financial Matters

District Nos. 1-3: Consider Approval of Financials and Checks to be Approved/Ratified

Ms. Johanns presented an additional check for approval for District Nos. 1-3. The Board reviewed the financials and checks. Following discussion, upon motion duly made and seconded, the Boards approved and ratified the financials and checks as presented.

District Nos. 2 & 3: Conduct 2017 Budget Amendment

The Boards opened the public hearings on the 2017 budget amendments for District Nos. 2-3. Ms. Bear noted that

Hearings and Consider Approval of Resolutions Amending 2017 Budgets for District Nos. 2-3

publication of notice stating that the Boards would consider the 2017 budget amendments, and the date, time and location of the public hearing was made in a newspaper having general circulation within the Districts'. No written objections were received prior to the public hearing. After no public comment was made, the hearing was closed.

Consider Adoption of District No. 2 Resolution Authorizing 2018 Budget Amendment

Ms. Johanns presented the District No. 2 Board with the Resolution Authorizing the 2018 Budget Amendment for consideration. Following a review and discussion, a motion was duly made and seconded to adopt the Resolution Authorizing the 2018 Budget Amendment. The motion was passed unanimously.

Consider Approval of District No. 3 Resolution Authorizing 2017 Budget Amendment

Ms. Johanns presented the District No. 3 Board with the Resolution Authorizing the 2018 Budget Amendment for consideration. Following a review and discussion, a motion was duly made and seconded to adopt the Resolution Authorizing the 2018 Budget. The motion was passed unanimously.

District No. 1: Consider Approval of 2017 Audit

Ms. Johanns presented the 2017 Audit for District No. 1. Following discussion, upon motion duly made and seconded, the Board approved the audit.

District No. 2: Consider Approval of 2017 Audit

Ms. Johanns presented the 2017 Audit for District No. 2. Following discussion, upon motion duly made and seconded, the Board approved the audit.

Legal Matters

Update Election Process

Ms. Bear provided an update regarding the election process to the Boards. No action taken at this time.

Update Dissolution Process

Ms. Bear provided an update regarding the dissolution process to the Boards.

District No. 1: Consider Approval of Resolution Approving the Dissolution of Clear Creek Station Metropolitan District No. 1

Ms. Bear presented the Resolution Approving the Dissolution of Clear Creek Station Metropolitan District No. 1 to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the resolution.

District No. 2: Consider Approval of Resolution Approving the Dissolution of Clear Creek

Ms. Bear presented the Resolution Approving the Dissolution of Clear Creek Station Metropolitan District No. 2 to the Board for consideration. Following discussion,

Station Metropolitan District No. 2 upon motion duly made and seconded, the Board adopted the resolution.

District No. 3: Consider Approval of Resolution Approving the Dissolution of Clear Creek Station Metropolitan District No. 3 Ms. Bear presented the Resolution Approving the Dissolution of Clear Creek Station Metropolitan District No. 3 to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board adopted the resolution.

Construction Matters

District Engineer's Report The Boards reviewed the District Engineer's report. Following discussion, upon motion duly made and seconded, the Boards approved the report.

District No. 1: Consider Approval of Resolution Regarding Initial Acceptance of Public Improvements The Boards deferred action at this time pending consolidation.

District No. 1: Consider Approval of Special Warranty Deed of Tract P, Filing No. 4, from Midtown LLC to the District The Boards deferred action at this time pending consolidation.

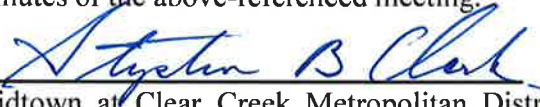
Other Business

None.

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.


Midtown at Clear Creek Metropolitan District Secretary-Representative of Now Dissolved Clear Creek Station Metropolitan District Nos. 1-3