

MINUTES OF REGULAR MEETING OF THE BOARD  
OF DIRECTORS

OF

MIDTOWN AT CLEAR CREEK METROPOLITAN  
DISTRICT

Held: Wednesday, December 12, 2018 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:

Matthew Zielinski  
Sam Delp - *Absent*  
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., 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 John Field, MSI, LLC, District Manager.

Please see the attached sign in sheet for additional attendees.

**Call to Order/Declaration of Quorum**

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

**Director Disclosures**

Mr. Lekahal advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Lekahal reported that disclosures for those directors with 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. Lekahal noted that a quorum was present and 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

**Approval of Agenda**

Mr. Lekahal 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 Status of Development from Midtown LLC**

Ms. Mather with Norris Designs and Ms. Robbins with Brookfield Residential presented to the Board and provided an update on the East and West parks. It was noted that there will be a temporary dog park on the east side throughout construction.

Concerns were noted regarding operation/maintenance costs at the time of acceptance by the District. It was proposed that the landscaper can possibly give estimates to the District for operational costs.

**Discuss Current Status of Committees**

The Board engaged in a general discussion. The Board directed MSI to send out another email communication to the community regarding the committees to solicit interest. MSI to provide form language to the Board for their approval.

**Committee Reports**

Landscaping Committee  
Garden Committee  
Shed/Social Committee  
Communications Committee  
Park Advisory Committee

No committee representatives in attendance.

**District Manager's Report**

Mr. Fields presented the Manager's Report to the Board.

Committee Reports

None.

Financials/Checks

None.

Ratification Items

The Board reviewed the following items,

-Irrigation Repair Approvals

- 6701 Warren Drive-Legal Counsel
- Approval Snow Removal Sam and Matt 11.12.18 Commercial
- Approval Snow Removal based on the outlined parameters: Ice melt as needed, trace amounts around the commercial sidewalks, 2 inches on all other common area sidewalks and 4 inches for the alleys and parking lots.
- MSI to sign check for North Pecos Water
- Christmas lights

Following discussion, upon motion duly made and seconded, the Board ratified all items as presented and as included in the District Manager's Report.

#### Management Items

The Board reviewed the Grounds Contracts for certain contractors as listed below:

- LandTech
- BrightView
- Keesen
- Emerald Isle

Following discussion, upon motion duly made and seconded, the Board approved the selection of Brightview for landscape maintenance and snow removal. Director Zielinski abstained from voting. The Board further determined to retain Emerald Isle on a time and materials basis through the end of the year, allowing Brightview to begin January 1, 2019. The Board further determined to continue to maintain the tree lawns for the time being.

The Board deferred action regarding MR Solutions (Entry Point Access). It was noted that the Board would prefer fixed price for maintenance.

The Board reviewed the Bruz parking request. Following discussion, upon motion duly made and seconded, the Board approved the selection of Advanced Concrete and Precise Striping subject to Bruz paying at least half of the costs. The total cost will be approximately \$7,177.28.

The Board engaged in a general discussion regarding a request from Anythink Library to install a banner. No action taken.

The Board engaged in a general discussion regarding the dumpster use. No action taken.

The Board reviewed the lighting proposals as presented. Following discussion, upon motion duly made and seconded, the Board approved the lighting repairs as needed as long as not otherwise to be paid by developers due to damage caused by construction activities. Ms. Wingo and Director Petro to coordinate as directed.

The Board deferred action regarding the Rooftop garden and Shed painting.

The Board reviewed the shrub replacement proposal from Emerald Isle as presented. Following discussion, the Board determined not to proceed with shrub replacement at this time.

Ms. Wingo presented the Architectural and Maintenance update. No action taken.

Ms. Wingo presented the Covenant Enforcement update. No action taken.

The Board reviewed the Work Orders/Maintenance Update as presented below-

- Remote Desktop repair
- Lighting path-along 67<sup>th</sup> Pl
- Lighting median
- Lighting –street lights out throughout (requested proposal, most out of warranty now)
- Ice Maker Club House
- Concrete Shaving Sidewalks-trip hazard

Following discussion on all Work Orders/Maintenance Update items, no action was taken at this time.

### **District Engineer's Report**

The Board reviewed the landscape bid packages as presented. Following discussion, upon motion duly made and seconded, the Board approved Landscaping Bid Package 2 as presented.

The Board reviewed the Infrastructure Acquisition Report No. 3. Following discussion, upon motion duly made and seconded, the Board approved Infrastructure Acquisition

Report No. 3.

It was noted that Director Petro is to work with Mr. Marrocco and Hydro System on an irrigation map.

**Approval of Clear Creek Station Metropolitan District Nos. 1-3 June 13, 2018 Special Meeting Minutes**

Mr. Lekahal presented the Clear Creek Station Metropolitan District Nos. 1-3 June 13, 2018 minutes to the Board. Following discussion, upon motion duly made and seconded, the Board approved the June 13, 2018 meeting minutes.

**Approval of Minutes from June 13, 2018 Organizational Meeting**

Mr. Lekahal presented the June 13, 2018 organizational minutes to the Board. Following discussion, upon motion duly made and seconded, the Board approved the June 13, 2018 organizational meeting minutes.

**Approval of Minutes from November 1, 2018**

Mr. Lekahal presented the November 1, 2018 meeting minutes to the Board. Following discussion, upon motion duly made and seconded, the Board approved the November 1, 2018 meeting minutes.

**Public Comment**

Mr. Randy Copeland requested a single board member to oversee MSI and all contractors.

Ms. Copeland expressed concerns over a water line break in August, and asked if the District would offer any assistance. The Board directed Ms. Copeland to work with the developer and/or Crestview Water and Sanitation District.

**Legal Matters**

Consider Adoption of 2019 Annual Administrative Resolution and Set 2019 Regular Meeting Dates

Mr. Lekahal presented the 2019 Annual Administrative Resolution. Following discussion, upon motion duly made and seconded, the Board adopted the resolution revising the meeting dates to be February 19, May 21, August 20, and November 19.

Consider Renewal of Property and Liability Schedule and Limits and SDA Membership

Mr. Lekahal presented the Property and Liability Schedule and Limits and SDA Membership to the Board. Following discussion, upon motion duly made and seconded, the Board approved insurance renewals and SDA membership.

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Mr. Lekahal presented the Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services to the Board for consideration. Mr. Lekahal noted that they cannot be impartial with regard to their engagement letter, and that

the Board is free to seek independent counsel. Following discussion, upon motion duly made and seconded, the Board approved the engagement letter.

Consider Approval of Notice of Ownership of Clear Creek Sewer Line

Mr. Lekahal presented the Notice of Ownership of Clear Creek Sewer Line (Filing 10) pursuant to the Intergovernmental Agreement with North Pecos Water and Sanitation District. Following discussion, upon motion duly made and seconded, the Board approved the notice.

Consider Approval of Agreement with Landscape Maintenance and Snow Removal Contractor

Mr. Lekahal presented the Agreements with Brightview Landscape Services, Ins., for Landscape Maintenance and Snow Removal Services. Following discussion, upon motion duly made and seconded, the Board approved the Agreements set to begin January 1, 2019.

Consider Approval of Resolution Regarding Ratification of the Resolution Establishing for the Processing and Collection of Delinquent Fees and Charges

Mr. Lekahal presented the Resolution Regarding Ratification of the Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges. Following discussion, upon motion duly made and seconded, the Board approved the resolution as presented.

Consider Approval of Amended and Restated Resolution regarding Approval of Contracts and Payment of Claims

Mr. Lekahal presented the Amended and Restated Resolution regarding Approval of Contracts and Payment of Claims. Following discussion, upon motion duly made and seconded, the Board approved the amended resolution to be revised to reflect that any two directors may approve contracts and pay claims, and that if any director opposes an action such action must come before the Board at a public meeting.

Discuss Approval of Contracts Process and Payment of Claims

Director Williams and Director Clark were noted as designated check signers, and in the event either are unavailable they are to designate back-ups.

## **Financial Matters**

Consider Acceptance of 2018-09-30 Financials

Ms. Johanns presented the September 30, 2018 financials to the Board. Following discussion, upon motion duly made and seconded, the Board approved the financials as presented.

Consider Approval/Ratification of Payables

Ms. Johanns presented the payables and checks to the Board. Ms. Johanns noted that there were additional payables, in the amount of \$13,236.76, subject to reimbursement from Midtown LLC in the amount of

\$10,232.12. Following discussion, upon motion duly made and seconded, the Board approved the payables as presented.

Consider Approval of 2019 Fee Addendum

Mr. Lekahal presented the 2019 Fee Addendum to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board approved the Fee Addendum as presented.

Conduct Public Hearing on 2018 Budget Amendment and consider Adoption of Resolution Amending 2018 Budget

None needed.

Conduct Public Hearing on 2019 Budget/Consider Adoption of Resolution Approving 2019 Budget

M. Lekahal reported that the notice of the Budget Hearing was provided in accordance with the statute. The Board opened the 2019 Budget Hearing. There being no public comment, the Board closed the Hearing. Ms. Johanns presented the 2019 Budget Resolution to the Board. Following discussion, upon motion duly made and seconded, the Board adopted their 2019 Budget Resolution with Director Zielinski's opposition.

Consider Engagement of Stratagem PC for 2018 Audit (Clear Creek Station Metropolitan District No. 1, Clear Creek Station Metropolitan District No. 2 and Midtown at Clear Creek Metropolitan District)

The Board considered engagement of Stratagem PC for 2018 Audit (Clear Creek Station Metropolitan District No. 1, Clear Creek Station Metropolitan District No. 2 and Midtown at Clear Creek Metropolitan District). Following discussion, upon motion duly made and seconded, the Board approved engagements.

**Other Business**

None.

**Adjourn**

There being no further business to come before the Board 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