

MINUTES OF SPECIAL MEETING OF THE BOARD
OF DIRECTORS

OF

MIDTOWN AT CLEAR CREEK METROPOLITAN
DISTRICT

Held: Tuesday, February 26, 2019 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 - *absent*
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 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, 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.

District Engineer's Report

Mr. Morrocco presented the District Engineer's report to the Board. It was noted to add Task Order No. 7 for District Engineering services in the amount of \$1,500.00. Following discussion, upon motion duly made and seconded, the Board approved Task Order No. 7.

Mr. Morrocco presented the Brightview Change Order No. 17, as a deduct in the amount of \$364. Following discussion, upon motion duly made and seconded, the Board approved Change Order No. 17.

District Manager's Report

Committee Reports

The Social Committee and the Landscape Committee Presented Reports to the Board. No action was taken by the Board, reports are included herein.

There was not a Garden Committee Report but it was noted that the Committee will hold their first meeting the following week and anticipate that all plots will be leased. It was also noted that they are looking into installing a water meter and centralized water source.

Financials/Checks

It was noted that District Management Financials/Payables are to be included in discussion on broader discussion with of District Financials to be presented by the accountant.

Ratification Items

The Board reviewed the December year end invoices, January invoices and legal counsel's response to 6701 Warren Drive matter. Following discussion, upon motion duly made and seconded, the Board ratified all items as presented in manager's report.

Management Items

The Board reviewed the Brightview proposals for grounds

and snow removal.

The Board reviewed the proposal for fiber mulch at Home Plate Park in the amount of \$3,979.66. Following discussion, upon motion duly made and seconded, the Board approved the proposal.

The Board also reviewed the proposal for granite road base with stabilizer to existing trails in the amount of \$1,506.52. Following discussion, upon motion duly made and seconded, the Board approved the proposal.

The Board reviewed the proposals presented for flower beds, flower maintenance and flower pots. Following discussion, the Board deferred this item to request a mix of annuals and perennials. Ms. Wingo also directed to coordinate revised proposals with Brightview.

The Board reviewed the signature snow removal rates. Following discussion, upon motion duly made and seconded, the Board approved the snow removal rates as presented.

The Board reviewed the Drainage of Townhomes (67th and Warren). Following discussion, the Board directed Desiree to obtain proposals for remediation and drainage solution.

The Board reviewed the slip and fall retail section and coordination with the District's insurance provider. Following discussion, no action taken.

The Board reviewed the Menta Clean janitorial contract for 2019. Ms. Wingo was directed to solicit alternative bids.

The Board reviewed the LT Environmental Pond Inspections contract. Ms. Wingo discussed the future responsibility with the Board, and need to engage the contractor. The District obligations will begin once the District accepts improvements. Board directed Ms. Wingo to obtain all bids and bring back to the Board.

The Board reviewed the trash contracts for Waste Management and Waste Connections. The Board discussed alternatives and cost comparison. No action taken at this time.

The Board reviewed the Water Feature proposals for 2019. Following discussion, the Board determined to wait for a proposal from the Art of the Yard, and will then make the final determination.

The Board reviewed the clubhouse/mailroom entry point access. Following discussion, the Board approved the proposal from A-1 Security as presented, inclusive of fire alarm monitoring with fire radio.

Director Petro presented to the Board that Brookfield is working on resolving lighting issues directly on the West Side, and will work with contractors on lighting issues on the East side. It was noted that they expect to resolve issues within two weeks.

The Board reviewed the roof top garden DTJ design. Following discussion, the Board determined to defer this issue indefinitely.

The Board engaged in a general discussion regarding painting the shed. It was determined to discuss in conjunction with 2020 Budget.

The Board reviewed the management contract with MSI, LLC. Following discussion, the Board recognized and accepted the 2019 MSI Rates.

The Board reviewed issues related to garden and shed reservations, and general public access. The Board directed Ms. Wingo to inform property owners that they have the ability to post signage that events are private.

Ms. Wingo presented the proposal for shaving concrete near Lot 12, Midtown at Clear Creek Filing No. 2. Director Petro noted that shaving the sidewalk would not be the proper solution, and stated that Brookfield can have the concrete removed and re-poured. Board determined to allow Brookfield to correct the issue.

Approval of December 12, 2018 Meeting Minutes

Mr. Lekahal presented the December 12, 2018 meeting minutes to the Board. Following discussion, upon motion duly made and seconded, the Board approved the minutes.

Public Comment

None.

Legal Matters

Consider Approval of Access and Maintenance Easement from Midtown LLC to the District (Filing 9)

The Board reviewed the Access and Maintenance Easement from Midtown LLC to the District (Filing 9). Following discussion, upon motion duly made and seconded, the Board approved the Easement.

Discuss Access and Maintenance Easements from Midtown LLC to the District (Filing 8)

The Board reviewed the Access and Maintenance Easements from Midtown LLC to the District (Filing 8). Mr. Lekahal discussed the need to obtain easements from property owners and he noted that Brookfield is to fund all costs associated with obtaining easements.

Discuss Access and Maintenance Easements from Midtown LLC to the District (Filing 11)

The Board reviewed the Access and Maintenance Easements from Midtown LLC to the District (Filing 11). Mr. Lekahal noted that all easements will be required when plat is final. No action was taken.

Discuss Sidewalk Maintenance in Filing No. 2

The Board engaged in a general discussion. It was noted that Brookfield is to undertake replacement of concrete as discussed in the Manager's Report.

Discuss Meeting Transparency
Discuss District Website and
Archive of District Documents

The Board discussed posting agendas with meeting notices within community, and meeting packets on website. No additional action taken at this time regarding meeting transparency and website documents.

Financial Matters

Consider Acceptance of 2018-12-31 Financials

Ms. Johanns presented the December 31, 2018 unaudited financials to the Board. Following discussion, upon motion duly made and seconded, the Board accepted 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 \$13,432,31. Following discussion, upon motion duly made and seconded, the Board approved the payables as presented.

Consider Approval of Clear Creek Station Metropolitan District No. 3 Audit Exemption Application

The Board reviewed the Clear Creek Station Metropolitan District No. 3 Audit Exemption Application. Following discussion, upon motion duly made and seconded, the Board approved the audit exemption application.

Discuss and Consider Timing of Preparation of Financial Statements The Board engaged in a general discussion and determined to stay with quarterly reporting.

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

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. 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 - *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