

MINUTES OF A REGULAR MEETING OF THE
BOARD OF DIRECTORS

OF

MIDTOWN AT CLEAR CREEK METROPOLITAN
DISTRICT

Held: Tuesday, November 19, 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
Stephen B. Clark
Rachel Williams
Sam Delp
Chris Petro

Also present were Eve M. Grina, Esq. and Kristen D. Bear, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; Kimberly Johanns, Simmons & Wheeler, District accountant; Desiree Wingo, MSI, District Manager; Barrett Marrocco, IDES, LLC, District Engineer; and Will Scherman, Midtown LLC.

Call to Order/Declaration of Quorum

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

Director Disclosures

Ms. Grina advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Grina 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. Zielinski 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

The Board reviewed the agenda. Following discussion, upon motion duly made and seconded, the Board approved the agenda as presented.

Public Comment

None.

Developer Report

Consider Approval of Planned Unit Development, Final Development Plan Filing Eleven Amendment No. 1

Mr. Scherman presented the Planned Unit Development, Final Development Plan Filing Eleven Amendment No. 1 to the Board for consideration. After discussion, upon motion duly made by Director Zielinski, seconded by Director Petro, and upon vote unanimously carried, the board approved the Planned Unit Development, Final Development Plan Filing Eleven Amendment No. 1 and authorized Director Zielinski to execute the same on the District's behalf.

Consider Approval of Applications for Water Supply Licenses for Denver Water

Mr. Scherman presented the Applications for Water Supply Licenses for Denver Water to the Board for consideration. After discussion, upon motion duly made by Director Williams, seconded by Director Petro, and upon vote unanimously carried, the board approved the Applications for Water Supply Licenses for Denver Water.

Discussion of Infrastructure Acquisition Timeline

Mr. Marrocco informed the Board that he met with representatives from Brookfield to go over the process and documentation requirements for requesting District acceptance of public infrastructure. He discussed the expected timeline for anticipated infrastructure acceptance applications, noting that he had received and processed an application from Brookfield related to the Dog Park and certain alleyway and landscaping tracts in Filing 6.

District Manager's Report

Ms. Wingo presented the Manager's report to the Board.

Ratification Items

Ms. Wingo presented the August and September invoices to the Board for ratification. After discussion, upon motion duly made by Director Clark, seconded by Director Petro, and upon vote unanimously carried, the board approved the August and September invoices.

Ms. Wingo presented the BrightView Snow Removal Contract to the Board for ratification. After discussion, upon

motion duly made by Director Zielinski, seconded by Director Petro, and upon vote unanimously carried, the board approved the BrightView Snow Removal Contract.

Ms. Wingo presented the Advanced Concrete Contract to the Board for ratification. After discussion, upon motion duly made by Director Zielinski, seconded by Director Petro, and upon vote unanimously carried, the board approved the Advanced Concrete Contract.

Brightview Assessment

Ms. Wingo presented the BrightView site assessment to the Board for review and noted that certain tree stakes remain because the Landscaping Committee is unable to remove them. The Board noted that the tree stakes need to be removed and instructed Ms. Wingo to follow up with the Landscaping Committee and coordinate removal of tree stakes that the Landscaping Committee cannot remove. The Board also discussed the expenditures approved at the September meeting and the progress in replacing plant materials.

BR & D Landscape Water Feature Maintenance Contract

Ms. Wingo presented the BR & D Landscape Water Feature Maintenance Contract to the Board for approval. After discussion, upon motion duly made by Director Zielinski, seconded by Director Williams, and upon vote unanimously carried, the Board approved the BR & D Landscape Water Feature Maintenance Contract.

Bruz Food Truck Parking

Ms. Wingo provided an update to the Board, noting that the concrete had been installed and that additional painting may be needed.

Lighting Update

Ms. Wingo informed the Board that she is tracking complaints associated with street lights not working. Mr. Scherman informed the Board that there had been an issue with Xcel billing a single homeowner for a row of streetlights. The meter for those streetlights had to be removed and Brookfield as working with Xcel to correct the issue and get the streetlights back up and running.

**Approval of September 17, 2019
Special Meeting Minutes**

Ms. Grina presented the September 17, 2019 meeting minutes to the Board. Following discussion, upon motion duly made by Director Zielinski, seconded by Director Delp, and upon vote unanimously carried, the Board approved the minutes.

Legal Matters

Consider Adoption of 2020 Annual Administrative Resolution

Ms. Grina presented the 2020 Annual Administrative Resolution to the Board. Following discussion, upon motion duly made by Director Williams, seconded by Director Clark, and upon vote unanimously carried, the Board approved the 2020 Annual Administrative Resolution, as amended to reflect that the District's regular meetings will be held on the third Tuesday of February, May, August and November.

Consider Adoption of Resolution Calling May 2020 Director Election

Ms. Grina presented the Resolution Calling May 2020 Director Election to the Board. Following discussion, upon motion duly made by Director Williams, seconded by Director Delp, and upon vote unanimously carried, the Board approved the Resolution Calling May 2020 Director Election.

Consider Adoption of Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges

Ms. Grina presented the Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges to the Board. Following discussion, upon motion duly made by Director Zielinski, seconded by Director Petro, and upon vote unanimously carried, the Board approved the Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges.

Consider Approval of Amended and Restated Public Records Request Policy

Ms. Grina presented the Amended and Restated Public Records Request Policy to the Board. Following discussion, upon motion duly made by Director Williams, seconded by Director Petro, and upon vote unanimously carried, the Board approved the Amended and Restated Public Records Request Policy.

Consider Approval of Agreement with LT Environmental, Inc. for Detention Pond Inspection and Maintenance Services

Ms. Grina presented the Agreement with LT Environmental, Inc. to the Board. Following discussion, upon motion duly made by Director Clark, seconded by Director Petro, and upon vote unanimously carried, the Board approved the Agreement with LT Environmental, Inc..

Insurance Matters

Consider Approval of Property and Liability Insurance Limits and Deductibles

Ms. Grina informed the Board that the 2020 renewal proposals from the Special District Property and Liability Pool had not yet been received. Following discussion, upon motion duly made by Director Zielinski, seconded by

Director Williams, and upon vote unanimously carried, the Board the Board instructed Ms. Grina to work to finalize the District's property schedule and bind the same liability limits as 2019, subject to final approval by the Board via an email vote once the 2020 proposal comes through.

Financial Matters

Consider Approval of Payables and Acceptance of Financials

Ms. Johanns presented the current claims to the Board for consideration. Following discussion, upon motion duly made by Director Clark, seconded by Director Petro, and upon vote unanimously carried, the Board ratified the claims. Following discussion, upon motion duly made by Director Williams, seconded by Director Petro, and upon vote unanimously carried, the Board approved the payables. Following discussion, upon motion duly made by Director Clark, seconded by Director Williams, and upon vote unanimously carried, the Board accepted the financial statements through September 30th as presented.

Consider and Discuss Re-Issuance/Revision of 2018 Audits

Ms. Johanns discussed the 2017 and 2018 audits with the Board, noting that they reflected an incorrect liability because they recognized more advances than permitted under the Service Plan. This has been corrected in the Districts 2019 financials. Going forward, the District's auditor and accountant recommend a restatement of the beginning fund balance for the 2019 audit with a notation as to the correction.

2019 Budget Amendment Hearing

Director Zielinski opened the public hearing on the 2019 Budget Amendment at 7:21 pm. Ms. Grina noted that notice for the public hearing was made in accordance with the applicable Colorado statutes. No written objections were received prior to the public hearing. There was no public comment.

Mw. Johanns presented the amended 2019 budget to the Board and answered questions. Director Zielinski closed the public hearing at 7:23 pm.

Following discussion, upon motion duly made by Director Clark, seconded by Director Williams, and upon vote unanimously carried, the Board amended the 2019 Budget for the Capital Fund to \$550,000.

2020 Budget Hearing

Director Zielinski opened the public hearing on the 2020 Budget at 7:241 pm. Ms. Grina noted that notice for the public hearing was made in accordance with the applicable Colorado statutes. No written objections were received prior to the public hearing. There was no public comment.

Mw. Johanns presented the 2020 budget to the Board and answered questions. Director Zielinski closed the public hearing at 7:25 pm.

Following discussion, upon motion duly made by Director Clark, seconded by Director Williams, and upon vote unanimously carried, the Board approved the 2020 Budget, as amended, and adopted a resolution to certify 5.505 mills for operating and 49.558 mills for debt service.

Other Business

Discuss Little Free Libraries Program

Ms. Wingo presented the proposal received for the Little Free Library program. Following discussion, upon motion duly made by Director Zielinski, seconded by Director Petro, and upon vote unanimously carried, the Board directed Ms. Wingo to proceed with the project.

Adjourn

There being no further business to come before the Board and upon motion duly made and seconded, 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