

MINUTES OF A SPECIAL MEETING OF THE BOARD
OF DIRECTORS

OF

MIDTOWN AT CLEAR CREEK METROPOLITAN
DISTRICT

Held: Tuesday, February 16, 2021 at 6:00 p.m.
Via Zoom Video Conferencing.

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
Travis Tully
Sam Delp

Also present were Eve M.G. Velasco, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; Desiree Wingo, MSI, District Manager; Kimberly Johanns, Simmons and Wheeler, P.C., District Accountant; Barrett Marrocco, Independent District Engineering Services, LLC, District Engineer; Shannon Robbins and Matt Haley, Brookfield Residential; Courtney Kramer, District Litigation Counsel; Michelle Simutis, David Smith and Kate Farmer, Committee Chairs; and members of the public.

Call to Order/Declaration of Quorum

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

Director Disclosures

Ms. Velasco advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Velasco reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of 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. Ms. Velasco 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 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 amended.

Public Comment

Mr. Chad Wagner, resident, raised the issue of decorative lighting that is not working in the median on the boulevard and asked the Board to work towards correcting the issue. The Board requested that Ms. Wingo investigate and provide an update.

Committee Reports

Social Committee

Ms. Simutis informed the Board that the Social Committee is not currently planning events due to the COVID-19 pandemic, but hopes to be able to plan an event for July 4th.

Landscape Committee

Mr. Smith presented to the Board that the Committee is reaching out to residents to request that they remove tree stakes on their properties. He also presented an update on the progress in establishing perennial planting beds throughout the community.

Communications Committee

The Board authorized resident involvement in drafting the community newsletter.

Garden Committee

Ms. Farmer presented a report to the Board, requesting the Board's review and approval of a revised Garden Plot Rental Agreement, shrub removal and replacement project, and the switch to a Community Farmer's Market program. The Board requested that legal counsel review the revised Garden Plot Rental Agreement and finalize the same with the Committee. The Board approved the shrub removal project, conditioned on (1) the Committee volunteers signing a waiver prior to participating, (2) the Committee utilizing the Colorado Utility Locate process, and (3) the Committee coordinating with BrightView regarding impacted irrigation lines. Ms. Farmer informed the Board that the Committee's Garden Card program brought in significantly less revenue in the 2020 season due to the COVID-19 pandemic's impact on local businesses. As a result, the Committee determined to change to a Community Farmer's Market program.

Discuss Timing of Maintenance or Repairs in Community Garden Area

Ms. Farmer presented the Committee's request that the Board ensure that any maintenance on the Community Garden be completed well ahead of the growing season. Ms. Wingo confirmed that no maintenance is anticipated during the growing season.

Executive Session for the purposes of receiving legal advice pursuant to Section 24-6-402(4)(b), C.R.S. as it relates to litigation in the Sinclair case.

Upon a motion duly made and seconded, followed by an affirmative vote of at least two-thirds of the quorum present, the Board entered into executive session at 6:35 p.m. for the purpose of receiving legal advice on matters related to the Sinclair litigation case pursuant to Section 24-6-402(4)(b), C.R.S..

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of legal counsel to the District, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Also pursuant to Section 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session. The Board reconvened in regular session at 6:50 p.m.

Discuss Bond Refinancing

Director Clark presented an overview and background of the District's current outstanding debt and tax rate status, noting that the District's tax rate is mostly dedicated to debt service and the District's tax base is growing. He noted that many are anticipating that Congress may change the law to allow tax-exempt refinancing, which was eliminated by a change in the law in 2017. If that occurs, Director Clark expects that the District's refinancing options would be significantly more favorable. The Board engaged in discussion about the process of refinancing, including whether to engage a Financial Advisor and solicit competitive bids from investment bankers. The Board determined to revisit this issue at a later date.

Administrative Matters

Approval of November 17, 2020 Meeting Minutes

The Board reviewed the minutes from the November 17, 2020 meeting. Following discussion, upon a motion duly made and seconded, the Board approved the minutes.

Discuss Process for Approval of Third Party Requests for Agenda Additions The Board discussed implementing an approval process for considering requests from third parties to add items to the District’s agendas. The Board determined that Director Williams, as the Board President, may consider the requests and determine whether to add items to the agenda.

Financial Matters

Consider Approval of Payables and Claims Ms. Johannis presented the payables and claims to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the payables and claims.

Consider Acceptance of Financial Statement Ms. Johannis presented the Financial Statement to the Board. Following discussion, upon a motion duly made and seconded, the Board accepted the Financial Statements.

Discuss CTF Revenue Report Ms. Johannis presented the CTF Revenue Report to the Board. No action was needed by the Board.

Developer’s Report

Ms. Robbins presented background on the large park parcel in Filing 12 in the western portion of the District and provided an update on Brookfield’s discussions with Hyland Hills Park and Recreation District regarding ownership of the park. The Board noted that this discussion had been ongoing for some time and requested detail on Hyland Hills’ plans regarding the amenities and layout of the park. Ms. Robbins noted that Brookfield plans to enter into a Memorandum of Understanding (MOU) with Hyland Hills regarding the construction of the park. The Board discussed whether the District should also be included in the MOU at this time or at a future date. The Board requested detail on the plans for the park and requested that Brookfield gather community input on Hyland Hills’ plans for the park. Ms. Robbins also provided an update on the status of building and sales in Filing 11.

Infrastructure Matters

Discuss Infrastructure Acquisition Report #6 Mr. Marrocco presented the Engineer’s Report to the Board and recommended initial acceptance of the Filing 8 Alleys, with receipt of the as-built drawings and Design Engineer’s Certifications and correction of the punch list items as conditions to final acceptance.

Consider Approval of Addendum to Agreement with IDES The Board engaged in a general discussion regarding the Addendum to Agreement with IDES. Following discussion,

upon a motion duly made and seconded, the Board approved the addendum to the agreement.

Legal Matters

Consider Adoption of Resolution Regarding Initial Acceptance of Public Improvements (IA Report #6)

The Board engaged in a general discussion regarding the Resolution Regarding Initial Acceptance of Public Improvements (IA Report #6). Following discussion, upon a motion duly made and seconded, the Board adopted the resolution on the condition that the final acceptance is included in the Engineer's Certification.

Consider approval of letter regarding lost instruments for released bonds

The Board engaged in a general discussion regarding the letter regarding lost instruments for released bonds. Following discussion, upon a motion duly made and seconded, the Board approved the letter.

Consider Approval of Agreement with WSP USA Inc. for Detention Pond Maintenance Services

The Board engaged in a general discussion regarding the Agreement with WSP USA Inc. for Detention Pond Maintenance Services. Following discussion, upon a motion duly made and seconded, the Board approved the agreement.

Discuss Sanitary Sewer Maintenance Services and Contractor

Ms. Velasco presented the scope of services for sewer maintenance required under the Intergovernmental Agreements with the sanitation districts and answered questions from the Board. The Board approved payment to Ramey for the maintenance services performed. The Board requested Ms. Wingo obtain the information and mapping necessary to obtain a proposal from another sewer maintenance contractor and discussed revisions to the scope of services to require advance notice of major maintenance projects and a summary of anticipated annual charges for budgeting purposes.

District Manager's Report

Financial Items

The Board reviewed the October-December checks and October-January invoices. Following discussion, upon a motion duly made and seconded, the Board approved the checks and invoices.

New Business

Ms. Wingo provided a Grounds Update and presented related proposals to the Board. Following discussion, upon a motion duly made and seconded, the Board approved the following proposals:

- Tree Stake Removal for Townhomes in the amount of \$1,053.26
- Tree Stake Removal in the amount of \$495.61
- Debris Removal for 66th Ave-Native Area/Service Road Area in the amount of \$640.46
- Winter Watering in the amount of \$1,908.62

The Board engaged in a general discussion regarding the water feature. Following discussion, upon a motion duly made and seconded, the Board determined to open a water feature on scheduled as presented.

Ms. Wingo provided an updated on Bon Bons to the Board, noting that the business has requested a lease termination from the property owner.

Homeowner Requests

Ms. Wingo presented updates on political signs, Brookfield sign maintenance, East Side Dog Park improvement, debris throughout community, fencing covenant violation concerns, lighting throughout the community, security concern due to increased vandalism and increased accidents/police reports filed/property damage.

Maintenance Update

Ms. Wingo provided an overview on the maintenance updates on the various work orders.

Covenant Enforcement

Ms. Wingo presented options to the Board regarding timing of proceeding with a covenant enforcement action concerning a failure to maintain the front yard. Following discussion, the Board instructed legal counsel to proceed with filing the complaint.

Other Business

Next Regular Meeting – May 18th, 2021

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.

Travis Tully
Travis Tully (May 24, 2021 14:51 MDT)

Secretary for the Meeting

**ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Midtown at Clear Creek Metropolitan District, I attended the executive session meeting Midtown at Clear Creek Metropolitan District convened at 6:50 PM and February 16, 2021 for the sole purpose of discussing the Sinclair litigation case as authorized by Section 24-6-402(4)(b), C.R.S.. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.



Eve M. G. Velasco, Esq.

Midtown at Clear Creek MD - Meeting items for Signature

Final Audit Report

2021-05-24

Created:	2021-05-24
By:	Rose Vallesio (rvallesio@wbapc.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAGUiv3E4QE0yvCv_vfH16m8ipvK-t7Jup

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-  Document created by Rose Vallesio (rvallesio@wbapc.com)
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-  Document emailed to Rachel Williams (rew74@yahoo.com) for signature
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-  Document e-signed by Travis Tully (travisntully@gmail.com)
Signature Date: 2021-05-24 - 8:51:59 PM GMT - Time Source: server- IP address: 97.118.16.53
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