

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENVER CONNECTION WEST METROPOLITAN DISTRICT (THE “DISTRICT”) HELD MAY 26, 2020

A special meeting of the Board of Directors of the Denver Connection West Metropolitan District (referred to hereafter as the “Board”) was convened on Tuesday, May 26, 2020, at 6:00 p.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held by conference call. The meeting was open to the public via conference call.

Directors In Attendance Were:

Marc Robson
Tina Woodard
Craig Wagner
Rafael Martinez
Jeff McGovern

Also In Attendance Were:

Peggy Ripko; Special District Management Services, Inc. (“SDMS”)

Elisabeth Cortese, Esq.; McGeady Becher P.C.

Kim Fiore; Independent District Engineering Services LLC (“IDES”)

Yelena Primachenko; CliftonLarsonAllen LLP

Public In Attendance Were:

Brian Luceveleli, Travis Olson, Mel Cagle, Vicki Kanon, Mr. Kanon, Barbara Stinson, Bob Giovanie, Tyler Atwood, Cara Wolfe, Rachelle, Weigold, Brianne Violes, Christopher Gabriel, Jolena Jimenez, Andy Montoya, Ron Papsdorf and Angela Papsdorf

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

The Board noted a quorum was present and discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in

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accordance with statute. It was noted by Attorney Cortese that disclosures of potential conflicts of interest were filed with the Secretary of State for Directors Wagner and McGovern, and no additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the proposed Agenda for the District's special meeting.

Following discussion, upon motion duly made by Director Woodard, seconded by Director Robson and, upon vote, unanimously carried, the Agenda was approved, as amended.

Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, the Board noted that due to concerns regarding the spread of COVID-19 and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held by conference call. The Board further noted that notice of the meeting with the conference call information was duly posted and that it had not received any objections to the format of the meeting or any requests that the meeting format be changed by taxpaying electors within the District's boundaries.

Results of May 5, 2020 Regular Election: Ms. Ripko discussed with the Board the results of the May 5, 2020 Regular Election for Directors ("Election"). It was noted that the Election was cancelled, as permitted by statute as there were not more candidates than seats available, and that Directors Woodard, Martinez, and Robson were deemed elected to three-year terms ending in 2023.

Confirmation of Filing Oaths: Ms. Ripko confirmed with the Board that the Oaths of Director for the newly deemed elected Directors have been filed with the required agencies.

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Robson, seconded by Director Woodard and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Marc Robson
Treasurer	Rafael Martinez
Secretary	Peggy Ripko
Assistant Secretary	Jeff McGovern
Assistant Secretary	Tina Woodard
Assistant Secretary	Craig Wagner

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PUBLIC COMMENTS

There were several questions regarding landscape, construction dumpsters, pet waste, Denver Park opening, and the ARC timeline. Ms. Ripko answered the questions.

CONSENT AGENDA

The Board considered the following actions:

- Review and approve Minutes of the February 25, 2020 Regular Meeting.
- Ratify approval of Second Amended and Restated Design and Landscape Guidelines.

Following discussion, upon motion duly made by Director McGovern, seconded by Director Robson and, upon vote unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above actions.

FINANCIAL MATTERS

Claims: The Board considered the ratification of approval of the payment of claims as follows:

Fund	Period Ending Feb. 19, 2020	Period Ending Mar. 26, 2020	Period Ending Apr.- May 8, 2020
General	\$ 14,368.32	\$ 44,945.31	\$ 27,195.26
Debt	\$ -0-	\$ -0-	\$ -0-
Capital	\$ 32,195.69	\$ 983.15	\$ 3,826.50
Special Revenue	\$ 33,214.27	\$ 20,369.13	\$ 19,661.64
Total	\$ 79,778.28	\$ 66,297.59	\$ 50,683.40

Following discussion, upon motion duly made by Director McGovern, seconded by Director Woodard and, upon vote unanimously carried, the Board ratified approval of the payment of claims, as presented.

Financial Statements, Schedule of Developer Advances, Property Tax Reconciliation, and Schedule of Cash Position: Ms. Primachenko presented to the Board the unaudited financial statements dated March 31, 2020, schedule of developer's advances, updated March 31, 2020, property tax reconciliation 2020, and schedule of cash position statement ending March 31, 2020, updated as of May 11, 2020.

Following review and discussion, upon motion duly made by Director Robson, seconded by Director Martinez and, upon vote unanimously carried, the Board accepted the unaudited financial statements dated March 31, 2020, schedule of developer's advances, updated March 31, 2020, property tax reconciliation 2020, and schedule of cash position statement ending March 31, 2020, updated as of May 11, 2020.

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2019 Audit: Ms. Primachenko reviewed the 2019 draft Audited Financial Statements with the Board.

Following review and discussion, upon motion duly made by Director Robson, seconded by Director Woodard and, upon vote, unanimously carried, the Board approved the 2019 Audited Financial Statements and authorized execution of the Representations Letter.

CONSTRUCTION MATTERS

HUB Facility:

Task Order No. 2 to Master Services Agreement (“MSA”) with Godden Sudik for Additional Services: The Board deferred discussion.

MW Golden Contract: The Board noted that the final walkthrough must be done before September 21, 2021.

Thoutt Bros Concrete Contractors, Inc. Contract: The Board noted that the final walkthrough must be done before January 16, 2022.

W.L. Contractors, Inc. Contract: The Board noted that the final walkthrough must be done before August 17, 2020.

Slaton Brothers, Inc. Contract: The Board noted that the final walkthrough must be done before August 30, 2020.

Chato Concrete, LLC Contract: The Board noted that the final walkthrough must be done before February 27, 2021.

Brightview Landscaping Development, Inc. Contract: The Board noted that the final walkthrough must be done before October 22, 2021.

Task Order No. 7 to the Master Service Agreement (“MSA”) with IDES for Final Walkthroughs and Final Acceptance for 2020: The Board discussed Task Order No. 7 to the MSA with IDES for final walkthroughs and final acceptance for 2020.

Following discussion, upon motion duly made by Director Robson, seconded by Director Woodard and, upon vote unanimously carried, the Board approved Task Order No. 7 to the MSA with IDES for final walkthroughs and final acceptance for 2020 in the amount of \$9,000.00.

Cost Certification Report No. 23: Ms. Fiore presented to the Board Cost Certification Report No. 23.

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Following discussion, upon motion duly made by Director McGovern, seconded by Director Martinez and, upon vote unanimously carried, the Board accepted Cost Certification Report No. 23 in the amount of \$80,079.84.

Extension of Time for Fencing and Landscaping Due to the Impact of the COVID-19 Pandemic: Ms. Ripko discussed an extension of time for fencing and landscaping due to the impact of COVID-19 pandemic.

Following discussion, the Board determined to have the ARC Committee make decisions on a case-by-case basis.

Fencing needed on Green Valley Ranch Boulevard: The Board discussed fencing needed on Green Valley Ranch Boulevard.

Following discussion, upon motion duly made by Director Woodard, seconded by Director McGovern and, upon vote unanimously carried, the Board formed a committee to review the options for a fence on Green Valley Ranch Boulevard.

LEGAL MATTERS

Bill of Sale and Assignment of Warranties between William Lyon Homes, Inc. as Grantor and District as Grantee for the HUB, Pool, and Related Public Improvements: The Board deferred discussion at this time.

Special Warranty Deed between William Lyon Homes, Inc. as Grantor and District as Grantee, Lot 1, Block 9, Denver Connection West-Filing No. 1, City and County of Denver, Colorado: The Board deferred discussion at this time.

Additional Insurance Coverage for the District's Newly Acquired Public Improvements and Real Property: The Board deferred discussion at this time.

POOL AND HUB OPERATIONS

Pool Opening with Regards to COVID-19: The Board discussed the pool opening with regards to COVID-19.

It was noted that the Board is in the process of hiring pool staff and establishing a reservation system, in the event the Board determines to open the pool.

COVENANT ENFORCEMENT/ DESIGN REVIEW

Community Manager's Report: Ms. Ripko discussed with the Board the Community Manager's Report.

Violation Report: The Board discussed the Violation Report.

Maintenance Map: The Board discussed the Maintenance Map.

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HOA Regulations in Place Regarding Trash Cans: The Board discussed HOA Regulations in place regarding trash cans.

Design Review Committee (“DRC”):

Update from DRC Committee: The DRC Committee provided an update to the Board.

DRC Membership: The Board discussed DRC Membership.

Potential Appointments of Tyler Atwood, Garrett Compton, Jennifer Keen, and Trent MacDonald to the DRC Committee: The Board reviewed the potential appointments of Tyler Atwood, Garrett Compton, Jennifer Keen, Trent MacDonald, and an additional member to be appointed by Taylor Morrison to the DRC.

Following review and discussion, upon motion duly made by Director McGovern, seconded by Director Wagner and, upon vote unanimously carried, the Board approved the appointments of Tyler Atwood, Garrett Compton, Jennifer Keen, Trent MacDonald, and an additional member to be appointed by Taylor Morrison to the DRC. Director Martinez will service as a liaison from the Board.

Social Committee:

Update from Social Committee: There was no report.

OTHER BUSINESS MATTERS

There was no other business for discussion at this time.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Robson, seconded by Director McGovern and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By Peggy Ripko
Secretary for the Meeting

DENVER CONNECTION WEST METRO DISTRICT

Board Meeting Project Status

May 2020



Project Work

Cost Certification

- Cost Certification #23 - \$80,079.84

Construction Contract Documents

Contractor Contracts

- Final Walkthroughs need to be done before:
 - **WL Contractors 8/17/20**
 - **Slaton Brothers 8/30/20**
 - Chato's Concrete 2/27/21
 - Brightview Landscape 10/22/21
 - MW Golden 9/21/21
 - Thoutt Brothers 1/16/22

Consultant/Vendor Agreements

Consultant/Vendor Task Orders

- IDES
 - Task Order 7 – \$9,000.00 – Final Walkthroughs and Final Acceptance assistance for 2020
- Godden Sudik
 - Task Order 2 – Additional Services – \$15,335.00 – Already overbilled by \$2,415.56