

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE DENVER CONNECTION WEST METROPOLITAN DISTRICT (THE “DISTRICT”) HELD SEPTEMBER 27, 2022

A Regular Meeting of the Board of Directors of the District (referred to hereafter as the “Board”) was convened on Tuesday, September 27, 2022 at 6:00 p.m. This District Board meeting was held by Zoom. The meeting was open to the public via Zoom.

Directors In Attendance Were:

Marc Robson
Jeff Hall
Tina Woodard
Shawn Hampleton

Also In Attendance Were:

Elisabeth A. Cortese, Esq. and Suzanne Meintzer, Esq.; McGeady Becher P.C.

Jason Carroll; CliftonLarsonAllen LLP (for a portion of the meeting)

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

Jerry Jacobs, Brittany Barnett, Cristina Madrigal, and Shanda Flores; Timberline District Consulting, LLC (“Timberline”)

Cara Wolfe; District Resident and Social Committee Member

Public In Attendance Were:

Mel Cagle, Samantha Burns; Brenda Melger; Brian Luchevelili; Stacia; Rebecca Elizondo; Breanne; Rigo; Chris Urais

**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. No disclosures were made, and it was noted that all Directors are residents of the District.

**ADMINISTRATIVE
MATTERS**

Agenda: The Board reviewed the Agenda for the District’s Regular Meeting.

Following discussion, upon motion duly made by Director Hampleton, seconded by

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Director Woodard and, upon vote, unanimously carried, the Board approved the Agenda, 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 this District Board meeting was held by Zoom. The Board further noted that notice of this meeting and the conference/video access 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 taxing electors within the District's boundaries.

Termination of Engagement of SDMS: Attorney Cortese noted that the Board directed District Counsel to send out a Request for Proposal ("RFP") for District and Community Management Services, that responses to the RFP were received and the Board conducted interviews in work sessions. Following discussion, upon motion duly made by Director Robson, seconded by Director Hall and, upon vote, unanimously carried, the Board ratified approval of the Termination of engagement of SDMS for District and Community Management Services.

Engagement of Timberline: Attorney Cortese noted that the Board previously approved the engagement of Timberline for District and Community Management Services at the September 13, 2022 Special Meeting. The Board discussed the transition of services.

Resignation of Secretary: Following discussion, the Board acknowledged the resignation of Matt Cohrs as Secretary of the Board.

Rescission of Board Appointment: Following discussion, the Board acknowledged that Samantha Burns rescinded her application to be appointed to the Board and noted an Oath of Director was neither taken nor filed.

Appointment of Director: Director Hall motioned to appoint Jack Kroll to the Board of Directors; there was no second and the motion did not pass. The Board directed Timberline to note the Board vacancy on the District's website and to send an email blast.

Appointment of Officers: Following discussion, upon motion duly made by Director Woodard, seconded by Director Hambleton and, upon vote, unanimously carried, the Board appointed the following slate of officers:

President: Mark Robson
Secretary: Tina Woodard
Treasurer: Jeff Hall

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Assistant Secretary: Shawn Hampleton

Minutes: The Board reviewed the Minutes of the July 26, 2022 Regular Meeting, September 13, 2022 Special Meeting and September 13, 2022 Work Session.

Following discussion, upon motion duly made by Director Robson, seconded by Director Hampleton and, upon vote, unanimously carried, the Board approved the Minutes of the July 26, 2022 Regular Meeting, September 13, 2022 Special Meeting and September 13, 2022 Work Session.

Translation of District Communications: The Board discussed the translation of District Communication and directed Timberline to work with District Counsel regarding gathering information and/or proposals for translation services for the November 2022 meeting.

Transition of District / Community Management Services: The Board, Ms. Ripko, and Timberline discussed transition items, including transfer of website information, documents, and covenant control items. Timberline will send postcard and email blast to community with their contact information. Ms. Madrigal at Timberline will collaborate with Director Woodard on HUB scheduling / reservation calendar. Following discussion, the Board established a Transition Committee and appointed Directors Woodard and Robson to same.

PUBLIC COMMENTS

Public comment took place throughout the meeting, as indicated in these minutes.

FINANCIAL MATTERS

Claims: Mr. Carroll presented the claims as follows: \$12,191.50 in automatic e-payments; \$87,759.67 through September 1, 2022; and \$48,520.27 through September 22, 2022.

Following discussion, upon motion duly made by Director Robson, seconded by Director Hall and, upon vote, unanimously carried, the Board ratified and/or approved, as appropriate, the payment of claims as presented.

Unaudited Financial Statements and Schedule of Cash Position: Mr. Carroll reviewed with the Board the unaudited financial statements, dated August 31, 2022, property tax reconciliation, and the schedule of cash position, dated August 31, 2022, updated as of September 20, 2022. Mr. Carroll reviewed line-item budget categories that are nearing, or already over, 2022 budgeted amounts, but also noted that overall, expenditures are within the total budget. Mr. Carroll noted uncollected taxes in the amount of \$32,230 and will work with the City and County of Denver to obtain an updated list of unpaid taxes for the November 2022 Board meeting.

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Following discussion, upon motion duly made by Director Robson, seconded by Director Woodard and, upon vote, unanimously carried, the Board accepted the unaudited financial statements, dated August 31, 2022, property tax reconciliation, and the schedule of cash position, dated August 31, 2022, updated as of September 20, 2022.

2023 Budget: Timberline will work with the Board and CLA to schedule a Budget workshop work session.

LEGAL MATTERS

City Park:

Term Sheet for an Intergovernmental Agreement Regarding Construction, Funding, Reimbursement and Acquisition of City Park (Tract A, Avion at Denver Connection) with the City and County of Denver (the "City"): Attorney Cortese discussed with the Board the status of the Term Sheet for an Intergovernmental Agreement Regarding Construction, Funding, Reimbursement and Acquisition of City Park (Tract A, Avion at Denver Connection) with the City, noting she had just received comments from the City late last week.

Letter Agreement with William Lyon Homes, Inc. regarding the construction and installation of public improvements on Tract A, Denver Connection West – Filing No. 1 (the City Park): Attorney Cortese reported to the Board that the Letter Agreement with William Lyon Homes contemplated the District accepting the tracts within the community on an "as-is" basis. Taylor Morrison will contribute \$2,000,000 for City park funds plus \$200,000 for public art funds to the District for the Park, and they will forgive the principal and interest under the operations and capital funding agreements in connection with the termination of same. Attorney Cortese also noted that Tract A should be conveyed to the City and the City will issue a construction license to the District to construct the park, with work estimated to start in Spring 2023.

Subordinate General Obligation Bonds, Series 2022B₍₃₎: Attorney Cortese noted that District Counsel had spoken to D.A. Davidson & Co. regarding the City's comments on the Term Sheet, and that the subordinate bonds would likely issue in early 2023 given the ongoing negotiations with the City.

District's Acquisition of Certain Property from William Lyon Homes, Inc.:

Satisfaction and Termination of Operation Funding and Capital Funding Agreements between the District and William Lyon Homes, Inc.: Attorney Cortese reported as noted above.

Special Warranty Deed from William Lyon Homes, Inc. for Lot 1, Block 9; Tracts B

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through H, inclusive; Tracts J through N, inclusive; Tracts P through AA, inclusive; and Tract CC, Denver Connection West – Filing No. 1, City and County of Denver, State of Colorado: Attorney Cortese reported as noted above.

Public comments: Stacia and Brenda Melger asked questions about the timing of the City park and whether the community would be involved in the design process. Attorney Cortese reported that General Counsel would attempt to have a kickoff call with the City and consultants for a report to the Board at the November meeting. Ms. Melger requested a written status update and Attorney Cortese noted that when the District was able to provide more specific information, it would do so.

OPERATIONS AND MAINTENANCE

HUB and Pool Operations and Staffing: The Board directed Timberline to research and engage pool service providers, both pool management and security services, early in 2023 to have consultants in place prior to the 2023 pool season. Following discussion, the Board established a HUB / Pool Committee and appointed Directors Hamleton and Woodard to same.

Change Order No. 2 to Service Agreement for Snow Removal Services between the District and Landtech Contractors, Inc. (“Change Order No. 2”): The Board reviewed Change Order No. 2 for 2022/2023 Snow Removal Services.

Following discussion, upon motion duly made by Director Robson, seconded by Director Hall and, upon vote, unanimously carried, the Board approved Change Order No. 2 for 2022/2023 Snow Removal Services.

Landscape Maintenance Services: The Board discussed landscape maintenance services with Landtech Contractors, Inc. and Director Robson noted the current term for services expires on September 30, 2022.

Following discussion, upon motion duly made by Director Hall, seconded by Director Robson and, upon vote, unanimously carried, the Board approved Change Order No. 1 to the Service Agreement for Landscape Maintenance Services with Landtech Contractors, Inc. to extend services through November 30, 2022.

Proposal for Aeration Services: Attorney Meintzer presented the proposal from Landtech Contractors, Inc. for fall aeration services.

Following discussion, upon motion duly made by Director Hall, seconded by Director Robson and, upon vote, unanimously carried, the Board approved Change Order No. 2 to the Service Agreement for Landscape Maintenance Services with Landtech Contractors, Inc. for fall aeration services.

The Board directed Timberline to contact Landtech Contractors, Inc. for landscaping

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items and proposals for 2023 services.

COVENANT ENFORCEMENT / DESIGN REVIEW

Violation Report: Ms. Ripko informed the Board that SDMS is closing out all violations through SDMS and Timberline would start new with violations.

Covenant Enforcement Policies and Procedures: Discussion deferred.

Architectural Review Committee (“ARC”):

Director Robson stated that Mr. Bongiovanni has design review documents that he would like to transition to Timberline.

Social Committee:

Ms. Wolfe reported that Social Committee activities were anticipated to come in under budget for 2022, and that she anticipated the Social Committee would request a \$16,000 - \$20,000 budget for 2023.

OTHER BUSINESS

Annual Meeting: Attorney Cortese reported that the Service Plan required publication of an annual meeting notice and confirmed that notice was published for this meeting to meet the Service Plan requirement.

ADJOURNMENT

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

Respectfully submitted,

By Tina Woodard
Secretary for the Meeting