

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
DENVER CONNECTION WEST
METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
MARCH 26, 2024**

A regular meeting of the Board of Directors of the District (referred to hereafter as the “Board”) was convened on Tuesday, March 26, 2024, 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:

Jeffery Hall, President
Tina Woodard, Secretary
Shawn Hampleton, Treasurer

Also In Attendance Were:

Elisabeth A. Cortese, Esq. (for a portion of the meeting), Suzanne Meintzer, Esq., and Eric Trout, Esq.; McGeady Becher P.C.
Laci Knowles; D.A. Davidson & Co. (for a portion of the meeting)
Jerry Jacobs and Shanda Flores; Timberline District Consulting, LLC (“Timberline”)
Public: Marc Robson (resident and Board Candidate); Rachelle; Tye Brown; Genevieve (for a portion of the meeting); Brenda (for a portion of the meeting)

**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 Hall, seconded by 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), of the Colorado Revised Statutes (“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

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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.

Minutes: The Board reviewed the Minutes of the February 27, 2024 Special Meeting. Following discussion, upon motion duly made by Director Hamleton, seconded by Director Woodard, and upon vote unanimously carried, the Board approved the Minutes of the February 27, 2024 Special Meeting.

Appointment of Director and Appointment of Officers: The Board discussed the vacancies on the Board and Marc Robson expressed his interest in joining the Board. Following discussion, upon motion duly made by Director Hall, seconded by Director Woodard, and upon vote unanimously carried, the Board appointed District resident Marc Robson to the Board. The Board discussed the appointment of officers. Following discussion, upon motion duly made by Director Hall, seconded by Director Woodard, and upon vote unanimously carried, the Board determined to keep the same slate of officers and appointed Director Robson as Assistant Secretary. Director Hall administered an oral Oath of Office to Director Robson. It was noted that the written Oath of Director would be circulated after the meeting for execution.

PUBLIC COMMENTS

None.

LEGAL MATTERS

EXECUTIVE SESSION: Pursuant to Sections 24-6-402(4)(a), (b) and (e), C.R.S., upon motion duly made by Director Hamleton, seconded by Director Woodard, and upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 6:09 p.m. for the sole purpose of receiving legal advice related to negotiations regarding: 1) Avion Park Funding Agreement and 2) Limited Property Tax Supported Special Revenue Bonds, Series 2024, as authorized by Section 24-6-402(4)(b) and (e), C.R.S. Furthermore, pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record or electronic recording will be kept of those portions of the executive session that, in the opinion of the Board's attorney, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Following discussion, upon motion duly made by Director Hamleton, seconded by Director Woodard, the Board reconvened in regular session at 6:52 p.m.

Avion Park Funding Agreement: Following discussion, the Board directed District Counsel to continue negotiations of the Avion Park Funding Agreement between the District and the City.

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Limited Property Tax Supported Special Revenue Bonds, Series 2024:

Following discussion, the Board directed D.A. Davidson & Co. to run potential bond structure scenarios.

Attorney Cortese and Ms. Knowles left the meeting.

FINANCIAL MATTERS

Financial Statements and Schedule of Cash Deposits and Investments: Mr.

Jacobs reviewed the unaudited Financial Statements for the periods ending December 31, 2023 and January 31, 2024, and Schedule of Cash Deposits and Investments dated January 31, 2024, updated as of March 14, 2024. Following review and discussion, upon motion duly made by Director Hall, seconded by Director Woodard, and upon vote unanimously carried, the Board accepted the unaudited Financial Statements for the periods ending December 31, 2023 and January 31, 2024, and Schedule of Cash Deposits and Investments dated January 31, 2024, updated as of March 14, 2024.

Claims: The Board reviewed the claims list for the period of January 16, 2024 through March 14, 2024. Following discussion, upon motion duly made by Director Hall, seconded by Director Woodard, and upon vote unanimously carried, the Board ratified approval of the payment of claims for the period of January 16, 2024 through March 14, 2024, in the amount of \$131,816.47.

March 2024 Advance Request and Project Fund Requisition from the District's Limited Tax (Convertible to Unlimited Tax) General Obligation Improvement Loan, Series 2022A-2:

Following discussion, upon motion duly made by Director Hall, seconded by Director Hampton, and upon vote unanimously carried, the Board approved the March 2024 Advance Request.

District Accounting Services: Attorney Meintzer presented, and the Board discussed the proposal from Pinnacle Consulting Group, Inc. ("Pinnacle") for District accounting services. Following discussion, the Board directed District Counsel to obtain references from Pinnacle and provide same to Mr. Jacobs. Mr. Jacobs and Director Hampton will call the references together, and depending upon the references, the Board may ask Pinnacle to attend an interview during a work session.

An executive session was not necessary.

OPERATIONS AND MAINTENANCE

HUB and Pool Matters:

HUB and Pool Staffing: The Board extensively discussed HUB matters.

Fourth Amended and Restated District Facilities Rules and Regulations:

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Following discussion, upon motion duly made by Director Hall, seconded by Director Hambleton, and upon vote unanimously carried, the Board approved the Fourth Amended and Restated District Facilities Rules and Regulations.

Patrolling Security Services at the HUB and pool: The Board discussed security matters and reviewed the proposals from Scout Security LLC and Spear Security, Inc., noting that both companies are licensed by the City and County of Denver. Following discussion, the Board directed Timberline to obtain references from Scout Security LLC.

Security Monitoring Services at the HUB and pool by ETG Systems, Inc. (“ETG”): Ms. Flores reported that the cloud conversion by ETG is scheduled for the end of the week of March 25, 2024, and that ETG is offering training. The Board asked Ms. Flores to ask ETG if they could attend the April 2, 2024 work session at the HUB for an in-person training session.

Change Order No. 3 to Service Agreement for Pool Maintenance Services: Ms. Flores presented and the Board reviewed Change Order No. 3 to the Service Agreement for Pool Maintenance Services with Foothills Facilities Maintenance, LLC for 2024 services (“Change Order No. 3). Following discussion, upon motion duly made by Director Hall, seconded by Director Hambleton, and upon vote unanimously carried, the Board approved Change Order No. 3.

Proposals for Pet Waste Clean-up: Ms. Flores presented, and the Board discussed the proposals from Pet Scoop, Inc. and Doody Calls for a one-time pet waste clean-up. Following discussion, upon motion duly made by Director Hall, seconded by Director Hambleton, and upon vote unanimously carried, the Board approved the proposal from Doody Calls, for \$395.00 for a one-time pet waste clean-up.

The HUB room lighting matter: Director Woodard inquired about a room at The Hub near the grills in which the light does not work. The Board directed Timberline to obtain proposals for repair/replacement of the relay station.

Pool Waivers: Director Hambleton inquired about the required waivers for use of the pool. Ms. Flores reported that the waiver can be completed via Adobe Sign and that Timberline’s software will track the executed waivers. Any households who do not sign the waiver will be denied access to the pool.

Landscape Walk Replacement Areas: Director Hall noted that Timberline had circulated the High Plains Landscape & Water Systems, LLC’s (“High Plains”) landscape walk of replacement areas to the Board, and he felt it was severely deficient.

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Ms. Flores agreed and explained that it was the initial report and she wanted to get it out to the Board. Director Hall requested that High Plains use the landscape design plans from Norris Design, Inc. when the next walk through is done.

COVENANT ENFORCEMENT / DESIGN REVIEW

Community Manager's Report / Violation Report: Ms. Flores summarized her report and the violation report.

Update from Architectural Review Committee ("ARC"): Ms. Flores summarized ARC matters, noting the ARC has been fairly slow. She reported that there are several addresses where residents have installed additional driveway paving that potentially encroaches on either District property or public utility easements.

Update from Social Committee: There was no report provided.

OTHER BUSINESS

Next Work Session: The Board acknowledged the work sessions scheduled for Tuesday, April 2, 2024, from 4:00 to 5:30 p.m. at the HUB and April 23, 2024, at 6:00 p.m., via Zoom.

Next Regular Meeting: The Board confirmed quorum for the next regular Board meeting on Tuesday, May 28, 2024, at 6:00 p.m. via Zoom.

ADJOURNMENT

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

The foregoing record constitutes a true and correct copy of the Minutes of the above-referenced meeting.

Respectfully submitted,

By Tina Woodard
Secretary for the Meeting

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Attorney Statements

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 the Denver Connection West Metropolitan District, I attended the executive session meeting for the Denver Connection West Metropolitan District which convened at 6:09 p.m. and adjourned at 6:52 p.m. on March 26, 2024 for the for the sole purpose of receiving legal advice related to negotiations regarding: 1) Avion Park Funding Agreement and 2) Limited Property Tax Supported Special Revenue Bonds, Series 2024, as authorized by Section 24-6-402(4)(b) and (e), 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)(d.5)(II)(B), C.R.S.

Signed Elisabeth A. Cortese
Elisabeth A. Cortese, Attorney for the District
Dated: March 26, 2024

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 the Denver Connection West Metropolitan District, I attended the executive session meeting for the Denver Connection West Metropolitan District which convened at 6:09 p.m. and adjourned at 6:52 p.m. on March 26, 2024 for the for the sole purpose of receiving legal advice related to negotiations regarding: 1) Avion Park Funding Agreement and 2) Limited Property Tax Supported Special Revenue Bonds, Series 2024, as authorized by Section 24-6-402(4)(b) and (e), 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)(d.5)(II)(B), C.R.S.

Signed Suzanne Meintzer
Suzanne Meintzer, Attorney for the District
Dated: March 26, 2024

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 the Denver Connection West Metropolitan District, I attended the executive session meeting for the Denver Connection West Metropolitan District which convened at 6:09 p.m. and adjourned at 6:52 p.m. on March 26, 2024 for the for the sole purpose of receiving legal advice related to negotiations regarding: 1) Avion Park Funding Agreement and 2) Limited Property Tax Supported Special Revenue Bonds, Series 2024, as authorized by Section 24-6-402(4)(b) and (e), 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)(d.5)(II)(B), C.R.S.

Signed Eric K Trout
Eric Trout, Attorney for the District
Dated: March 26, 2024