

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
DENVER CONNECTION WEST
METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
MAY 28, 2024**

A regular meeting of the Board of Directors of the District (referred to hereafter as the “Board”) was convened on Tuesday, May 28, 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
Marc Robson, Assistant Secretary

Also In Attendance Were:

Elisabeth A. Cortese, Esq. (for a portion of the meeting) and Suzanne Meintzer, Esq.;
McGeady Becher P.C.
Laci Knowles; D.A. Davidson & Co. (for a portion of the meeting)
Jerry Jacobs, Traci McDonald and Shanda Flores; Timberline District Consulting,
LLC (“Timberline”)
Public: Rachelle Weigold (resident and Board Candidate); Andi Chisel; Alexis
Garner; Jack Morgan; Alec; Brian; Brenda Melgar; and Jacob Anderson

**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 Director Hall, 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

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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 taxpaying electors within the District's boundaries.

Minutes: The Board reviewed the Minutes of the March 25, 2024 Regular Meeting and the April 2, 2024 and April 24, 2024 Work Sessions. Following discussion, upon motion duly made by Director Robson, seconded by Director Hall, and upon vote unanimously carried, the Board approved the Minutes of the March 25, 2024 Regular Meeting and the April 2, 2024 and April 24, 2024 Work Sessions.

District Website Accessibility: The Board discussed District website accessibility standards. Attorney Meintzer noted that House Bill 24-1454 extended the accessibility requirement deadline to July 1, 2025, provided that the District shows a "good faith" effort to achieve compliance through maintaining a quarterly report showing steps taken to achieve compliance. Ms. Flores noted that Timberline is working on compliance.

PUBLIC COMMENTS

Ms. Chisel noted problems with opening weekend at the pool related to access issues. She complimented Sheri, Timberline staff who worked at the pool last year, saying she was "awesome." Ms. Flores responded that the Comcast internet was down over the weekend and that pool staff engaged by Timberline did not show up for work.

Brian noted he works for the license and excise department at the City and that the pool does not have a license. Ms. Flores responded that the license application is pending.

Ms. Melgar had questions about the timing of the park. Attorney Cortese responded that the park items were up for discussion on the agenda.

Ms. Garner noted the same issues as Ms. Chisel.

Mr. Morgan had questions about townhome patio repairs. Attorney Meintzer and Mr. Flores directed him to the townhome HOA Board.

Ms. Melgar wanted to know if Board Meetings were recorded, and if not, why not. Attorney Meintzer responded that meeting minutes are the official record, and Director Hall responded that records retention issues for recordings is expensive and problematic.

LEGAL MATTERS

EXECUTIVE SESSION: Pursuant to Sections 24-6-402(4)(a), (b) and (e), C.R.S.,

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upon motion duly made by Director Robson, 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 6:30 p.m. for the sole purpose of receiving legal advice related to negotiations regarding: 1) Avion Park Funding Agreement; 2) Limited Property Tax Supported Special Revenue Loan, Series 2024; and 3) proposals for District accounting services, 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 Robson, seconded by Director Woodard, the Board reconvened in regular session at 7:10 p.m.

Avion Park Funding Agreement: Attorney Cortese summarized the Avion Park Funding Agreement between the District and the City and County of Denver ("City") (the "IGA"), and noted that once submitted, the IGA approval process at the City is at least six weeks because two City Council readings are necessary. Following discussion, upon motion duly made by Director Robson, seconded by Director Hall, and upon vote unanimously carried, the Board authorized District Counsel to submit the IGA to the City for the City Council approval process.

Limited Property Tax Supported Special Revenue Loan, Series 2024: Following discussion, the Board directed D.A. Davidson & Co. to discuss a term sheet with NBH Bank and provide same for the Board's consideration at a June 25, 2024 special meeting. Ms. Knowles noted that the 6-week IGA City Council approval process should be good timing for the District and the loan issuance, targeting an August 2024 closing.

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 period ending March 31, 2024, and Schedule of Cash Deposits and Investments dated March 31, 2024, updated as of May 16, 2024. Following review and discussion, upon motion duly made by Director Robson, seconded by Director Hampleton, and upon vote unanimously carried, the Board accepted the unaudited Financial Statements for the period ending March 31, 2024, and Schedule of Cash Deposits and Investments dated March 31, 2024, updated as of May 16, 2024.

Claims: The Board reviewed the claims list for the period of March 14, 2024 through

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May 6, 2024. Following discussion, upon motion duly made by Director Hampleton, seconded by Director Robson, and upon vote unanimously carried, the Board ratified approval of the payment of claims for the period of March 14, 2024 through May 6, 2024, in the amount of \$159,991.59.

May 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 Robson, seconded by Director Hampleton, and upon vote unanimously carried, the Board approved the May 2024 Advance Request for payment of capital invoices.

Capital Projects Reserve Fund: Mr. Jacobs discussed the capital projects reserve fund with the Board. Following discussion, the Board will wait and see what proceeds come in from the 2024 loan issuance, and then revisit how to budget this fund, including whether an updated reserve fund is needed.

District Accounting Services: The Board discussed proposals for accounting services and determined to wait until after the 2024 loan closing to determine whether to seek additional or updated proposals for accounting services.

OPERATIONS AND MAINTENANCE

HUB and Pool Matters:

Pool opening Staffing for 2024 season: The Board and public extensively discussed HUB and pool matters. Ms. Flores explained that the individual hired to staff the pool did not show for her shift and that with the internet service being down, it was hard to approve new season pool waivers and access cards in the moment. She also reported that Timberline is actively trying to hire a replacement.

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, upon motion duly made by Director Hall, seconded by Director Robson, and upon vote unanimously carried, the Board approved the proposal from Scout Security LLC and authorized preparation and execution of a Service Agreement for these services.

Security Monitoring Services at the HUB and pool by ETG Systems, Inc. ("ETG"): Ms. Flores reported that the cloud conversion by ETG has been completed, and Director Hall has done an initial training, and if other Board members would like training, she can coordinate and schedule.

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Proposals for Jellyfish Lighting at the HUB: The Board deferred action on these proposals until after the loan closing and assessment of the capital projects reserve fund.

Landscape Maintenance Matters:

Proposals from High Plains Landscape & Water Systems LLC (“High Plains”) for landscape enhancements (Elk Place Mulch Refresh, Jasper Street Rock, Center Quad, and North Quad): The Board discussed the need to establish a committee to perform a walk with High Plains to show High Plains the work the Board wants done. Following discussion, upon a motion duly made by Director Hall, seconded by Director Woodard, and upon vote unanimously carried, the Board established a Landscape Committee and appointed Directors Hall and Woodard to the committee to work with High Plains on desired landscape items. The Board deferred action on the proposals presented.

Concrete Repair and Irrigation for HUB Planters: Mr. Jacobs presented proposals for concrete repair and the installation of irrigation in the planters at the HUB. The Board deferred action on these proposals.

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. She noted that she sent District Counsel the driveway pavement addresses where residents have installed additional driveway paving and this item is in process.

Update from Social Committee: Ms. Flores reported that the Social Committee advised her they held a Trivia Night on February 23, 2024, which was a success, with 9 teams participating. They also held a pancake breakfast on March 30, 2024, with 300 pancakes and waffles made.

Ms. Flores reported that the Social Committee requested a budget increase for 2025. There was extensive discussion regarding a budget increase for next year, with additional public comments and Director Woodard noting she was in favor of increasing the Social Committee’s budget in 2025. The Board requested the Social Committee to submit a budget request during budget season for consideration.

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OTHER BUSINESS

Appointment of Director and Appointment of Officers: The Board discussed the vacancy on the Board and Rachelle Weigold expressed her interest in joining the Board. The Board asked Ms. Weigold some questions and she summarized why she wishes to serve on the Board. Following discussion, upon motion duly made by Director Robson, seconded by Director Hall, and upon vote unanimously carried, the Board appointed District resident Rachelle Weigold to the Board, and appointed her as Assistant Secretary. Director Hall administered an oral Oath of Office to Director Weigold. It was noted that the written Oath of Director would be circulated after the meeting for execution.

Special Meeting: The Board determined to change the work session scheduled for Tuesday, June 25, 2024, at 6:00 p.m., via Zoom to a **special meeting** and confirmed a quorum for same.

Next Regular Meeting: The Board confirmed quorum for the next regular Board meeting on Tuesday, July 23, 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 6:30 p.m. and adjourned at 7:10 p.m. on May 28, 2024 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 Loan, 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: May 28, 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 6:30 p.m. and adjourned at 7:10 p.m. on May 28, 2024 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 Loan, 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: May 28, 2024