

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF

MOUNTAIN SHADOWS METROPOLITAN DISTRICT

Held: Monday, March 18, 2019, at 3:30 p.m. at 8820 Ellis
Street, Arvada, Colorado.

Attendance

The special meeting of the Board of Directors of the Mountain Shadows Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

Steve Roboff
Chris Elliott
Kurt Haeger
Regan Hauptman

Paul Ron Hauptman was absent. All director absences are deemed excused unless otherwise specified.

Also present: Kristin B. Tompkins, Esq., and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District General Counsel; Ben Houghton, CliftonLarsonAllen, LLP, District Accountant; and Scott Bristol, Stillwater Community Management, District Manager.

Homeowners in attendance who signed in are included in the attached sign-in sheet.

Call to Order

It was noted that a quorum of the Board was present and the meeting was called to order.

**Conflict of Interest
Disclosures**

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors with 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. Murphy noted that a quorum was present and 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 Board determined that the participation of the members present was necessary to obtain a quorum or to

otherwise enable the Board to act.

Agenda

Ms. Murphy presented the proposed agenda to the Board. Upon a motion duly made and seconded, the Board unanimously approved the agenda as amended.

Public Comment

Mr. Gerald Boyd asked when the property taxes paid to the District are going to be reduced. Director Haeger responded that the District is imposing a debt service mill levy for at least 30 years and will likely impose an operations and maintenance mill levy in perpetuity. Director Haeger also noted that there is a specific line item on the property tax statement for taxes paid to the District and are separate from other taxes.

Consent Agenda

The following items on the consent agenda were considered routine or administrative. Following a summary by Ms. Murphy, upon a motion duly made and seconded, the Board unanimously approved the items on the consent agenda.

- Ratification of Independent Contractor Agreement with Bedrock LLC for Playground Mulch Refresh for \$2,960.00
- Ratification of First Amendment to Developer Contribution Agreement with Whisper Creek Two, LLC for Landscape Improvements
- Approval of Minutes from the October 8, 2018 Regular Meeting
- Approval of Second Amendment to Independent Contractor Agreement with Keesen Landscape Management, Inc. for Snow Removal Services
- Approval of Third Amendment to Independent Contractor Agreement with Keesen Landscape Management, Inc. for Landscaping Services
- Ratification of First Amendment to Independent Contractor Agreement with Stillwater Community Management, LLC for District Management

Facilities Management

Stillwater/Manager Update

Discuss District Landscape Matters

The Board engaged in a discussion regarding landscape matters. It was noted that the District was tasked with completing irrigation on the east side of the park, which has been completed.

Update on Water and Landscaping on West 90th Avenue, Gladiola Street, and West 89th Drive

The Board engaged in a discussion regarding water and landscaping on West 90th Avenue, Gladiola Street and West 89th Drive. It was noted that the area across the street from the police station has been transferred from the District's name to Foothills Community Church (the "Church") and the Church has been notified that it is now their responsibility. Director Elliott stated that he talked to the Church and that they indicated they would pay the cost associated with landscaping (irrigation and maintenance) from the date they were first notified of the error. The detailed cost associated with landscaping was included in the letter and there haven't been much costs since they were notified. The Church is working to sell the larger parcel.

Following discussion, the Director Haeger requested that Mr. Bristol provide an updated boundary map that clearly identifies the District boundaries and a new color marking to show the maintenance around the 50 patio homes in Whisper Creek III at Wildgrass that the homeowners association owns but the District maintains and that are outside the boundaries of the District and for which the District is reimbursed by Jefferson Center Metropolitan District No. 1.

Update on Concrete Sidewalk Improvements and Safety Grant

Mr. Bristol presented the Board with a proposal from Keesen Landscape to install a curb cut and covered channel to the sidewalk at 9151 Fig Street for a total of \$968.51. The purpose of the curb cut and covered channel is to allow water to drain from the homeowners yard through the channel and out to the street. Ms. Murphy noted that the District has about \$600 in Safety Grant Funds that will reimburse the District for up to 50% of the cost of making safety improvements. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal from Keesen Landscape for the curb cut and covered channel.

Discuss Paths Along Tracts D and E

Mr. Bristol, Director Haeger and Director Roboff discussed the crusher fine path between Tracts D and Tract E of Wildgrass. Director Haeger stated that he is concerned that the path continues to get washed out. Director Hauptman responded that there will be always be ongoing maintenance required with the crusher fine path. Director Hauptman stated that he will walk the path with Director Haeger to discuss the drainage issues.

Consider Adoption of Amended and Restated

Mr. Bristol and Ms. Tompkins presented the Board with the Amended and Restated Resolution Adopting a District Fence

Resolution Adopting a District Fence Maintenance Policy

Maintenance Policy. The previous District Fence Maintenance Policy did not make it clear that the District is only be responsible for staining the outside of the fence and homeowners are responsible for staining the inside of the fence. Additionally, since the previous policy was adopted in 2013 the District has undertaken on additional fence areas as the community has built out.

Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the amended and restated resolution. Director Haeger requested an updated map showing which fences the District is responsible for by included as Exhibit A.

Additional Management Items

Irrigation into Native Area Adjacent to Triangle

The Board engaged in a discussion regarding irrigation into the native area adjacent to the triangle and noted that the HOA is moving forward with providing irrigation there. Mr. Bristol noted that he has requested a bid from Keesen Landscape on this matter.

Enclosure at Beechway Park

The Board engaged in a discussion regarding the enclosure at Beechway Park and noted that there are electrical components to be covered. Mr. Bristol stated that he will provide a bid at the next meeting.

Circuits

The Board engaged in a discussion regarding circuits and noted that they will be mapped out by Mr. Bristol and Director Haeger, who will also create an irrigation schedule. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the purchase of an irrigation meter reader up to \$1,200.

Irrigation into Native Area in the Switch Back

The Board engaged in a discussion regarding permanently irrigating the native area in the switch back. Mr. Bristol noted that he does not yet have a proposal for this matter, but will provide one at the next meeting.

Keesen Landscape Contract

Mr. Bristol informed the Board that Keesen Landscape billed the District \$600 for materials for wrapping the irrigation system, the labor was free. Mr. Bristol has been instructed to ask for the receipt.

Consider Approval of Indiana St. Improvements and Cost Certification

Ms. Tompkins reminded the Board that Jefferson Center Metropolitan District No. 1 and the District are parties to that certain Intergovernmental Agreement for Construction of Indiana Improvements dated March 10, 2017 (the "Agreement"). Pursuant to the Agreement, the District issued bonds to complete construction of the Indiana Street Improvements. Mr. Houghton

noted that these requisitions will clear out the Indiana Street Project Account.

Consider Approval of Engineer's Report and Cost Certification from Manhard Consulting

Ms. Tompkins presented the Board with the Engineer's Report and Cost Certification from Manhard Consulting dated August 29, 2017 and revised January 22, 2019, for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the report and certification.

Consider Approval of Requisition No. 2 from the 2016B Project Fund in the amount of \$623.82

Mr. Houghton presented the Board with Requisition No. 2 for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the requisition in the amount of \$623.82.

Consider Approval of Requisition No. 5 from the 2016A Project Fund in the amount of \$3,936.75

Mr. Houghton presented the Board with Requisition No. 5 for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the requisition in the amount of \$3,936.75.

Consider Approval of Requisition No. 6 from the 2016A Project Fund in the amount of \$663.71

Mr. Houghton presented the Board with Requisition No. 6 for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the requisition in the amount of \$663.71.

Legal Matters

None.

Financial Matters

Financial Report/Claims Payable

Mr. Houghton presented the Board with the December 31, 2018 unaudited financials. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the unaudited financials.

Mr. Houghton presented the Board with the claims payable for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the claims totaling \$171,073.22.

Other Financial Matters

Ms. Tompkins informed the Board that we are anticipating another Gallagher adjustment which may require an adjustment in the mill levy for 2020 collection year.

Other Business

The Board discussed the current 2019 budget. Following discussion, upon a motion duly made and seconded, the Board unanimously approved to amend the Developer Contribution Agreement to terminate on December 31, 2020 instead of

December 31, 2019 and instructed Mr. Houghton to submit all invoices to the Developer for reimbursement up to \$80,000.

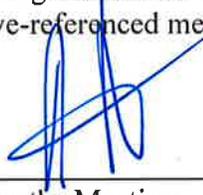
Next Regular Meeting

The next meeting is scheduled for June 3, 2019.

Adjournment

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

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



Secretary for the Meeting

SIGN-IN SHEET

MOUNTAIN SHADOWS METROPOLITAN DISTRICT

March 18, 2019

	FULL NAME	ADDRESS	EMAIL
	<i>Gerrald & Andrea Boyd</i>		