

MINUTES OF THE SPECIAL MEETING OF THE  
BOARD OF DIRECTORS OF

MOUNTAIN SHADOWS METROPOLITAN DISTRICT

Held: Monday, June 22, 2020, via teleconference

Due to the Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Health and Environment (CDPHE), and the threat posed by the COVID-19 coronavirus, this meeting was held via teleconference.

**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 were in attendance:

Steve Roboff  
Kurt Haeger  
Tadd Overstreet  
Tom Lynch

Also present: Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Ben Houghton, CliftonLarsonAllen, LLP, District Accountant; Ray Ramelow, MSI, LLC, District Manager; and members of the public.

**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 reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of 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 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

**Agenda** The Board reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda.

**Appointment of Officers** The Board discussed the appointment of officers. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed the following officers:

Steve Roboff as President;  
Kurt Haeger as Treasurer;  
Tadd Overstreet as Secretary; and  
Tom Lynch as Officer.

**Public Comment** None.

**Consent Agenda** Ms. Murphy reviewed the items on the consent agenda with the Board. Ms. Murphy advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Following discussion, upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted or ratified:

- Minutes from the March 2, 2020 Regular Meeting;
- Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings;
- Resolution Establishing Electronic Signature Policy; and
- Independent Contractor Agreement with Tree Analysis Group for Planting Plan at Beechway Park.

**Facilities Management**

**Management Update** Mr. Ramelow provide an update of management activities to the Board.

**Update on ET Irrigation Management Services** Director Haeger informed the board that he spoke to ET Irrigation Management Services (“ET”) and because the water bills for the park are charged at the City of Arvada water rate it is unlikely that ET’s services will save the District money. Director Haeger will continue to work with Vargas Property Services, Inc. to try to keep water usage down.

**Request for Duck Boxes** The Board reviewed the proposal from a resident to install duck boxes in the ponds at the residents expense. Following discussion,

the Board directed Mr. Ramelow to reach out to the resident to get more information about where the duck boxes will be placed and if there is any permitting requirement with the City of Arvada.

Discuss Need for Additional Water Meter Read

Director Haeger requested an additional water meter read from the City of Arvada in July to better understand the District's water usage rates. The City of Arvada stated this service is not available and the next water meter read will be in August. No action taken.

Discuss Additional Landscape Repairs

The Board reviewed and discussed proposals for landscaping repairs and improvements.

Following discussion, upon a motion duly made and seconded, the Board unanimously authorize up to \$65,000 in landscape repairs which will include replacement of up to 50 trees, stump grinding of dead trees, and improvements to the four large round about common areas. Director Haeger and Director Roboff are authorized to review and approve specific proposals from Vargas Property Services, Inc.

Following discussion, upon a motion duly made and seconded, the Board unanimously authorized Director Haeger and Director Roboff to negotiate a 2021 landscaping and snow removal contract with Vargas Property Services, Inc. at or below the cost of \$53,000.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Radiant Lighting Services, Inc. proposal for cover over the electrical meter/device next to the backflow device and authorized the cost of the proposal to be allocated to the "Miscellaneous Repairs" line item in the 2020 budget.

The Board reviewed a question from a resident regarding the installation of basketball hoops at Whisper Creek Park. Following discussion, the Board directed Mr. Ramelow to reach out to the City of Arvada to see if the City of Arvada would be willing to install a basketball hoop.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Vargas Property Services, Inc. proposal to install a standard backflow cage and authorized the cost of the proposal to be allocated to the "Miscellaneous Repairs" line item in the 2020 budget.

Consider Approval of Bids

No action taken.

for Tree Removal and Replacement

Discussion Regarding Access Easement Agreement (Landscape, Monument and Fence Maintenance)

Ms. Murphy explained that the District and Whisper Creek Homeowners Association, Inc. (“HOA”) have entered into an Access Easement Agreement (Landscape, Monument and Fence Maintenance) which requires the District to perform operations and maintenance for public improvements which are owned by the HOA and in exchange Jefferson Center Metropolitan District No. 1 (“JCMD No. 1”) will remit revenue to the District. If the funds from JCMD No. 1 are not sufficient to cover the cost of operations and maintenance, the HOA is responsible to cover the shortfall.

Director Haeger added that the District, HOA, and developer representatives walked the property where the public improvements are located a couple weeks ago and there are several outstanding items that need to be fixed before the District can take over operations and maintenance of the public improvements. Following discussion, the Board directed Mr. Ramelow to set up a meeting with Director Haeger, Director Roboff, Ms. Murphy, and HOA representatives to discuss.

Update of Tract D

Director Haeger requested information about the ownership and maintenance obligations of Tract D, Whisper Creek II. Following discussion, the Board directed Ms. Murphy to reach out to the City to determine who owns Tract D, Whisper Creek II and who is responsible for operations and maintenance.

Discussion Regarding Tract V, Wild Grass Subdivision

Director Haeger presented that Tract V was accepted by the Board at the meeting in March subject to clean-up work to be performed by the developer. Following discussion, the Board directed Mr. Ramelow to follow up with the developer to see when the clean-up will be completed.

**Legal Matters**

None.

**Financial Matters**

Financial Report/Claims Payable

Mr. Houghton presented the Board with the April 30, 2020 unaudited financial statement. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the unaudited financial statement.

Mr. Houghton presented the Board with check and electronic funds transfers. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the claims in the amount

of \$184,664.37.

Discuss Status of Reimbursement from Foothills Community Church and Remington Homes

Mr. Houghton informed the Board that Foothills Community Church and Remington Homes have reimbursed the District. No action was taken.

Consider Acceptance of 2019 Audit

Mr. Houghton presented the 2019 Audit to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously accepted the 2019 Audit subject to receipt of a clean opinion letter from the auditor and directed Mr. Houghton to confirm whether or not all developer advances were forgiven in 2019. If all developer advances were forgiven the 2019 Audit will be updated to reflect so.

**Other Business**

Director Roboff requested that Ms. Murphy follow up on the Safety Grant Funds for repair of the sidewalks where moss was accumulating.

Adjournment

There being no further business to come before the Boards and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

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

  
Tadd Overstreet (Sep 17, 2020 08:25 MDT)

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 14th day of September, 2020.

# 2020-09-14 Mountain Shadows Meeting Signature Packet - REVISED

Final Audit Report

2020-09-17

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