

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF

MOUNTAIN SHADOWS METROPOLITAN DISTRICT

Held: Monday, September 14, 2020, at 4:30 p.m. 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; Angie Sherman, and Ray Ramelow, MSI, LLC, District Management; Toni Keiser, 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	Ms. Toni Keiser introduced herself to the Board and discussed her experience with property management. Ms. Murphy confirmed Ms. Keiser is an eligible elector of the District. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed Ms. Keiser to the Board for a term ending May 2023.
Public Comment	None.
Consent Agenda	<p>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:</p> <ul style="list-style-type: none"> • Minutes from the June 22, 2020 Special Meeting • Fourth Amendment to Independent Contractor Agreement with Aqua Sierra, Inc. for Pond Management • Work Order No. 1 with Vargas Property Services, Inc. for Pond Clean Up • Work Order No. 2 with Vargas Property Services, Inc. for Tree Installation • Work Order No. 3 with Vargas Property Services, Inc. for Roundabout Improvements • Rock Property Services Proposal for Electrical Panel at Beech Way Park
Facilities Management	
District Management Update	Mr. Ramelow presented and introduced Ms. Angie Sherman, the new District Manager to the Board. The Board engaged in general discussion regarding landscaping improvements to be completed in Spring 2021.
Request for Duck Boxes	Mr. Ramelow stated he has followed up with the homeowner twice to get more information about where the duck boxes will be placed and if there is any permitting requirement with the City of Arvada and he has not heard back. No action was taken.
Discuss Additional Landscape Repairs	The Board engaged in discussion regarding landscape maintenance and repairs to be completed in 2020 and 2021.

Consider Approval of Independent Contractor Agreement with Vargas Property Services, Inc. for Grounds Care and Snow Removal for 2020-2021

Director Haeger presented the Independent Contractor Agreement with Vargas Property Services, Inc. (“**Vargas**”) for Grounds Care and Snow Removal for 2020-2021. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the contract subject to final review by legal counsel and Director Haeger.

Discussion Regarding Pond Maintenance for City of Arvada

Director Haeger informed the Board that he has been discussing the District’s pond maintenance responsibilities with the City of Arvada (the “**City**”). The estimate is \$10,000 for all pond maintenance required to be done by the District. The District needs to finalize a maintenance plan and submit it to the City by October. Following discussion, upon a motion duly made and seconded, the Board unanimously approved for Director Haeger and Mr. Ramelow to finalize a maintenance plan to submit to the City and authorized cleaning of inlet and outlet basins in an amount not to exceed \$10,000.

Discussion Regarding Panorama Park Playground

Director Haeger presented a proposal to respreads the mulch in the primary playground in Panorama Park from Vargas for \$350. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal and directed MSI to seek bids to install rocks under the tree in Panorama Park.

Update on Access Easement Agreement (Landscape, Monument and Fence Maintenance) with Whisper Creek Homeowners Association

At the June 22, 2020 meeting, the Board directed Mr. Ramelow to set up a meeting with Director Haeger, Director Roboff, Ms. Murphy, and representatives from the Whisper Creek Homeowners Association, Inc. (the “**HOA**”) to discuss public improvements installed on HOA property that will be maintained by the District. Mr. Ramelow informed the Board that a meeting with Director Haeger, Director Roboff, and the HOA will occur the week of September 14th. Director Haeger stated that Remington Homes has made the requested landscaping improvements to the property to address drainage concerns. Director Haeger noted that the District has stopped watering the native grass area because it is not necessary anymore. Following discussion, the Board directed MSI to get a proposal to remove above ground sprinkler system in Spring 2021.

Update on Tract V, Wild Grass Subdivision

Director Haeger presented that Tract V landscaping improvements requested by the Board have been completed by Remington Homes. No action taken.

Discussion regarding Tract D, Whisper Creek II

The Board engaged in discussion regarding Tract D, Whisper Creek II. Following discussion, the Board directed legal counsel to continue to work on confirming whether the District has any

responsibility to maintain Tract D.

Discussion regarding Tract A, Whisper Creek II

The Board engaged in discussion regarding Tract A, Whisper Creek II. Director Haeger noted that Vargas was mowing this even though it was not the District's responsibility, and the District needs to understand the water meter payment and responsibility. No action taken.

Legal Matters

None.

Financial Matters

Financial Report/Claims Payable

Mr. Houghton presented the Board with the July 31, 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 claims from May 31, 2020 through September 4, 2020. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the claims in the amount of \$110,844.24.

Mr. Houghton, Ms. Murphy and the Board engaged in discussion regarding municipal advisors to analyze the District's outstanding debt. Following discussion, the Board directed legal counsel to obtain municipal advisor proposals for the next meeting.

Other Business

Next Meeting is November 9, 2020 at 4:30 p.m.

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

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 9th day of November, 2020.