

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF BRIGHTON CROSSING METROPOLITAN DISTRICT NO. 4

HELD
September 10, 2018

The Regular Meeting of the Board of Directors of Brighton Crossing Metropolitan District No. 4 was held at the Anythink Brighton Library, 327 E. Bridge Street, Brighton, Colorado at 6:30 p.m. on Monday, September 10, 2018. Notice of the meeting was duly posted.

ATTENDANCE

Directors in Attendance:

Marc Savela, President
Ashley Taruffelli, Secretary/Treasurer
Jeffrey Schum, Assistant Secretary
John Strider, Assistant Secretary
Chris Petro, Assistant Secretary

Also in Attendance:

Helena Chouinard, Dustin Ronning, and Reba Ronning; Residents, Brighton Crossing Metropolitan District No. 4.
Barrett Marrocco, P.E.; Independent District Engineering Services, L.L.C.
Peter Webb and Andy Cohn; Webb Strategic Communications
Bryan Reid, Shannon Robbins, Scott Sorknes; Brookfield Residential
Chelsey Green, Shannon McEvoy, and Kammy Tinney; Pinnacle Consulting Group, Inc.
Diane Wheeler; Simmons & Wheeler, P.C.
Kimberly Armitage and Amy Ostendorf; Denver Metropolitan YMCA
Casey Lekahal; White Bear Ankele Tanaka & Waldron, P.C.

CALL TO ORDER

The Regular Meeting of the Board of Directors of Brighton Crossing Metropolitan District No. 4 was called to order at 6:30 p.m. by Chairman Savela, noting that a quorum was present. Each of the Directors confirmed their qualifications to serve on the Board. Chairman Savela also confirmed that prior to the meeting each of the Directors had been notified of the meeting.

CONFLICTS OF INTEREST DISCLOSURE

Attorney Lekahal noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State's Office, disclosing that potential conflicts of interest may exist, as certain Board Members are employees of Brookfield Residential, which is associated with the primary developer of land within the District. Attorney Lekahal advised the Board that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Board reviewed the agenda for the meeting,

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following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the Directors present was necessary to obtain a quorum or otherwise enable the Board to act.

PUBLIC COMMENT

Ms. Ronning expressed concerns regarding the recent severe weather in Brighton and the timing of the \$85 Design Review Fee, that was effective September 1, 2018. Ms. Green stated the \$85 Design Review Fee was approved by the Board prior to any sever weather occurrences, and is not assessed on Design Review Request Forms submitted due to damage from the recent severe weather. Ms. Green noted the \$85 Design Review Fee is assessed on applications for major improvements or substantial modifications that are outlined on the Design Review Request Form.

Ms. Ronning also expressed concerns regarding the District's informational phone line. Ms. Green stated all voicemails and emails from residents are returned within 3 business days, noting that call and email volume management enhancements are ongoing.

AGENDA

The Board considered the agenda as amended to change Item III. K., to read: Consider Approval of Plat Amendment Regarding Tract WW. The Board moved Items IV. Management and Operation Matters and V. Construction Matters to the front of the agenda as Items II. and III., respectively. The Board also added an Executive Session regarding the proposed Authority to the agenda under Item V. Legal Matters.

Upon a motion duly made by Director Petro, seconded by Director Taruffelli, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended.

APPROVAL OF MINUTES

The minutes of the Regular Meeting held on June 11, 2018 were presented. Upon a motion duly made by Director Strider, seconded by Director Petro and, upon unanimous vote, it was

RESOLVED to approve the June 11, 2018 Regular Meeting minutes, as presented.

MANAGEMENT AND

Webb Strategic Proposal: Mr. Webb and Mr. Cohn presented a proposal for Webb Strategic to provide Brighton Crossings communications support and website redesign services to the Board and answered questions. It was the consensus of the

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OPERATIONAL MATTERS

Board to consider Brighton Crossings communications and website redesign expenditures in the 2019 Budget.

Social Committee Report: Ms. Ostendorf presented the Social Committee Report to the Board. The Social Committee has conducted an ice cream social, barbeque, movie night, garage sale, and treat yourself days at the Fitness Center thus far in 2018. A Halloween Trunk or Treat and Stories with Santa will conclude 2018 events.

Manager's Report: Ms. Green reviewed the written report dated September 10, 2018 with the Board and answered questions.

It was the consensus of the Board to authorize Pinnacle Consulting Group, Inc. to conduct a Request for Proposal and interview process to select a District Engineer.

Independent Contractor Agreements and Contract Modifications Report: Ms. Green presented the Independent Contractor Agreements and Contract Modifications Report to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Petro, seconded by Director Strider and, upon vote, it was unanimously

RESOLVED to ratify the Independent Contractor Agreements and Contract Modifications Report.

CONSTRUCTION MATTERS

Project Status Report: Mr. Marrocco reviewed the Board Meeting Project Status Report dated September 10, 2018 with the Board and answered questions.

Ratification of Change Orders, Work Orders and Task Orders: Mr. Marrocco reviewed with the Board recommended Change Orders, Work Orders, and Task Orders for ratification as listed in the Project Status Report. Upon motion duly made by Director Tarufelli, seconded by Director Petro and, upon unanimous vote it was

RESOLVED to ratify the Change Orders, Work Orders, and Task Orders as presented.

Approval of Change Orders: Mr. Marrocco reviewed and recommended approval of Change Orders listed in the Project Status Report. Mr. Marrocco Upon motion duly made by Director Petro, seconded by Director Strider and, upon unanimous vote it was

RESOLVED to approve the Change Orders as presented, subject to final review by Mr. Reid, Brighton Crossings Senior Project Manager.

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Approval of Work Orders: Mr. Marrocco reviewed and recommended approval of Work Orders listed in the Project Status Report. Upon motion duly made by Director Savela, seconded by Director Strider and, upon unanimous vote it was

RESOLVED to approve the Work Orders as presented.

FINANCIAL MATTERS

Ratification of payment of claims: Ms. Wheeler reviewed the check register with the Board and answered questions. Upon motion duly made by Director Tarufelli, seconded by Director Petro and, upon unanimous vote, it was

RESOLVED to ratify the payment of claims for the period ending August 31, 2018, including check numbers 1889-1914, totaling \$339,031.71.

Review of Financial Reports: Ms. Wheeler reported to the Board concerning the District's financial matters. Following discussion, and upon a motion duly made by Director Tarufelli, seconded by Director Strider and, upon unanimous vote it was

RESOLVED to accept the financial report as presented.

Status of 2017 Audit: Ms. Wheeler reported the 2017 Audit was submitted to the State Auditor.

LEGAL MATTERS

Amended and Restated Collections Resolution for Brighton Crossing Metropolitan District No. 4.: Attorney Lekahal reviewed the Amended and Restated Collections Resolution for Brighton Crossing Metropolitan District No. 4 with the Board and answered questions. Upon a motion duly made by Director Savela, seconded by Director Schum and, upon unanimous vote it was

RESOLVED to approve the Amended and Restated Collections Resolution for Brighton Crossing Metropolitan District No. 4, as presented.

First Amendment to Third Amended and Restated Resolution of the Board of Directors of the Brighton Crossing Metropolitan District No. 4 Concerning the Imposition of District Fees: Attorney Lekahal reviewed the First Amendment to Third Amended and Restated Resolution of the Board of Directors of the Brighton Crossing Metropolitan District No. 4 Concerning the Imposition of District Fees with the Board and answered questions. Upon a motion duly made by Director Tarufelli, seconded by Director Petro and, upon unanimous vote it was

RESOLVED to approve the First Amendment to Third Amended and Restated Resolution of the Board of Directors of the Brighton Crossing Metropolitan District No. 4 Concerning the Imposition of District Fees, as presented.

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Amended and Restated Resolution of the Board of Directors of Brighton Crossing Metropolitan District No. 4 Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Document: Attorney Lekahal reviewed the Amended and Restated Resolution of the Board of Directors of Brighton Crossing Metropolitan District No. 4 Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Document with the Board and answered questions. Upon a motion duly made by Director Tarufelli, seconded by Director Petro and, upon unanimous vote it was

RESOLVED to approve the Amended and Restated Resolution of the Board of Directors of Brighton Crossing Metropolitan District No. 4 Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Document, as presented.

Amended and Restated Resolution Establishing Policies and Procedures for the Acceptance and Acquisition of Public Improvements: Attorney Lekahal reviewed the Amended and Restated Resolution Establishing Policies and Procedures for the Acceptance and Acquisition of Public Improvements with the Board and answered questions. Upon a motion duly made by Director Tarufelli, seconded by Director Petro and, upon unanimous vote it was

RESOLVED to approve the Amended and Restated Resolution Establishing Policies and Procedures for the Acceptance and Acquisition of Public Improvements, as presented.

Third Amended and Restated Resolution of the Board of Directors of Brighton Crossing Metropolitan District No. 4 Concerning Authorization for Approval of Contracts, Payment of Claims, and Construction Management: Attorney Lekahal reviewed Third Amended and Restated Resolution of the Board of Directors of Brighton Crossing Metropolitan District No. 4 Concerning Authorization for Approval of Contracts, Payment of Claims, and Construction Management and answered questions. Upon a motion duly made by Director Tarufelli, seconded by Director Petro and, upon unanimous vote it was

RESOLVED to approve the Third Amended and Restated Resolution of the Board of Directors of Brighton Crossing Metropolitan District No. 4 Concerning Authorization for Approval of Contracts, Payment of Claims, and Construction Management, as presented.

Seepage Easement Agreement: Attorney Lekahal reviewed the Seepage Easement Agreement between the District and The Farmers Reservoir and Irrigation Company with the Board. Upon a motion duly made by Director Petro, seconded by Director Strider and, upon unanimous vote it was

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RESOLVED to ratify the Seepage Easement Agreement between the District and The Farmers Reservoir and Irrigation Company with the Board.

Ditch Easement Agreement: Attorney Lekahal reviewed the Ditch Easement Agreement between the District and The Farmers Reservoir and Irrigation Company with the Board. Upon a motion duly made by Director Petro, seconded by Director Strider and, upon unanimous vote it was

RESOLVED to ratify the Ditch Easement Agreement between the District and The Farmers Reservoir and Irrigation Company.

Quitclaim Deed to Brookfield Residential: Attorney Lekahal reviewed the Quitclaim Deed to Brookfield Residential from Brighton Crossing Metropolitan District No. 4 of lots in Brighton Crossing Filing No. 2, 5th and 6th Amendments with the Board. Upon a motion duly made by Director Petro, seconded by Director Strider and, upon unanimous vote it was

RESOLVED to ratify the Quitclaim Deed to Brookfield Residential from Brighton Crossing Metropolitan District No. 4 of lots in Brighton Crossing Filing No. 2, 5th and 6th Amendments.

Ditch Easement and Maintenance Agreement: Attorney Lekahal reviewed the Ditch Easement and Maintenance Agreement between the City of Brighton, The Farmers Reservoir and Irrigation Company, and the District with the Board. Upon a motion duly made by Director Petro, seconded by Director Tarufelli and, upon unanimous vote it was

RESOLVED to approve the Ditch Easement and Maintenance Agreement between the City of Brighton, The Farmers Reservoir and Irrigation Company, and the District.

Temporary Construction License Agreement (Beach Club) between the District and Brookfield Residential (Colorado) LLC: Attorney Lekahal reviewed the Temporary Construction License Agreement (Beach Club) between the District and Brookfield Residential (Colorado) LLC with the Board. Upon a motion duly made by Director Schum, seconded by Director Petro and, upon unanimous vote it was

RESOLVED to ratify the Temporary Construction License Agreement (Beach Club) between the District and Brookfield Residential (Colorado) LLC.

Plat Amendment regarding Tract WW: Attorney Lekahal reviewed the Plat Amendment regarding Tract WW with the Board. Upon a motion duly made by Director Petro, seconded by Director Strider and, upon unanimous vote it was

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RESOLVED to approve the Plat Amendment regarding Tract WW, subject to final review by Attorney Lekahal and Mr. Reid, Brighton Crossings Senior Project Manager.

OTHER MATTERS

Directors' Comments: Director Schum expressed his appreciation to the YMCA and Pinnacle Consulting Group, Inc. for continued efforts in event programming and covenant enforcement.

Finance and Accounting Proposals: Director Tarufelli proposed the Board consider providing termination notice to the current District Accountant, Simmons and Wheeler, P.C., effective December 31, 2018 and authorizing Director Tarufelli and Director Petro to request proposals and enter into an agreement for a new District Accountant to start the transition of finance and accounting services effective October 1, 2018. Following discussion and upon a motion duly made by Director Tarufelli, seconded by Director Petro and, upon unanimous vote it was

RESOLVED to authorize providing termination notice to the current District Accountant, Simmons and Wheeler, P.C., effective December 31, 2018 and authorizing Director Tarufelli and Director Petro to request proposals and enter into an agreement for a new District Accountant to start the transition of finance and accounting services effective October 1, 2018.

EXECUTIVE SESSION

Executive Session: Attorney Lekahal advised the Board that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purposes of receiving legal advice on specific legal questions related to the proposed Authority Structure. Upon motion duly made by Director Petro, seconded by Director Tarufelli, and upon vote, unanimously carried, it was

RESOLVED to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purposes of receiving legal advice on specific legal questions related to the proposed Authority Structure.

Attorney Lekahal certified for the record that, pursuant to § 24-6-402(4)(b) of the Colorado Revised Statutes, all of the executive session discussion will constitute an attorney-client privileged communication and will not be recorded. Also present at this Executive Session are: Ashely Tarufelli, Jeffrey Schum, John Strider, and Chris Petro; Legal Counsel, Casey Lekahal; District Managers Kammy Tinney, Chelsey Green, and Shannon McEvoy; Pinnacle Consulting Group.

This is an Executive Session for the following purpose: to receive legal advice on specific legal questions related to the proposed Authority Structure.

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The Executive Session was adjourned at 8:12 p.m. by a motion from Director Petro, a second by Director Tarufelli, and with a unanimous vote. All participants were in the Executive Session at adjournment.

No decisions or actions were taken in the Executive Session.

Attorney Lekahal stated for the record, if any person participating in the Executive Session believes any substantial discussion of any matters not included in the motion to go into Executive Session occurred during the Executive Session, or any improper action occurred during the Executive Session in violation of the Colorado Open Meetings Law, I ask you state your concerns for the record.

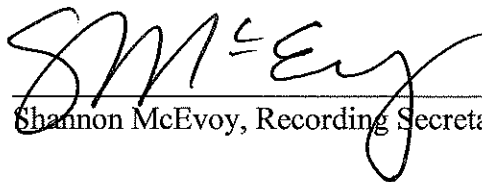
No objections were stated.

ADJOURNMENT

There being no further business to come before the Board, upon motion duly made by Director Savela, seconded by Director Petro, and upon unanimous vote, the meeting was adjourned at 8:15 p.m.

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

Respectfully submitted,



Shannon McEvoy, Recording Secretary for the Meeting