

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF BRIGHTON CROSSINGS OPERATIONS BOARD

HELD
June 11, 2019

The Special Meeting of the Board of Directors of Brighton Crossings Operations Board was held at the Alli Event Center, 100 S. 3rd Avenue, Brighton, Colorado at 6:30 p.m. on Tuesday, June 11, 2019. Notice of the meeting was duly posted.

ATTENDANCE

Directors in Attendance:

Shannon Robbins, Treasurer
John Strider, Secretary
Jeffrey Schum, Assistant Secretary
Bryan Reid, Assistant Secretary

Directors not in Attendance:

Ashley Tarufelli, President – excused absence

Also, in Attendance:

Chelsey Green, Molly Janzen, Crystal Clemens, Peggy Dowswell, Kammy Tinney, Jason Woolard; Pinnacle Consulting Group, Inc.
Blair Dickhoner, Esq. and Eve Grina, Esq.; White Bear Ankele Tanaka & Waldron, P.C.

CALL TO ORDER

The Special Meeting of the Board of Directors of Brighton Crossings Operations Board was called to order at 6:50 p.m. by Ms. Green, noting that a quorum was present. Each of the Directors confirmed their qualifications to serve on the Board. Ms. Green also confirmed that prior to the meeting each of the Directors had been notified of the meeting.

CONFLICTS OF INTEREST DISCLOSURE

Attorney Dickhoner 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 Dickhoner 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, 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.

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Additionally, the Board determined that the participation of the Directors present was necessary to obtain a quorum or otherwise enable the Board to act.

OATHS OF OFFICE Oaths of Office: Ms. Tinney, in her capacity as Notary Public, administered Oaths of Office to Directors, Robbins, Strider, Schum and Reid

AGENDA Attorney Dickhoner requested the addition of item VI.G.7. Consider Approval of Assignment of Management Agreement. Following review, upon a motion duly made by Director Reid, seconded by Director Strider, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended.

ELECTION OF OFFICERS

Election of Officers: The Board considered the election of Officers. Upon motion duly made by Director Reid, seconded by Director Robbins and, upon unanimous vote, it was

RESOLVED to elect Ashley Tarufelli as President.

Upon motion duly made by Director Reid, seconded by Director Schum and, upon unanimous vote, it was

RESOLVED to elect Shannon Robbins as Treasurer.

Upon motion duly made by Director Reid, seconded by Director Robbins and, upon unanimous vote, it was

RESOLVED to elect John Strider as Secretary, Jeffrey Schum and Bryan Reid as Assistant Secretary.

Name Change: Ms. Green acknowledged the name change from Brighton Crossings Authority to the Brighton Crossings Operations Board.

PUBLIC COMMENT There were no public comments.

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CONSENT AGENDA

The Boards considered the following items on the consent agenda:

- A. Consider Adoption of Resolution Designating the Districts' 24-hour Posting Location.
- B. Consider Adoption of Joint Public Records Request Policy.
- C. Consider Resolution Adopting the Colorado Special District Records Retention Schedule.
- D. Consider Approval of Annual Administrative Resolution.

Following discussion and upon motion duly made by Director Robbins, seconded by Director Reid, and upon unanimous vote, it was

RESOLVED to approve and ratify the consent agenda items as presented.

FINANCIAL MATTERS

Proposed Brighton Crossings Operations Board 2019 Budget: Ms. Janzen reviewed with the Board the proposed Brighton Crossings Operations Board 2019 Budget.

Public Hearing regarding the Proposed 2019 Budget: Ms. Green opened the 2019 Budget Hearing to the public at 8:09 p.m. Ms. Green reported notice of hearing was published in accordance with state budget law on June 5, 2019. There being no public input, the public hearing portion of the 2019 budget was closed at 8:09 p.m. Ms. Janzen reviewed the proposed budget and answered questions. The 2019 budget is to be adopted as follows:

General Fund \$1,386,309

Following review and discussion, upon a motion duly made by Director Strider, seconded by Director Schum, and upon vote, unanimously carried, it was

RESOLVED to adopt the Resolution to adopt the 2019 Budget for the Brighton Crossings Operations Board and approve all documents related to the 2019 budget.

Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Number: Ms. Janzen presented for consideration and approval (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Number. Following review and discussion, upon a motion duly made by Director Robbins, seconded by Director Reid, and upon vote, unanimously carried, it was

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RESOLVED to approve the execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Number, as presented.

Authorization to open a FirstBank Checking Account: Ms. Janzen requested approval and authorization to open a FirstBank Checking Account. Following review and discussion, upon motion duly made by Director Robbins, seconded by Director Reid, and upon vote, unanimously carried, it was

RESOLVED to approve and authorize opening a FirstBank Checking Account for Brighton Crossings Operations Board, as presented.

MANAGEMENT
AND
OPERATIONAL
MATTERS

Service Agreements with Pinnacle Consulting Group Inc., for Accounting Services and District Management Services: Ms. Green presented for consideration and approval the Service Agreements with Pinnacle Consulting Group Inc., for Accounting Services and District Management Services. Following review and discussion, upon motion duly made by Director Reid, seconded by Director Strider, and upon vote, unanimously carried, it was

RESOLVED to approve the Service Agreements with Pinnacle Consulting Group Inc., for Accounting Services and District Management Services, as presented.

District Manager's Report: Ms. Green reviewed the written Manager's Report and answered questions.

Social Committee Report: Ms. Green reviewed the written Social Committee Report and answered questions.

INSURANCE
AND LIABILITY

Insurance and Liability: Ms. Green discussed the following insurance items for board consideration and approval.

- A. Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime), Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and authorize Membership in the Special District Association.
- B. Agency Services agreement with T. Charles Wilson Insurance Services.
- C. Filing of Exclusion of Uncompensated Public Officials form for 2019 Policy Period.

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D. Property and Liability Insurance Limits and Deductibles.

Following review and discussion, upon motion duly made by Director Reid, seconded by Director Robbins, and upon vote, unanimously carried, it was

RESOLVED to approve the insurance and liability items A-D as presented.

LEGAL MATTERS

Amended and Restated Policies and Procedures Governing the Brighton Crossings Recreation Amenities: Mr. Dickhoner presented the Amended and Restated Policies and Procedures Governing the Brighton Crossings Recreation Amenities. Following review and discussion, upon motion duly made by Director Reid, seconded by Director Schum, and upon vote, unanimously carried, it was

RESOLVED to approve the Amended and Restated Policies and Procedures Governing the Brighton Crossings Recreation Amenities, as presented.

Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services: Mr. Dickhoner presented the Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services. Following review and discussion, upon motion duly made by Director Reid, seconded by Director Robbins, and upon vote, unanimously carried, it was

RESOLVED to approve the Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services, as presented.

Covenant Enforcement Resolution: Mr. Dickhoner presented the Covenant Enforcement Resolution for board approval. Following review and discussion, upon motion duly made by Director Reid, seconded by Director Strider, and upon vote, unanimously carried, it was

RESOLVED to approve the Covenant Enforcement Resolution, as presented.

Resolution Concerning the Imposition of an Operations Fee: Mr. Dickhoner presented the Resolution Concerning the Imposition of an Operations Fee for board approval. Following review and discussion, upon motion duly made by Director Robbins, seconded by Director Reid, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Concerning the Imposition of an Operations Fee, subject to finalization by legal counsel.

Resolution Establishing Guidelines for Processing and Collection of Delinquent Fees and Charges: Mr. Dickhoner presented the Resolution Establishing Guidelines for Processing and Collection of Delinquent Fees and Charges for board approval.

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Following review and discussion, upon motion duly made by Director Schum, seconded by Director Reid, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Establishing Guidelines for Processing and Collection of Delinquent Fees and Charges, as presented.

Landscape Easement Agreement: Mr. Dickhoner presented the Landscape Easement Agreement for board approval. Following review and discussion, upon motion duly made by Director Reid, seconded by Director Robbins, and upon vote, unanimously carried, it was

RESOLVED to approval the Landscape Easement Agreement, subject to final approval by Bryan Reid.

The Board considered the following items on Authority Assignment Matters:

- A. Assignment of Easements Agreement.
- B. Assignment and Assumption of Contractor Agreements.
- C. Quit Claim Deed to the Authority.
- D. Resolution Assigning Committee Oversight.
- E. Assignment of Oil and Gas Lease with Petro-Operating Company LLC.
- F. Assignment of Temporary Operations and Funding Agreement.
- G. Assignment of Management Agreement.

Following review and discussion, upon motion duly made by Director Reid, seconded by Director Schum, and upon vote, unanimously carried, it was

RESOLVED to approve the Authority Assignment Matters Items A-G, as presented.

DIRECTOR'S
ITEMS

No Director comments were offered.

OTHER MATTERS

The Board discussed operation and maintenance contracts and authorized Pinnacle Consulting to seek additional bids for landscaping maintenance services.


ADJOURNMENT

There being no further business to come before the Board, upon motion duly made by Director Schum, seconded by Director Strider, and upon unanimous vote, the meeting was adjourned at 8:23 p.m.

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

Respectfully submitted,


Crystal Clemens, Recording Secretary for the Meeting