

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF BRIGHTON CROSSING METROPOLITAN DISTRICT NO. 4

HELD  
June 11, 2019

The Special Meeting of the Board of Directors of Brighton Crossing Metropolitan District No. 4 was held at the Alli Event Center, 100 S. 3<sup>rd</sup> Avenue, Brighton, Colorado at 5:30 p.m. on Tuesday, June 11, 2019. Notice of the meeting was duly posted.

### ATTENDANCE

#### Directors in Attendance:

Jeffrey Schum, Secretary  
John Strider, Treasurer  
Chris Petro, Assistant Secretary

#### Directors not in Attendance:

Ashley Taruffelli, President – excused absence

#### Also, in Attendance:

Chelsey Green, Molly Janzen, Crystal Clemens, Peggy Dowswell, Kammy Tinney, Jason Woolard; Pinnacle Consulting Group, Inc.  
Shannon Robbins, Bryan Reid, Neil Simpson; Brookfield Residential  
Eve Grina, Esq. and Blair Dickhoner, Esq.; White Bear Ankele Tanaka & Waldron, P.C.  
Daniel Lee, Amy Ostendorf; Denver Metropolitan YMCA

### CALL TO ORDER

The Special Meeting of the Board of Directors of Brighton Crossing Metropolitan District No. 4 was called to order at 5:46 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. Additionally, the

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

### AGENDA

Attorney Dickhoner requested the addition of item V. C. Consider Approval of Assignment of Management Agreement. Following review, upon a motion duly made by Director Petro, seconded by Director Strider, and upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as amended.

### RESIGNATION AND APPOINTMENT OF DIRECTOR TO VACANCY

The Board acknowledged the resignation of Marc Savela. The consensus of the board was to communicate the vacancy to residents through the email blast system and the website, requesting letters of interest to be considered at the September 10, 2019 Regular Board Meeting.

### ELECTION OF OFFICERS

Due to the resignation of Marc Savela, the Board elected officers. Upon a motion duly made by Director Petro, seconded by Director Schum, and upon vote, unanimously carried, it was

**RESOLVED** to appoint the following officers:

Ashley Tarufelli, President  
John Strider, Treasurer  
Jeffrey Schum, Secretary  
Chris Petro, Assistant Secretary

### APPROVAL OF MINUTES

The minutes of the April 15, 2019 Special Meeting and ratification of actions taken at the April 15, 2019 Special Board Meeting were presented. Following review, upon a motion duly made by Director Petro, seconded by Director Strider, and upon vote, unanimously carried, it was

**RESOLVED** to approve the minutes of the April 15, 2019 Special Meeting and ratify actions taken at the April 15, 2019 Special Board Meeting, as presented.

### ADMINISTRATIVE MATTERS

Annual Administrative Resolution: Ms. Green presented to the board the approval of the Amended and Restated Annual Administrative Resolution. Following review, upon a motion duly made by Director Petro, seconded by Director Strider, and upon vote, unanimously carried, it was

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**RESOLVED** to approve the Amended and Restated Annual Administrative Resolution, as presented.

PUBLIC  
COMMENT

There were no public comments.

FINANCIAL  
MATTERS

Ratification of payment of claims: Ms. Janzen reviewed with the Board the payables listing dated March 27, 2019 through June 1, 2019 totaling \$386,928.90. Following review and discussion, upon motion duly made by Director Strider, seconded by Director Petro, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the payments made in the total amount noted above.

Financial Report: Ms. Janzen reviewed with the Board the Unaudited Financial Statements for the period ending March 31, 2019 and Cash Position Statement for the period ending May 31, 2019 and answered questions. Following review and discussion, upon a motion duly made by Director Petro, seconded by Director Schum, and upon vote, unanimously carried, it was

**RESOLVED** to accept the unaudited Financial Statements for the period ending March 31, 2019 and Cash Position Statement for the period ending May 31, 2019.

2019 Budget Amendment: Ms. Green opened the 2019 Budget Amendment Hearing to the public at 6:18 p.m. Ms. Green reported the 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 amendment was closed at 6:18 p.m. Ms. Janzen reviewed the proposed amended budget and answered questions. The 2019 budget is to be amended as follows:

Debt Service Fund	\$1,230,919
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Following review and discussion, upon a motion duly made by Director Petro, seconded by Director Schum, and upon vote, unanimously carried, it was

**RESOLVED** to adopt the Resolution to Adopt the Amended 2019 Debt Service Fund budgets for Brighton Crossing Metropolitan District No. 4 and appropriate budgeted funds.

Status of 2018 Audit: Ms. Janzen reviewed the status of the 2018 Audit with the Board and answered questions.

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Approval of Audit Extension: Ms. Janzen requested approval of the Audit Extension. Following review and discussion, upon motion duly made by Director Petro, seconded by Director Schum, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Audit Extension, as presented.

CAPITAL  
INFRASTRUCTURE  
MATTERS

District Capital Infrastructure Report: Mr. Woolard reviewed the District Capital Infrastructure Report with the Board and answered questions.

MANAGEMENT  
AND  
OPERATIONAL  
MATTERS

District Engineer Report: Mr. Woolard reviewed the written Engineer Report with the Board and answered questions.

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

LEGAL MATTERS

Consider Approval of First Amendment to the Brighton Crossings Authority Establishment Agreement: Mr. Dickhoner presented to the Board for consideration of Approval the First Amendment to the Brighton Crossings Authority Establishment Agreement. Following review and discussion, upon motion duly made by Director Strider, seconded by Director Petro, and upon vote, unanimously carried, it was

**RESOLVED** to approve the First Amendment to the Brighton Crossings Authority Establishment Agreement, as presented.

The Boards considered the following items on the 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 Strider, seconded by Director Petro, and upon vote, unanimously carried, it was

**RESOLVED** to approve Authority Assignment Matters, as presented.

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DIRECTOR'S  
ITEMS

There were no director's items presented to the Board.  
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OTHER MATTERS

There were no other matters presented to the Board.  
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ADJOURNMENT

There being no further business to come before the Board, upon motion duly made by Director Petro, seconded by Director Schum, and upon unanimous vote, the meeting was adjourned at 6:42 p.m.  
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The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,

  
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Crystal Clemens, Recording Secretary for the Meeting