

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

WHEATLANDS METROPOLITAN DISTRICT

Held: December 5, 2018, at 6:45 p.m., at 6601 S. Wheatlands Parkway, Aurora, Colorado.

Attendance

A special meeting of the Board of Directors of Wheatlands Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve, were in attendance:

Jack Lent
Paulette Martin
Robert Romero
Kathy Barela
Andrew Roper

Also present were Clint C. Waldron, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; Lori Walker and Kimberly Armitage, YMCA, District Manager; and Rick Gonzales, Marchetti & Weaver, District Accountant.

Call to Order

It was noted that a quorum of the Board was present and the meeting was called to order.

Disclosure Matters

Mr. Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Waldron reported that disclosures for those directors with 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. Mr. Waldron 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 Board determined that 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 agenda. Following discussion, upon motion duly made and seconded, the Board approved the agenda, as amended.

Public Comment None.

Consent Agenda Mr. Waldron presented the items on the consent agenda to the Board for consideration. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the Special agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted:

- Minutes from October 11, 2018 Regular Meeting and Work Session Meeting
- Claims Payable in the amount of \$319,196.46 represented by payments made from October 6, 2018 to November 28, 2018
- Notice to Electors Pursuant to § 32-1-809, C.R.S.
- Resolution Adopting a Personal Data Privacy Policy
- Termination of Memorandum of Agreement for Ground Lease
- Second Amendment to Agreement with Architerra for Bid and Construction Administration
- Agreement with AMCOBI for Assessment Billing Services
- Acceptance of Renewal Permit for Tract B, Filing No. 7
- Consider Ratification of License Agreement with Lokal for Signage
- Approval of Independent Contractor Agreement with Shad Wilson for Holiday Lighting
- Approval of Proposal from Public Restroom Company in the amount of \$129,942 for purchase of Restroom for Park Project
- Approval of Contract with Elevation Consulting for General Engineering Services and Work Order No. 1 in the amount of \$500.00
- Approval of First Amendment to Agreement with Left Hand Excavating for Detention Pond Cleanout

**District Management,
Operations and Landscape
Maintenance**

Work Orders and Proposals

Consider Approval of Estimate No. 895 (Work Order No. __) to the Landscape Maintenance Contract in the Amount of \$11,355.20

Deferred.

Other Landscape Maintenance and Management/Operations Matters

The Board engaged in general discussion regarding the swim team. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the continuation of the swim team in 2019 and requested a copy of the calendar.

Legal Matters

Consider Adoption of 2019 Annual Administrative Resolution

Mr. Waldron reviewed the 2019 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board approved the resolution and determined to change the regular meeting dates to the second Thursday of April, May, June, July, August, October and December at 6:00 P.M. and February 14th at 5:30 P.M.

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Mr. Waldron reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron with the Board. Mr. Waldron noted specifically that the arbitration provision had been revised to make it clear that arbitration applies to this engagement letter as well as any prior engagement with the District. Mr. Waldron also noted and discussed the addition of the representative client list section. Mr. Waldron stated that as he is not independent as to the engagement, the Board is advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. After discussion, upon a motion duly made by Director Lent, seconded by Director Martin, and upon a vote, unanimously carried, the Board approved the engagement letter with White Bear Ankele Tanaka & Waldron.

Discuss Waste Management Rate Increase and 2019 Contract Renewal

Ms. Walker discussed the 2019 rate increase to the Waste Management Contract with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the contract renewal and rate increase subject to inclusion of biweekly pickup of the 3-yard clubhouse dumpsters.

Approval of First

Ms. Walker reviewed the First Amendment to Independent

Amendment to Independent Contractor Agreement with YMCA for District Management Services and Clubhouse Management and Programming Peak Hours

Contractor Agreement with YMCA for District Management Services and Clubhouse Management with the Board. Following discussion, upon a motion duly made and seconded, the Board authorized the Operations Committee to negotiate and finalize the agreement.

Approval of Third Amendment to Independent Contractor Agreement with YMCA for pool Maintenance and Staffing

Ms. Walker reviewed the Third Amendment to Independent Contractor Agreement with YMCA for Pool Maintenance and Staffing with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Third Amendment.

Other Legal Matters

None.

Financial Matters

Consider Acceptance of Unaudited Financials

Mr. Gonzales reviewed the October 31, 2018 unaudited financials with the Board. Following discussion, upon a motion made and duly seconded, the Board accepted the unaudited financials.

Conduct Public Hearing on 2018 Budget Amendment

Not needed.

Consider Adoption of Resolution Amending 2018 Budget

Not needed.

Conduct Public Hearing on 2019 Budget

Director Lent opened the public hearing on the 2019 Proposed Budget. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the *Aurora Sentinel* on November 22, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution Approving 2019 Budget

Mr. Gonzales reviewed the proposed 2019 Budget with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously approved the resolution adopting the budget, appropriating funds therefor and certifying 38.595 mills for the general fund and 38.595 mills for the debt service fund, and 1.103 for contractual obligations.

Consider Auditor Proposals for 2018 Audit

Mr. Gonzales reviewed the 2018 Auditor Proposal with the Board. Following discussion, upon a motion duly made and

seconded, the Board unanimously approved the proposal from Dazzio & Associates.

Other Financial Matters

None.

Other Business

The Board engaged in general discussion regarding district communication matters.

Adjourn

There being no further business to come before the Board, upon motion, second and unanimous vote, the meeting was adjourned.

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 on the 17th day of January, 2019.