

# RECORD OF PROCEEDINGS

---

## MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENARGO MARKET METROPOLITAN DISTRICT NO. 3 HELD APRIL 26, 2022

A Special Meeting of the Board of Directors (referred to hereafter as the “Board”) of the Denargo Market Metropolitan District No. 3 (referred to hereafter as the “District”) was held on Tuesday, the 26<sup>th</sup> day of April 2022, at 10:30 a.m. The District Board meeting was held and properly noticed to be held via Zoom. The meeting was open to the public via Zoom.

### ATTENDANCE

#### Directors In Attendance Were:

Laura H. Newman  
Donald D. Cabrera  
Jeffrey D. Jones  
Todd Wenskoski

#### Also In Attendance Were:

Matt Cohrs; Special District Management Services, Inc. (“SDMS”)

Paula Williams, Esq.; McGeady Becher P.C.

Lindsay Ross; CliftonLarsonAllen LLP

### ADMINISTRATIVE MATTERS

**Disclosure of Potential Conflicts of Interest:** The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board and to the Secretary of State. It was noted that disclosures of potential conflicts of interest statements for each of the Directors had been filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Williams requested that the Directors consider whether they had any additional conflicts of interest to disclose. It was noted for the record that there were no additional disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statutes.

**Resolution Returning the District to Active Status:** The Board reviewed and considered the adoption of a Resolution Returning the District to Active Status and authorizing District Counsel to take all necessary actions in connection therewith.

## RECORD OF PROCEEDINGS

---

Following discussion, upon motion duly made by Director Jones, seconded by Director Cabrera and, upon vote, unanimously carried, the Board adopted the Resolution Returning the District to Active Status and authorized District Counsel to take all necessary actions in connection therewith. A copy of the Resolution is attached hereto and incorporated herein by this reference.

**Confirmation of Quorum, Location of Meeting and Posting of Meeting Notices:** Mr. Cohrs confirmed the presence of a quorum. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. It was noted that the District Board meeting was held and properly noticed to be held by video / telephonic means via Zoom. The Board further noted that notice of the time, date and meeting access information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed were received from taxpaying electors within the District's boundaries.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director Jones, seconded by Director Newman, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted at least 24 hours prior to each meeting on the District's website at: <https://denargo.colorado.gov> or if posting on the website is unavailable, notice will be posted on west side of Denargo Street just south of Wewatta Way on the southern boundary of Tract F.

**Agenda:** Mr. Cohrs reviewed with the Board a proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Jones and, upon vote, unanimously carried, the Agenda was approved, as presented.

**Minutes:** The Board reviewed the Minutes of the September 17, 2019 Special Meeting.

Following discussion, upon motion duly made by Director Newman, seconded by Director Jones and, upon vote, unanimously carried, the Board approved the Minutes of the September 17, 2019 Special Meeting was approved, as presented.

**Insurance Requirements:** The Board discussed the insurance requirements (public officials' liability, general liability, workers' compensation, comprehensive crime) and considered authorization for District staff to obtain proposals for

## RECORD OF PROCEEDINGS

---

insurance coverage through the Colorado Special Districts Property and Liability Pool and authorize membership in the Special District Association (“SDA”).

Following discussion, upon motion duly made by Director Newman, seconded by Director Cabrera and, upon vote, unanimously carried, the Board authorized District staff to obtain proposals for insurance coverage through the Colorado Special Districts Property and Liability Pool and authorized membership in the SDA.

**Agency Services Agreements between the District and T. Charles Wilson Insurance Service:** The Board considered approval of an Agency Services Agreement between the District and T. Charles Wilson Insurance Service.

Following discussion, upon motion duly made by Director Newman, seconded by Director Cabrera and, upon vote, unanimously carried, the Board approved an Agency Service Agreement between the District and T. Charles Wilson Insurance Service.

**Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting 24-Hour Notices:** The Board discussed the Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices.

Mr. Cohrs reviewed the business to be conducted in 2022 to meet the statutory compliance requirements. The Board determined to meet on June 21, September 20 and November 15, 2022 at 4:30 p.m., via Zoom meeting.

Following discussion, upon motion duly made by Director Newman, seconded by Director Cabrera and, upon vote, unanimously carried, the Board adopted the Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting of 24-Hour Notices. A copy of the Resolution is attached hereto and incorporated herein by this reference.

**District Website:** The Board discussed the status of the addition of the District to the website for Denargo Market Metropolitan District Nos. 1 and 2 and authorized necessary actions in connection therewith.

**Section 32-1-809, C.R.S. (Transparency Notice) Reporting Requirements and Mode of Eligible Elector Notification:** The Board discussed Section 32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for 2022 and directed staff to post the Transparency Notice on the Special District Association’s website and the District website.

## RECORD OF PROCEEDINGS

---

### PUBLIC COMMENT

There were no public comments.

---

### FINANCIAL MATTERS

**Application for Exemption from Audit for 2019:** The Board reviewed the 2019 Application for Exemption from Audit.

Following discussion, upon motion duly made by Director Newman, seconded by Director Cabrera and, upon vote, unanimously carried, the Board ratified approval of the preparation, execution and filing of the Application for Exemption from Audit for 2019.

**2022 Budget:** The Board entered into discussion regarding preparation of the 2022 Budget.

Following discussion, upon motion duly made by Director Newman, seconded by Director Jones and, upon vote, unanimously carried, the Board acknowledged the appointment of the District Accountant to prepare the 2022 Budget.

**2022 Budget Hearing:** The President opened the public hearing to consider the proposed 2022 Budget and to discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to or at this public hearing. No public comments were received and the President closed the public hearing.

Ms. Ross reviewed the proposed 2022 estimated revenues and expenditures.

Following discussion, the Board considered the adoption of the Resolution to Adopt the 2022 Budget and Appropriate Sums of Money. Upon motion duly made by Director Jones, seconded by Director Newman and, upon vote, unanimously carried, the Resolution to Adopt the 2022 Budget and Appropriate Sums of Money was adopted, as discussed, and execution of the Certification of Budget was authorized. Mr. Cohrs was authorized to transmit the Certification of Budget to the Division of Local Government not later than ninety (90) days following the District's Return to Active Status. A copy of the adopted Resolution is attached to these Minutes and incorporated herein by this reference.

**2023 Budget and 2022 Application for Exemption from Audit:** The Board entered into discussion regarding preparation of the 2023 Budget and the 2022 Application for Exemption from Audit.

## RECORD OF PROCEEDINGS

---

Following discussion, upon motion duly made by Director Jones, seconded by Director Newman and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2023 Budget and the 2022 Application for Exemption from Audit.

### **LEGAL MATTERS**

**Resolution Calling a Regular Election for Directors on May 3, 2022:** Following discussion, upon motion duly made by Director Jones, seconded by Director Cabrera and, upon vote, unanimously carried, the Board acknowledged the adoption of the Resolution Calling a Regular Election for Directors on May 3, 2022. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

*Election Update:* Attorney Williams advised the Board that the May 3, 2022 Election was cancelled, as allowed by statute, because there were not more candidates than positions available on the Board. It was noted that Jeffrey Jones, Todd Wenskoski and Wade Davidson, were each deemed elected by acclamation to 3-year terms expiring in May, 2025.

**McGeady Becher P.C. Records Retention Policy:** Attorney Williams presented the update to the McGeady Becher P.C. Document Retention Policy to the Board. Following discussion, upon a motion duly made by Director Newman, seconded by Director Jones, and upon vote, unanimously carried, the Board acknowledged the update and directed a copy of the approved updated McGeady Becher P.C. Document Retention Policy be attached to the Minutes for this meeting. Accordingly, a copy of the updated McGeady Becher P.C. Document Retention Policy is attached hereto and incorporated herein by reference.

**First Amendment to Resolution No. 2019-06-03; Resolution Regarding Colorado Open Records Act Requests:** The Board reviewed and considered the approval of the First Amendment to Resolution No. 2019-06-03; Resolution Regarding Colorado Open Records Act Requests.

Following discussion, upon motion duly made by Director Jones, seconded by Director Cabrera and, upon vote, unanimously carried, the Board approved the First Amendment to Resolution No. 2019-06-03; Resolution Regarding Colorado Open Records Act Requests. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

**Service Plan Amendment:** Attorney Williams discussed action items and timing relative to the proposed Service Plan Amendment, noting that she will provide a draft of the Letter of Intent to Director Wenskoski for his review. Following discussion, the Board authorized District Counsel to submit the Letter of Intent to the City and County of Denver, pending resolution of any comments Director

## RECORD OF PROCEEDINGS

---

Wenskoski may have, and to take other necessary actions relative to the proposed Service Plan Amendment.

**Public Hearing on the Petition for Inclusion of Property Owned by JV Denargo, LLC:** The Board opened the public hearing to consider the Petition received from JV Denargo, LLC to Include Real Property (approximately 7.679 acres) into the District boundaries.

It was noted that publication of Notice stating that the Board would consider approving the inclusion of the Real Property owned by JV Denargo, LLC into the District was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received, and the public hearing was closed.

Following discussion, the Board considered the adoption of the Resolution for Inclusion of Real Property into the District as set forth in the Petition. Upon motion duly made by Director Wenskoski, seconded by Director Jones, and upon vote unanimously carried, the Board adopted the Resolution for Inclusion of Real Property. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

---

### **OTHER MATTERS**

There were no other matters to discuss at this time.

---

### **ADJOURNMENT**

There being no further business to come before the Board at this time, upon motion duly made by Director Jones, seconded by Director Wenskoski and, upon vote, unanimously carried, the Special Meeting was adjourned.

Respectfully submitted,

By: *Ann Finn*  
Secretary for the Meeting

# RECORD OF PROCEEDINGS

---

## McGeady Becher P.C. Document Retention Policy

### Types of Documents

In representing you we will, or may, take possession of, create, and/or keep various types of documents. These consist of documents you provide to us, documents which constitute the District's official public record, and internal documents we create to assist us in providing services to you.

### Documents You Provide to Us

It is our policy to copy and return original documents you provide to us as soon as practicable. Exceptions to this policy are original documents which should be kept as part of the District's official public record, instances where we must have an original document to represent you, and cases where we have affirmatively agreed retain a document for safekeeping.

### The District's Record

As a part our engagement, we will maintain the District's official public Record (the “**Record**”). The Record is a highly useful and detailed compilation of documents reflecting the official actions of the District and serves multiple functions. First, it collects those documents which the public is entitled to inspect and copy under various state and federal public records and freedom of information statutes. Second, it organizes the records of the District - such as its contracts, land and title records, and easements - in a manner which is useful in conducting the ongoing business of the District. Third, the Record helps expedite the District's annual audit process. Fourth, in the event you should change legal counsel or employ in-house counsel, the Record will enable that counsel to understand the status and assume representation of the District with maximum efficiency.

The Record includes the District's organizational documents, fully-executed agreements which are still in effect, rules, regulations, resolutions adopted by the District, official minutes books, meeting notices, agendas, insurance policies, District maps, election records, bond documents, audit documents, and many more. A comprehensive list of documents comprising the Record is available from us at any time upon request.

Creating and maintaining the Record is an important and complex task, and you agree to pay our actual costs and hourly fees associated with doing this.

### Supplemental Documents

All other documents created in course of representing you are referred to as Supplemental Documents. These include our notes, drafts, memoranda, worksheets, electronic communications, and other electronic documents stored in various media or file servers.

## RECORD OF PROCEEDINGS

---

### **Documents We Retain**

Except as provided in this Document Retention Policy or an amendment thereto, we will keep the Record and any original documents accepted by us for safekeeping so long as we represent you.

### **Delivery of the Record**

Once a matter is concluded, or our has representation terminated, we deliver to you or the District's designee the original, printed Record, together with any original documents we have accepted for safekeeping, provided our fees and costs have been paid in full.

If you do not designate someone to receive these records, we will deliver them to a then- current officer or director of the District. If we are unable to deliver these documents for any reason, we may retain, destroy, or otherwise dispose of them in manner which assures their continued confidentiality within thirty (30) days of our concluding that an authorized recipient cannot be readily located.

We will also confidentially destroy the Record of any District in our possession if a final order of dissolution of the District is entered.

All other documents, including all Supplemental Documents, are routinely, periodically, confidentially, and permanently purged by us once they are no longer useful to us in providing services to you.