

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENARGO MARKET METROPOLITAN DISTRICT NO. 1 HELD NOVEMBER 16, 2021

A Special Meeting of the Board of Directors (referred to hereafter as the “Board”) of the Denargo Market Metropolitan District No. 1 (referred to hereafter as the “District”) was held on Tuesday, the 16th day of November 2021, at 4:30 p.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, 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
David Smith
Todd T. Wenskoski

Also In Attendance Were:

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

Erica L. Montague, Esq.; McGeady Becher P.C.

Jason Carroll and Lindsay Ross; CliftonLarsonAllen LLP

Wade Davidson; Golub & Company LLC

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

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 Montague 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.

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ADMINISTRATIVE MATTERS

Confirmation of Quorum and Approval of Meeting Location: 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.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Newman and, upon vote, unanimously carried, the Board determined that due to concerns regarding the spread of COVID-19 and the benefits to the control of the virus by limiting in-person contact, this meeting was conducted via Zoom meeting. 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.

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 Newman and, upon vote, unanimously carried, the Agenda was approved, as presented.

Minutes: The Board reviewed the Minutes of the October 5, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Jones and, upon vote, unanimously carried, the Minutes of the October 5, 2021 Special Meetings were approved, as presented.

Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Location for Posting 24-Hour Notices: The Board discussed Resolution No. 2021-11-01; 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 March 15, 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 Resolution No. 2021-11-01; 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.

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Section 32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2022: 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.

**CONSENT
AGENDA**

There were no items on the Consent Agenda.

**PUBLIC
COMMENT**

Mr. Davidson introduced himself to the Board, noting that he is a new member of the development team and will be coordinating certain action items between the District and Golub & Company LLC.

**FINANCIAL
MATTERS**

Claims: The Board considered ratifying the approval of the payment of claims as follows:

Fund	Period Ending Sept. 30, 2021	Period Ending October 31, 2021	Period Ending Special Payment Nov. 2, 2021
General	\$ 12,667.48	\$ 36,724.00	\$ 24,351.89
Debt Service	\$ -0-	\$ -0-	\$ -0-
Capital Projects	\$ -0-	\$ -0-	\$ -0-
Total	\$ 12,667.48	\$ 36,724.00	\$ 24,351.89

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Newman and, upon vote, unanimously carried, the Board ratified approval of the payment of the claims, as presented.

Unaudited Financial Statements: Mr. Carroll reviewed the unaudited financial statements through the period ending September 30, 2021 and Schedule of Cash Position, updated as of November 3, 2021, with the Board.

Following review, upon motion duly made by Director Newman, seconded by Director Jones and, upon vote, unanimously carried, the Board accepted the unaudited financial statements through the period ending September 30, 2021 and Schedule of Cash Position, updated as of November 3, 2021.

2021 Audit: The Board reviewed the proposal from Dazzio & Associates, P.C. to perform the 2021 Audit.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Jones and, upon vote, unanimously carried, the Board approved the

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engagement of Dazzio & Associates, P.C. to perform the 2021 Audit, for an amount not to exceed \$4,000.

2021 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2021 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2021 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 this public hearing. No public comments were received, and the public hearing was closed.

Following review and discussion, the Board determined that an amendment to the 2021 Budget was not necessary.

2022 Budget Hearing: The President opened the public hearing to consider the proposed 2022 Budget and 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.

Mr. Carroll reviewed the estimated year-end 2021 revenues and expenditures and the proposed 2022 estimated revenues and expenditures.

The Board discussed the mill levy and determined that 0.000 mills would be certified.

Following discussion, the Board considered the adoption of the Resolution to Adopt the 2022 Budget and Appropriate Sums of Money and the Resolution to Set Mill Levies. Upon motion duly made by Director Smith, seconded by Director Cabrera and, upon vote, unanimously carried, Resolution No. 2021-11-02 and Resolution No. 2021-11-03 were 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 January 30, 2022. A copy of the adopted Resolutions are attached to these Minutes and incorporated herein by this reference.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made by Director Newman, seconded by Director Cabrera and, upon vote,

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unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form (zero mill levy) for certification to the Denver Assessor and other interested parties.

2023 Budget Preparation: The Board discussed the preparation of the 2023 Budget.

Following discussion, upon motion duly made by Director Cabrera, seconded by Director Jones and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2023 Budget. The Board determined to hold the public hearing to consider adoption of the 2023 Budget on November 15, 2022.

Master Service Agreement for Accounting Services by and between the District and CliftonLarsonAllen LLP and related Statement(s) of Work: The Board entered into discussion regarding a Master Service Agreement for Accounting Services by and between the District and CliftonLarsonAllen LLP and related Statement(s) of Work.

Following discussion, upon motion duly made by Director Jones, seconded by Director Newman and, upon vote, unanimously carried, the Board approved the Master Service Agreement for Accounting Services by and between the District and CliftonLarsonAllen LLP and related Statement(s) of Work.

LEGAL MATTERS

May 3, 2022 Regular Director Election: The Board entered into discussion regarding the May 3, 2022 Regular Director Election regarding new legislative requirements and related expenses for same.

Resolution Calling a Regular Election for Directors on May 3, 2022, Appointing the Designating Election Official (“DEO”), and Authorizing the DEO to Perform all Tasks Required for the Conduct of Mail Ballot Election (“Resolution No. 2021-11-04”): The Board discussed Resolution No. 2021-11-04.

Following discussion, upon motion duly made by Director Newman, seconded by Director Jones and, upon vote, unanimously carried, the Board adopted Resolution No. 2021-11-04. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

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OPERATIONS AND MAINTENANCE

Proposal from Consolidated Divisions Inc., Dba CDI Environmental Contractor for 2022 Detention Pond Maintenance: The Board reviewed a proposal from Consolidated Divisions Inc., dba CDI Environmental Contractor for 2022 Detention Pond Maintenance.

Following discussion, upon motion duly made by Director Jones, seconded by Director Newman and, upon vote, unanimously carried, the Board directed the District Manager to prepare a draft Service Agreement for 2022 Detention Pond Maintenance by and between the District and Consolidated Divisions Inc., dba CDI Environmental Contractor for review by District Counsel.

Proposal from Brightview Landscape Services, Inc. to Add Rock to Planter Areas: The Board deferred action on this matter, pending a walk-thru of the property with Mr. Cohrs to identify future work.

Status of the Dog Park: Mr. Cohrs updated the Board on the status of the dog park, noting that materials and fencing are scheduled to arrive any day, and it is anticipated that the park will be installed in the next 2-3 weeks.

OTHER MATTERS

Status of Development: The Board discussed various matters relative to the status of development within the project.

Easement: The Board discussed the potential need to vacate or amend the current easement relative to maintenance of the detention pond.

Phase III / Phase IV: It was noted that Phase III had been closed out and Phase IV is underway.

Street Closures: It was reported that streets had been successfully closed October 15-17, 2021.


Work Session: The Board discussed the potential need for a work session in January of 2022 to coordinate next steps in the development.

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ADJOURNMENT

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

Respectfully submitted,

By: 
Secretary for the Meeting