

MINUTES OF A JOINT ORGANIZATIONAL MEETING OF  
THE BOARDS OF DIRECTORS

OF THE

BRIGHTON RIDGE METROPOLITAN DISTRICT NOS. 1 & 2

Held: December 9, 2021, at 8:00 A.M.

**ATTENDANCE**

The meeting was held in accordance with the laws of the State of Colorado. The following directors were in attendance:

Andrew R. Klein  
Kevin Smith  
Patrick Schmitz

Also present were: Jennifer Gruber Tanaka, Esq., and Audrey Johnson, Esq., WHITE BEAR ANKELE TANAKA & WALDRON, Attorneys at Law, District general counsel; and Jason Carroll, CliftonLarsonAllen, LLP, District accountant.

**ADMINISTRATIVE  
MATTERS**

Call to Order

The meeting was called to order.

Declaration of Quorum and  
Confirmation of Director  
Qualifications

Ms. Tanaka noted that a quorum for each of the Boards was present and that the directors had confirmed their qualification to serve.

Reaffirmation of Disclosures  
of Potential or Existing  
Conflicts of Interest

Ms. Tanaka advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tanaka reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Tanaka noted that a quorum was present and 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 Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Combined Meetings

The Districts are meeting in a combined Board meeting. Unless otherwise noted below, the matters set forth below shall be deemed

to be the actions of the Brighton Ridge Metropolitan District Nos. 1 and 2, collectively.

Approval of Agenda Ms. Tanaka presented the Boards with the agenda for the meeting. Upon motion of Mr. Schmitz, seconded by Mr. Smith, the Boards unanimously approved the agenda as presented.

Excusal of Absence The Boards noted the absence of Mr. Moore. Upon motion of Mr. Schmitz, seconded by Mr. Smith, the Boards unanimously excused his absence.

## **DIRECTOR MATTERS**

Election of Officers Ms. Tanaka noted the need to elect officers and noted that the Boards are required to have a president, treasurer and a secretary.

Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously elected the following officers:

President: Patrick Schmitz  
Secretary: Andy Klein  
Treasurer: Kevin Smith  
Assistant Secretary: Otis Moore

**PUBLIC COMMENT** None.

**CONSENT AGENDA** The Board was presented with the consent agenda items. Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously took the following actions:

- a. Administrative Matters
  - i. Adopted Joint Resolution No. 2021-12-01: 2022 Joint Annual Administrative Resolution
  - ii. Adopted Joint Resolution No. 2021-12-02: Providing for the Defense and Indemnification of Directors and Employees of the Districts
  - iii. Adopted Joint Resolution No. 2021-12-03: Adopting the Colorado Special District Records Retention Schedule
  - iv. Adopted Joint Resolution No. 2021-12-04: Adoption of Public Records Request Policy
  - v. Adopted Joint Resolution No. 2021-12-05: Resolution Establishing Electronic Signature Policy
  - vi. Adopted Joint Resolution No. 2021-12-06: Resolution Concerning Authorization for Approval of Contracts and Payment of Claims

- vii. Adopted Resolution No. 2021-12-07: Resolution of Boards of Directors Calling May 2022 Election
  - 1. Confirmed the Methods to Provide Calls for Nomination: 1) Emailing/Mailing (as required by statute); and 2) Publication
- b. Consultant Matters
  - i. Approved the Master Service Agreement with CliftonLarsonAllen, LLP for Accounting Services (District No. 1) (subject to finalization)
  - ii. Approved the Engagement Letters with WHITE BEAR ANKELE TANAKA & WALDRON for General Counsel Legal Services
  - iii. Approved the Independent Contractor Agreement with Schedio Group, LLC for Cost Certification Services (District No. 1)
- c. Developer Matters
  - i. Approved the Funding and Reimbursement Agreement (Operations and Maintenance) with Walk Off LLC (District No. 1)
  - ii. Approved the Infrastructure Acquisition and Reimbursement Agreement with Walk Off LLC (District No. 1)
- d. Insurance Matters
  - i. Approved the SDA Memberships and Intergovernmental Agreement with Colorado Special Districts Property and Liability Pool
  - ii. Approved the Insurance and Limits for Same (2021 and 2022)
  - iii. Approved the Agency Fee Agreement with T. Charles Wilson for Insurance Broker Services
- e. Agreement Matters
  - i. Approved the Intergovernmental Agreement with City of Brighton (as required by Service Plan (District No. 1)
  - ii. Approved the Intergovernmental Agreement with City of Brighton (as required by Service Plan (District No. 2)
  - iii. Approved the Engagement Letter with Collins, Cockrel & Cole for Special Counsel Services Related to District Coordinating Services Agreement and Pledge Agreement for Bonds (District No. 2)
  - iv. Approved the Engagement Letter with Cockrel Ela Glesne Greher & Ruhland for Special Counsel Services Related to District Coordinating Services Agreement and Pledge Agreement for Bonds (District No. 2)

- v. Approved the Transaction Based Informed Consent Letter Related to District Coordinating Services Agreement with WHITE BEAR ANKELE TANAKA & WALDRON for General Counsel Legal Services
- vi. Approved the District Coordinating Services Agreement (District Nos. 1 and 2)
- f. Bond Matters (District No. 1)
  - i. Ratified the Engagement Piper Sandler & Co. as Underwriter for Limited Tax General Obligation Bonds
  - ii. Ratified the Engagement of Lewis Young Robertson & Burningham, Inc. as Municipal Advisor for Limited Tax General Obligation Bonds
  - iii. Ratified the Engagement of Sherman & Howard LLC as Disclosure Counsel for Limited Tax General Obligation Bonds
  - iv. Ratified the Engagement of Zonda for Market Study for Limited Tax General Obligation Bonds
  - v. Approved the Special Bond Fee Disclosure for WHITE BEAR ANKELE TANAKA & WALDRON for Limited Tax General Obligation Bonds
  - vi. Approved the Engagement of Kutak Rock, LLP as Bond Counsel for Limited Tax General Obligation Bonds

## FINANCIAL MATTERS

Public Hearings on 2021 Budgets and Adoption of Resolution No. 2021-12-08 (District No. 1) and Resolution No. 2021-12-09 (District No. 2): Adopting Budget, Imposing Mill Levy and Appropriating Funds

Mr. Smith opened the public hearings on the 2021 budgets. Ms. Tanaka noted that public notices were provided in accordance with Colorado law. There being no public comment, the public hearings were closed.

Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously approved the 2021 budgets and adopted Resolution No. 2021-12-08 (District No. 1) and Resolution No. 2021-12-09 (District No. 2): Adopting Budget, Imposing Mill Levy and Appropriating Funds.

Public Hearings on 2022 Budgets and Adoption of Resolution No. 2021-12-10 (District No. 1) and Resolution No. 2021-12-11 (District No. 2): Adopting Budget, Imposing Mill Levy and Appropriating Funds

Mr. Smith opened the public hearings on the 2022 budgets. Ms. Tanaka noted that public notices were provided in accordance with Colorado law. There being no public comment, the public hearings were closed.

Upon motion of Mr. Smith, seconded by Mr. Schmitz, the Boards unanimously approved the 2022 budgets and adopted Resolution No. 2021-12-10 (District No. 1) and Resolution No. 2021-12-11 (District No. 2): Adopting Budget, Imposing Mill Levy and

Appropriating Funds.

Consider Establishment of Bank Accounts and Authorize Signers on the Accounts (with all checks requiring two signatures)

The Boards discussed establishing bank accounts and authorizing signors for the accounts. The Boards determined to open accounts at FirstBank and CSAFE.

Upon motion of Mr. Schmitz, seconded by Mr. Smith, the Boards unanimously authorized the opening of accounts at FirstBank and CSAFE with all directors each being the authorized signors on the accounts.

Approval of Bill.com Account and Process for Reviewing and Approving Invoices

The Boards discussed the use of bill.com for the processing of payment of claims.

Upon motion of Mr. Schmitz, seconded by Mr. Smith, the Boards unanimously approved the use of bill.com with Mr. Smith being the approving director.

Status of Issuance of 2022A<sup>(3)</sup> Bonds (District No. 1)

The Board of District No. 1 reported that the bonds are currently anticipated to close in February after boundary changes and a service plan amendment are processed through the City.

Other Financial Matters

None.

**LEGAL MATTERS**

Update Regarding District Website and Consider Engagement of Heatherly Creative, LLC for Website Design Services

Ms. Tanaka reported that, by January 1, 2023, the Boards will be required to have a website pursuant to Colorado law and inquired into whether the Boards wanted to have the establishment of the website put into the queue now to ensure this deadline is met.

Upon motion of Mr. Schmitz, seconded by Mr. Smith, the Boards unanimously approved the engagement of Heatherly Creative, LLC for website design services.

Status of Boundary Changes and Amendment to Service Plan

Ms. Tanaka reported that a request was submitted to the City requesting approval of the proposed boundary changes and approval of a Service Plan Amendment for District No. 2 for January 18, 2022. She is waiting on confirmation from the City that this date will work and that the proposed request does not create concerns for the City. Ms. Tanaka will provide updates to the Boards upon receipt of a response from the City.

**OTHER BUSINESS**  
Next Regular Meeting

The next meeting is scheduled for January 20, 2022, at 8:00 A.M.

**ADJOURNMENT**

There being no further business to come before the Boards, 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.



Andrew Klein (Feb 4, 2022 10:29 CST)

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Secretary for the Districts