

MOUNTAIN BROOK METROPOLITAN DISTRICT

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NOTICE OF A REGULAR MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Kevin Mulshine	President	2027/May 2027
Kenneth Spencer	Treasurer	2027/May 2027
Conley Smith	Secretary	2027/May 2027
Dale Bruns	Assistant Secretary	2025/May 2025
Mark Solomon	Assistant Secretary	2025/May 2025

DATE: February 26, 2024
TIME: 9:00 a.m.
PLACE: Zoom

<https://us02web.zoom.us/j/86267550643?pwd=V3RnRGRtWkRyUIZZc1VMWTJFZjFHdz09>

Meeting ID: 862 6755 0643
Passcode: 987572
Call In: 1-719-359-4580

I. ADMINISTRATIVE MATTERS

A. Present Disclosures of Potential Conflicts of Interest.

B. Approve Agenda, confirm location of meeting, posting of notices.

II. *CONSENT AGENDA – These items listed below are a group of items to be acted on with a single motion and vote by the Board. An item may be removed from the consent agenda to the regular agenda by any Board member. Items on the consent agenda are then voted on by a single motion, second, and vote by the Board.

- Review and approve the Minutes of the October 23, 2023 Regular Meeting and Statutory Annual Meeting (enclosures).
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III. PUBLIC COMMENTS

A. _____

IV. FINANCIAL MATTERS

A. Review and ratify approval of the payment of claims as follows (to be distributed):

Fund	Period Ending Oct. 31, 2023	Period Ending Nov. 30, 2023	Period Ending Dec. 31, 2023	Period Ending Jan. 31, 2024
General				
Debt				
Capital				
Total				

B. Review and accept unaudited financial statements through the period ending December 31, 2023 (to be distributed).

C. Ratify approval of the preparation, execution and filing of the Application for Exemption from Audit for 2023 (to be distributed).

D. Consideration and Approval of Reimbursement Request No. 2, and together therewith approval of the Resolution Accepting Public Improvements from Mountain Brook Partners, LLC Pursuant to the Improvement Acquisition, Advance and Reimbursement Agreement; Bill of Sale; Warranty Agreement; Assignment of Warranties; Engineer Cost and Design Certifications; Title Commitment; Accountant Certification; and Requisition No. 6.

V. LEGAL MATTERS

A. Consideration and Approval of Temporary Construction Easement Agreement with Mountain Brook Partners, LLC.

B. Consideration and Approval of Permanent Easement Agreement regarding District Signage with Mountain Brook Partners, LLC.

VI. CAPITAL IMPROVEMENT MATTERS

VII. OTHER BUSINESS

A. _____

VIII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR APRIL 22, 2024.**

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE MOUNTAIN BROOK METROPOLITAN DISTRICT HELD OCTOBER 23, 2023

The Regular meeting of the Board of Directors of the Mountain Brook Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, the 23rd day of October, 2023, at 9:00 a.m. The District Board meeting was held via Zoom. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin Mulshine, President
Kenneth Spencer, Treasurer
Conley Smith, Secretary

Also In Attendance Were:

Peggy Ripko; Special District Management Services, Inc.

Deborah Early; Alexandra Mejia; and Alan Pogue, Esq. (for a portion of the meeting); Icenogle Seaver Pogue, P.C.

Diane Wheeler; Simmons & Wheeler, P.C.

Jim Golden and Don Burchett; City of Longmont

Dale Burns and Mark Solomon; Board Candidates

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Attorney Pogue noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Pogue requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Pogue noted for the record that there were no new 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 and in accordance with the statutes. It was noted that disclosure statements had been timely filed for all Directors.

RECORD OF PROCEEDINGS

ADMINISTRATIVE MATTERS

Agenda: Ms. Ripko distributed for the Board’s review and approval an amended agenda for the District's meeting.

Following discussion, upon motion duly made by Director Smith, seconded by Director Spencer and, upon vote unanimously carried, the agenda was approved, as amended.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of §32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

Following discussion, upon motion duly made by Director Smith, seconded by Director Spencer and, upon vote, unanimously carried, the Board determined this District Board Meeting was held via Zoom. The Board further noted that notice of this meeting format was duly posted and that it has not received any objections to the meeting format or any requests that the meeting format be changed by taxpaying electors within the District boundaries.

Appointment of Director: The Board discussed the vacancies on the Board. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy was published in a newspaper having general circulation in the District and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication. As such, eligible electors Dale Burns and Mark Solomon, were nominated to serve on the Board.

Following discussion, upon motion duly made by Director Mulshine and seconded by Director Smith and, upon vote, unanimously carried, the Board appointed Dale Burns and Mark Solomon to fill two vacancies on the Board

Appointment of Officers: The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Mulshine, seconded by Director Spencer and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Kevin Mulshine
Treasurer	Kenneth Spencer
Secretary	Peggy Ripko
Assistant Secretary	Conley Smith
Assistant Secretary	Dale Burns
Assistant Secretary	Mark Solomon

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Consent Agenda:

- Review and approve the Minutes of the March 6, 2023 Special Meeting.
- Consider Approval of 2024 Annual Administrative Matters Resolution.
- Consider Approval of 2024 Meeting Resolution.
- Consider Approval of Amended and Restated Resolution Adopting Public Records Policy.

Following review, upon motion duly made by Director Mulshine, seconded by Director Smith and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above actions.

PUBLIC COMMENTS There were no public comments at this time.

FINANCIAL MATTERS

Claims: Ms. Wheeler reviewed with the Board the payment of claims through the period ending June 30, 2023 in the amount of \$52,180.91.

Following discussion, upon motion duly made by Director Spencer, seconded by Director Smith and, upon vote, unanimously carried, the Board ratified approved the payment of claims through the period ending June 30, 2023 in the amount of \$52,180.91, as presented.

Unaudited Financial Statements: Ms. Wheeler reviewed with the Board the unaudited financial statements for the period ending March 31, 2023.

Following discussion, upon motion duly made by Director Smith, seconded by Director Spencer and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending March 31, 2023, as presented.

2022 Audit: No action was taken at this time.

2023 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2023 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 2023 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.

RECORD OF PROCEEDINGS

Following discussion, the Board determined that an amendment to the 2023 Budget was not necessary.

2024 Budget Hearing: The President opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2024 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. Wheeler reviewed the estimated year-end 2023 revenues and expenditures and the proposed 2024 estimated revenues and expenditures.

Following discussion, the Board considered the adoption of Resolution No. 2023-11-04 to Adopt the 2024 Budget and Appropriate Sums of Money and to Set Mill Levies (for the General Fund at 51.791 mills and the Debt Service Fund at 0 mills, for a total of 51.791 mills). Upon motion duly made by Director Mulshine, seconded by Director Smith and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2023. Mrs. Ripko was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Douglas County and the Division of Local Government not later than December 10 2023. Mrs. Ripko was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2024. Copies of the adopted Resolutions are attached hereto and incorporated herein by this reference.

LEGAL MATTERS

4th Amendment to 2020 Funding and Reimbursement Agreement with Mountain Brook Partners, LLC: The Board reviewed the Fourth Amendment to the 2020 Funding and Reimbursement Agreement with Mountain Brook Partners, LLC.

Following discussion, upon motion duly made by Director Smith, seconded by Director Mulshine and, upon vote, unanimously carried, the Board approved the Forth Amendment to the 2020 Funding and Reimbursement Agreement with Mountain Brook Partners, LLC.

Agreement with Landmark for Construction of Amenity Center: The Board discussed the approval of the Agreement with Landmark for Construction of Amenity Center, subject to final legal review of construction contract and not to

RECORD OF PROCEEDINGS

exceed \$5,600,000.

Following discussion, upon motion duly made by Director Spencer, seconded by Director Mulshine and, upon vote, unanimously carried, the Board approved the Agreement with Landmark for Construction of Amenity Center, subject to final legal review of the construction contract and not to exceed \$5,600,000.

CAPITAL IMPROVEMENT MATTERS

Amenity Center: The Board discussed the Amenity Center.

Architectural Review Process: The Board discussed the architectural review process.

Following discussion, upon motion duly made by Director Spencer, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the architectural review process, charge fees and all the rules and regulations

OTHER BUSINESS

Cancelling December 25, 2023 Meeting: The Board discussed cancelling the December 25, 2023 Meeting.

Following discussion, upon motion duly made by Director Mulshine, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the cancelling the December 25, 2023 Meeting.

Ms. Ripko discussed the memo regarding new rate structure from Special District Management Services, Inc.

ADJOURNMENT

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

Respectfully submitted,

By: _____
Secretary for the Meeting