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## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CONSERVATORY METROPOLITAN DISTRICT HELD

MAY 18, 2020

A Special Meeting of the Board of Directors (referred to hereafter as “Board”) of the Conservatory Metropolitan District, (referred to hereafter as “District”), was convened by video conference and telephonically due to declared emergency circumstances. The meeting was open to the public and the conferencing information was posted.

#### ATTENDANCE

#### Directors In Attendance Were:

Birgit Baldwin  
Pedro L. Moczo, Jr.  
Joy DeMots  
David E. Altman  
Robert C. Giles

#### Also In Attendance Were:

AJ Beckman; Public Alliance, LLC

Jennifer Tanaka, Esq.; White Bear Ankele Tanaka & Waldron, P.C.

Georgia Harland; Simmons and Wheeler, P.C.

Tim Siml, Bob Hunchberger, Laverne Palmer, and Maria Elena; residents

#### DISCLOSURES OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: Attorney Tanaka advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. The Board reviewed the Agenda for the meeting, following which Directors Baldwin, Moczo, DeMots, Altman, and Giles, along with each consultant, confirmed that they have no conflicts of interest in connection with any of the matters listed on the Agenda.

Director Altman asked if proxy voting is permitted. Attorney Tanaka explained that Districts must have a quorum of Directors in attendance to hold a Board Meeting, and that Directors are required to be present to vote. She further explained that Agenda items may be reordered to accommodate time constraints or for whatever reason the Board deems necessary.

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### PLEDGE OF ALLEGIANCE

**Pledge of Allegiance:** Director Baldwin led the Board in reciting the Pledge of Allegiance.

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### ADMINISTRATIVE MATTERS

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

Following discussion, upon motion duly made by Director DeMots, seconded by Director Giles and, upon vote, unanimously carried, the Agenda was approved, as amended.

**May 5, 2020 Directors' Election:** Mr. Beckman noted that the Board of Canvassers met on Friday, May 15, 2020 to certify the ballot returns. Directors DeMots, Giles and Altman were each elected to three-year terms. Attorney Tanaka confirmed that Oaths of Office were filed with the Arapahoe County District Court, the Clerk and Recorder, and with the Department of Local Affairs prior to the meeting.

**Appointment of Officers:** Mr. Beckman explained that following the May 5, 2020 Directors' Election, the Board would need to appoint officers. Officers were appointed as follows:

**President:** Following discussion, upon motion duly made by Director Giles, seconded by Director DeMots and, upon vote, unanimously carried, the Board appointed Director Baldwin as President.

**Treasurer:** Following discussion, upon motion duly made by Director Baldwin, seconded by Director Giles and, upon vote, unanimously carried, the Board appointed Director DeMots as Treasurer.

**Secretary:** Following discussion, upon motion duly made by Baldwin, seconded by Director DeMots and, upon vote, unanimously carried, the Board appointed Director Moczo as Secretary.

**Assistant Secretary:** Following discussion, upon motion duly made by DeMots, seconded by Director Baldwin and, upon vote, unanimously carried, the Board appointed Director Giles as Assistant Secretary.

**Assistant Secretary:** Following discussion, upon motion duly made by DeMots, seconded by Director Giles and, upon vote, unanimously carried, the Board appointed Director Altman as Assistant Secretary.

**Establishment of Committees:** Director Baldwin explained that the Board has relied heavily on committee involvement to control costs and provide

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effective on-site management of the daily affairs of the District. She discussed the various committees noting that all committees work with the District Manager as a Liaison to the Board, the public, consultants, and contractors. She referred to the Conservatory Metropolitan District Committees Memorandum included with the meeting materials and attached hereto and incorporated herein by this reference. The Board established the following Committees:

Landscaping Committee: Director Baldwin explained that the Committee works closely with the landscaping contractor(s) and includes the public art in its scope of oversight. Following discussion, Directors Baldwin and Giles volunteered to serve on the Landscaping Committee.

Ponds Committee: Director Baldwin explained that this committee is responsible for overseeing the maintenance of the detention pods serving the community. Director Palmer noted that she has been on the committee for the past few years and will be happy to assist as necessary. Following discussion Directors DeMots and Altman volunteered to serve on the committee.

Maintenance Committee: Director Baldwin discussed other improvements and services that need to be monitored such as mail kiosks, the gazebo in Tract V, the tot lot in Tract J, and general pest control. She noted that Director Moczo has taken on these responsibilities in the past. Director Moczo volunteered to continue serving on the Committee.

Following discussion, upon motion duly made by DeMots, seconded by Director Moczo and, upon vote, unanimously carried, the Board approved the committees as discussed.

**Consent Agenda:** The Board considered the following actions:

- Approve Minutes of the March 16, 2020 Regular Meeting.
- Ratify Resolution No. 2020-04-01: Establishing an Electronic Signature Policy
- Adopt Resolution No. 2020-05-01: Amended and Restated Public Records Request Policy.
- Adopt Resolution No. 2020-05-02: Extending Emergency Procedures Authorizing Teleconferencing for Regular and Special Meetings.
- Ratify Independent Contractor Agreement with Public Alliance, LLC for District Management Services.

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- Ratify Independent Contractor Agreement with Tim Dunn Design, LLC for Landscape Architecture and Planning Services for an amount not to exceed \$11,250.
- Ratify Second Addendum to Independent Contractor Agreement with Roberts Treescaping, LLC for Retaining Wall Repairs in the amount of \$442.
- Ratify Independent Contractor Agreement with Diversified Underground, Inc. for Utility Locate Services.
- Ratify First Addendum to Independent Contractor Agreement with BrightView Landscape Services, Inc. (“BrightView”) for Removal of Debris and Cleaning Pond No. 7 in the amount of \$63,669.46.
- Ratify Second Addendum to Independent Contractor Agreement with BrightView for Tree Planting, Removal and Stump Grinding in the amount of \$29,131.28.
- Ratify Third Addendum to Independent Contractor Agreement with BrightView for Rock Work, to install landscaping fabric and rock mulch in various planting beds for an amount not to exceed \$8,105.67.

Following discussion, upon motion duly made by Director DeMots, seconded by Director Giles and, upon vote, unanimously carried, the Board approved the Consent Agenda.

### COMMUNITY COMMENTS

**HOA Reports and Updates:** It was noted that there were no reports or updates provided by the HOA.

**Public Comment:** Mr. Hunchberger reported that he is aware of a complaint by resident who lives near Mail Kiosk No. 5. The resident complained that when members of the public stop for their mail they sometimes drive over the curb and onto the resident’s property. Director Baldwin noted that recent changes to the immediate area surrounding the mail kiosk were made by the HOA and the area in question does not belong to the District. Mr. Siml recommended that the affected property owner place fiberglass markers at the property edges to define the private property. No action was taken.

Director Baldwin reported that she is aware of a request by the resident at 2332 Ireland Way, for the District to mow the area outside the property and along the edge of Pond No. 7. The resident has further requested that the irrigation in this area not be turned on. Director Baldwin explained that she has already discussed this matter with BrightView and while they cannot access this area with their mowers, they have agreed to trim the grass with string trimmers. She has requested that they not turn on the irrigation and

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directed Mr. Beckman to also follow up with them on this matter.

Ms. Palmer requested that the District update its Maintenance Responsibility Map. She noted that there have been numerous changes since the last update. She explained that the last time the map was significantly updated, a copy was sent to each homeowner. Director Altman noted that he did not think it would be necessary to send each homeowner a copy, and that updating the posted maps would be sufficient. Director Giles agreed. The Board directed Mr. Beckman to proceed with updates to the Maintenance Responsibility Map and to circulate to the Board for comment before finalizing.

### FINANCIAL MATTERS

**Claims:** Ms. Harland reviewed with the Board the check register for the period ending April 29, 2020, including check numbers 3350 through 3369, totaling \$139,287.15.

Ms. Harland then reviewed with the Board the check register for the period ending May 14, 2020, including check numbers 3370 through 3381, totaling \$101,242.74.

Director Altman asked for clarification on the cost of capstones for the retaining wall repairs being done by Masterful Masonry. Ms. Harland clarified that the cost is \$906 for 300 capstones.

Director Altman excused himself from the meeting at this point.

Ms. Harland noted that a check in the amount of \$75,000 is included in the payables in order to move the funds from the District's checking account to the District's ColoTrust account to be segregated with other capital funds.

Director Baldwin noted that the check to BrightView for \$63,699.46 is being held as they have committed to completing a few punch-list items to be completed this week, at which time the check will be released.

Following discussion, upon motion duly made by Director Moczo, seconded by Director Giles and, upon vote, unanimously carried, the Board approved check Nos. 3350 through 3381 for the above referenced periods totaling \$240,529.89.

**Financial Statements:** Ms. Harland reviewed with the Board the unaudited financial statements of the District for the period ending April 30, 2020.

Following her review of the financial statements, Ms. Harland explained that the financial statements are prepared every other month to control

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costs. Ms. Palmer explained for the benefit of new Board members that debt funds cannot be used for operations expenses. Director Baldwin noted that the cost of the Election was greater than anticipated due to unforeseen issues. Attorney Tanaka agreed with Director Baldwin and added that issues associated with Coronavirus also contributed to the costs.

Following discussion, upon motion duly made by Director DeMots, seconded by Director Giles and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending April 30, 2020.

**Cash Position Schedule and Analysis of Projected Cash Balances for Operations:** Ms. Harland reviewed with the Board the Analysis of Projected Cash Balances for Operations, and the Cash Position Schedule as of May 18, 2020.

Director DeMots asked about interest earnings. Ms. Harland explained that the District's funds are in interest-earning accounts; however, interest rates are quite low at the present time. Ms. Palmer discussed the need to plan for cash flow shortages in the first quarter, as property tax remittances from the County are extremely low until approximately mid-March.

**Bank Signature Cards:** Following discussion, upon motion duly made by Director DeMots, seconded by Director Moczo and, upon vote, unanimously carried, the Board authorized all Directors to be signers on the District's Bank Accounts.

Ms. Harland will prepare bank account signature cards for the new Directors and coordinate with each of them directly.

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### **OPERATIONS MATTERS**

**Manager's Report:** Mr. Beckman reviewed the District Manager's Report with the Board. He noted that he is in the process of obtaining editable electronic records from SDMS and that he will proceed with going through boxes of records provided in hard copy at a rate of approximately one box per month unless directed otherwise. The Board discussed the Board Member on Duty. Director Baldwin will be on duty for the Month of May, with Director Moczo on Duty for June. The updated schedule will be distributed with the next Manager's Report.

**Proposal by Essentia Webworks for Website Migration:** The Board reviewed the proposal for website platform migration.

Following discussion, upon motion duly made by Director Moczo, seconded by Director DeMots and, upon vote, unanimously carried, the

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Board approved the proposal for an amount not to exceed \$5,500 and \$825 per year. The Board directed Mr. Beckman to work with Counsel to prepare an independent contractor agreement for the work.

**Detention Pond Committee Report:** Ms. Palmer explained that the Pond Committee is recommending that the Board pursue a relatively simple design which would entail extending the flared end section of the pond inlet / storm drain outfall approximately 100 feet in order to cover the inlet channel and eliminate a steep embankment along the adjacent public path. She explained that the Committee is of the opinion that the proposal submitted by MMI Water Engineers for this design is too expensive and is recommending that the Board get bids for the engineering work. Director Baldwin noted that she would like to see the work brought to completion as soon as possible. Ms. Palmer explained that once drafted, the plans will need to be reviewed by the City of Aurora, which will likely require eight weeks, and the work can only be performed under low-flow conditions.

**Proposal by MMI Water Engineers for Survey and Engineering Services:** Following discussion, upon motion duly made by Director Giles, seconded by Director DeMots and, upon vote, unanimously carried, the Board directed Mr. Beckman to work with the Pond Committee to prepare a Request for Proposal (RFP) for the Engineering work and distribute to at least two more firms capable of preparing the design.

**Mail Kiosk Maintenance:** Director Moczo reported to the Board that he has completed the inventory of the kiosks and will forward his data to Mr. Beckman this week.

**Request for Proposal for Detention Pond Inspection and Maintenance:** Mr. Beckman reported that he has not yet prepared the RFP and expects to have something in the next week or two for review by the Pond Committee.

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### **LANDSCAPING MATTERS**

**Landscape Expenditure Budget Tracking Matrix:** Mr. Beckman reviewed the matrix. Director Baldwin asked if the Tree replacements and removal could be broken out over the two line-items listed. Mr. Beckman noted that he will make that change.

**BrightView Report:** The Board reviewed the report. Director Baldwin will follow-up with BrightView Landscape Services. Director Baldwin also asked for a copy of the BrightView work schedule matrix. Mr. Beckman reported that he would look for the document in the materials provided by SDMS.

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**Landscaping Committee Report:** Director Baldwin reported that she received a request from a homeowner to prune one of the large Sea Green Junipers. Director Baldwin reported that she has been in communication with two separate landscape professionals regarding the proper maintenance and pruning of the plants. She further explained that the original landscaping plan strategically placed the large junipers with the intention of providing wind breaks and sight line buffers. The District typically does not prune these plants unless they extend onto sidewalks or create traffic sight line conflicts. She suggested that pruning of the plants should be done carefully. She will discuss further with BrightView.

Director Baldwin further reported that BrightView has removed 22 trees and will be removing another four trees this week. Also, the planting of 40 trees will start this week.

**2020 Landscaping Improvements, Bid Tabulation Review and Award of Contract:** The Board reviewed the bid tabulations for landscaping improvements to the entry areas locate at South Conservatory Parkway and Nepal, and the North Entry on Conservatory Parkway.

Following review and discussion, upon motion duly made by Director Moczo, seconded by Director DeMots and, upon vote, unanimously carried, the Board awarded the contract to BrightView in the amount of \$42,113.

**Landscaping Plan for Improvements to South Jericho Way and Hampden Avenue:** The Board reviewed the plan prepared by Tim Dunn Designs, and discussed work to be performed including adding rock mulch bed to the base of the stone wall.

Following discussion, upon motion duly made by Director DeMots, seconded by Director Moczo and, upon vote, unanimously carried, the Board approved going out to bid for the work and directed the Landscaping Committee to work with Mr. Beckman to obtain proposals for Board review and consideration.

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### **OTHER BUSINESS**

**Community Outreach:** The Board discussed items for Community Outreach.

- Welcome new Directors
- Tree removal and replacements
- Planned monument improvements
- Landscaping improvements entry areas



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- Change in District Management
  - Tract V improvements
  - Ballot summary
  - Updates to Maintenance Responsibility Map
  - Kiosk postings rules
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### LEGAL MATTERS

**Board Member Orientation:** The Board discussed dedicating the June 15, 2020 Board meeting to conducting an orientation. Attorney Tanaka and Mr. Beckman will work on a presentation for the meeting. Mr. Simmons will attend the meeting to discuss the District's financial status and accounting processes.

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### BOARD MEMBER INPUT

**Director Baldwin, President:** Nothing to discuss

**Director Moczo, Secretary:** Nothing to discuss

**Director DeMots, Treasurer:** Nothing to discuss

**Director Giles, Assistant Secretary:** Nothing to discuss

**Director Altman, Assistant Secretary:** Nothing to discuss

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### EXECUTIVE SESSION

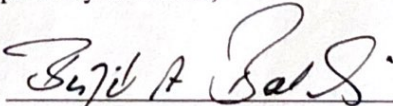
The Board determined not to enter into executive session.

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### ADJOURNMENT

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

Respectfully submitted,

By:   
Secretary for the Meeting