

**MINUTES OF A JOINT SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF
TALLYN'S REACH METROPOLITAN DISTRICT NOS. 1-3**

**Held: Monday, February 12, 2018 at 5:30 p.m.
24900 E. Crescent Drive, Aurora, Colorado**

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following Directors were in attendance:

<u>Board Member</u>	<u>District</u>
Marc Savela	No. 1
Ashely Tarufelli	Nos. 1 & 2
Chris Petro	No. 1
Chris Rediger	No. 2
B.J. Pell	No. 2
Jason Monforton	No. 2
David Patterson	No. 3
Mike Dellorfano	No. 3
Craig Wagner	No. 3

Directors Simpson and Lund were absent. All Director absences are deemed excused unless a contrary notation is recorded in these minutes.

Also in attendance were:

Blair M. Dickhoner & Heather Hartung, White Bear Ankele Tanaka & Waldron; Denise Denslow, Kim Herman & Jerel Sangster, CliftonLarsonAllen LLP; Diane Wheeler, Simmons & Wheeler, P.C.; Kimberly Armitage, YMCA; Harry Yosten, Resident; Derek Stephens, Resident

Director Qualification

The Directors in attendance confirmed their qualification to serve.

**Call to Order and
Declaration of Quorum**

It was noted that a quorum of District Nos. 1, 2 and 3 were present. The meeting was called to order at 5:41 p.m.

Disclosure Matters

Mr. Dickhoner advised the Boards that pursuant to Colorado law, certain disclosures by the Directors may be required prior to taking official action at the meeting. The boards reviewed the agenda for the meeting, following which each Director confirmed the contents of any written disclosure previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the Directors present was necessary to obtain a quorum or otherwise enable the Boards to act.

Approval of Agenda

Ms. Herman presented the Boards with the proposed agenda for the meeting. After consideration, a motion was duly made and seconded to approve the agenda. The motion was unanimously passed.

Administrative Matters

Approval of Minutes

Following review, upon a motion duly made by Directors Savela, Rediger and Dellorfano, seconded by Directors Tarufelli, Pell and Patterson and, upon vote, unanimously carried, the Boards approved the November 8, 2017 regular meeting minutes and the December 7, 2017 special meeting minutes, as presented.

Public Comments

Various members of the public addressed the Boards on topics of interest to the public. A request was made for dog waste stations to be placed along walkways at various locations throughout the District and surrounding the clubhouse.

Mr. Yosten requested two dog waste stations for Firestone.

Appointment of Andrew Kamuchey

No appointments were made at this time as Mr. Kamuchey did not attend the meeting.

Consider Election of Officers

Election of Officers was not needed as there was no Appointment.

Legal Matters

Update on Collection Matters

Ms. Hartung provided an update on collection matters to the Boards. She informed the Boards that the lockbox is now closed. Ms. Hartung also noted that District Nos. 1-3 are all listed on the statements. She is reviewing the current collections policy to ensure the proper procedures are being followed. Currently, an initial notice is being sent, followed by a warning and then finally being sent to collections. As of December 31, 2017 at total of \$57,000 is due. There is one pending foreclosure.

Review and Consider Approval of Clubhouse Rental Agreement

Mr. Dickhoner reviewed the clubhouse rental agreement with the Boards.

Discussion ensued regarding policy and compliance, including a question from Director Patterson on who is responsible for rentals at the clubhouse. He was informed that YMCA handles all rentals.

Following discussion, upon a motion duly made by Directors Savela, Rediger and Dellorfano, seconded by Directors Tarufelli, Pell and Patterson and, upon vote, unanimously carried, the Boards approved the clubhouse rental agreement, subject to HOAs not paying a fee for rentals of the clubhouse.

Consider Ratifying Approval of CliftonLarsonAllen LLP Engagement Letter

Upon a motion duly made by Directors Savela, Rediger and Dellorfano, seconded by Directors Tarufelli, Pell and Patterson and, upon vote, unanimously carried, the Boards approved ratifying the engagement letter with CliftonLarsonAllen LLP for accounts payable, billing services and management services.

Review and Consider
Approval of Authority
Formation Agreement

Mr. Dickhoner reviewed the authority formation agreement with the Boards. He informed the Boards that District Nos. 2 & 3 are paying debt while District No. 1 is operating everything. He noted that once the authority is formed, it will handle everything and District Nos. 2 & 3 will only meet in November or December for Budget and Debt discussions. Mr. Dickhoner informed the Boards that the debt is what prohibits full consolidation of District Nos. 1-3.

Following discussion, upon a motion duly made by Directors Rediger and Dellorfano, seconded by Directors Pell and Patterson and, upon vote, unanimously carried, the Boards approved the authority formation agreement.

Consider Adoption of
Resolution Calling Election
To Extend the Operations
Mill Levy Authorization

Mr. Dickhoner reviewed the Resolution Calling an Election to Extend the Operations Mill Levy Authorization with the Boards. He stated that District Nos. 2 & 3 mill levies are unlimited and would deactivate in December of 2018. Mr. Dickhoner asked the Boards if they would like to set up a ballot question for the May election to extend the operations mill levy authorization, suggesting that if it fails in May it could be proposed again in November. A fact sheet could be sent via mail to residents of the District with an estimated cost of \$10,000.

Following discussion the Boards decided to work on a FAQ sheet and review the potential ballot question.

This item was tabled until further notice.

Update on Status of
Traffic Signal Agreements

Director Petro provided an update to the Boards on the status of traffic signal agreements. He stated that the developer will enter into escrow agreements with the City and is working with Mr. Dickhoner on this process. District No. 1 has previously reimbursed the developer for advances made to cover these traffic signals and that reimbursement will be put into escrow with the City.

Discuss Possible Fee
Increase

Mr. Dickhoner reviewed the possible fee increase with the Boards. Director Patterson asked if there were any needs currently and Director Tarufelli suggested that the fee increase be put on hold until more is known.

This item will be discussed further at the 2019 budget hearing.

Other

None.

Financial Matters

Review, Ratify and
Approval of Claims

Ms. Wheeler reviewed the claims with the Boards.

Following review, upon a motion duly made by Directors Savelle, Rediger and Dellorfano, seconded by Directors Tarufelli, Pell and Patterson and, upon vote, unanimously carried, the Boards ratified past claims and approved the current claims, as presented.

Review and Consider
Approval of
December 31, 2017
Unaudited Financial
Statements

Ms. Wheeler reviewed the December 31, 2017 unaudited financial statements with the Boards.

Following review, upon a motion duly made by Directors Savela, Rediger and Dellorfano, seconded by Directors Tarufelli, Pell and Patterson and, upon vote, unanimously carried, the Boards approved the December 31, 2017 unaudited financial statements, as presented.

Review and Consider
Approval of Bill.com
Contract

This item was tabled until after the Tallyn's Reach Authority is operational.

Other

None.

Manager Report

Landscaping Update

Review and Consider Approval of Proposal for Open Space Breezeway Path to extend to Fire Lane - \$9,560

This item was tabled until after further conversations with CoCal.

Review and Consider Approval of Proposal to Add Boulders and Complete a Second Re-Seeding of Fire Lane - \$4,385

This item was tabled until after further conversations with CoCal.

Review and Consider Approval of Proposal to Replace Tree Hit - \$1,150

Following discussion, upon a motion duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved the proposal to replace the tree hit for an amount not to exceed \$1,150.

Review and Consider Approval to Remove and Replace Dead Tree in Native Space by Plymouth Circle - \$1,942.88

Following discussion, upon a motion duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved the proposal to remove and replace the dead pine tree in the native space by Plymouth Circle for an amount not to exceed \$1,942.88.

Review and Consider Clubhouse Enhancements

a. Triangle Annual Bed Conversion on Walkway by Clubhouse - \$2,945

This item was tabled.

b. Clean-up Annual Beds and Fix Irrigation - \$4,430

Following discussion, upon a motion duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved clean-up of annual beds and fixing irrigation for an amount not to exceed \$4,430.

c. Stump Grind Tree Stump by Retaining Wall - \$625

Following discussion, upon a motion duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved the stump grind by the retaining wall for an amount not to exceed \$625.

d. Sod in Pool Area - \$740

Following discussion, upon a motion duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved sod in the pool area for an amount not to exceed \$740.

e. Extend Cobble Bed Outside of Pool Fencing - \$985

This item was tabled

f. Extend Concrete Walkway Outside of Pool Fencing - \$11,780
1. Option to use Breeze in place of Concrete - \$3,300

This item was tabled.

g. Additional trash cans along walkway - \$8,645 for 8 or \$8,445 for 6

Following discussion, upon a motion duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved 4 additional trash cans.

h. Additional Pet Waste Stations along walkway - \$775 per station
(includes installation cost)

Following discussion, upon a motion duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved 4 additional pet waste stations.

Status of Mulch Installation

Ms. Herman provided an update on the status of mulch installation to the Boards. She stated that the 2018 install is complete.

Other

Ms. Herman presented a proposal for Winter Watering.

Following discussion, upon a motion duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved winter watering for an amount not to exceed \$17,340.

Website Update

Ms. Herman provided an update on the District website to the Boards.

Other

None.

YMCA Report

Review and Consider Proposals for Roofing Repairs

Ms. Armitage reviewed the roofing repair proposals with the Boards. She recommended Denver Roofing.

Following discussion, upon a vote duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved the proposal for roofing repairs from Denver Roofing with an amount not to exceed \$900, subject to clarifying of scope.

Review and Consider Proposals for HVAC Repairs

Ms. Armitage reviewed the HVAC repair proposals with the Boards. She recommended AMS.

Following discussion, upon a vote duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved the proposal for HVAC repairs from AMS for an amount not to exceed \$1,332.

Review Proposal from Key Rite for Access Control System Hosting

Ms. Armitage reviewed the Key Rite proposal with the Boards.

Following discussion, upon a vote duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved the proposal from Key Rite for Access Control System Hosting, subject to the agreement being transferred to the District's name.

Discuss Access to Clubhouse

Following discussion the Boards decided to activate access for HOA meetings.

Review and Consider Approval of Cleaning Agreement with Spotless and Sparkling

Ms. Armitage reviewed the Spotless and Sparkling agreement with the Boards.

Following discussion, upon a vote duly made by Director Savela, seconded by Director Tarufelli and, upon vote, unanimously carried, the Board approved the agreement for cleaning with Spotless and Sparkling, subject to the agreement being transferred to the District's name.

Discuss Drainage Concerns in Tract FMs.

Armitage reviewed the drainage concerns in Tract F with the Boards.

Other

None.

Other Matters

Director Pell reported HOA inspections are completed weekly. Ms. Herman stated she inspects the common areas for the District monthly during the winter.

Confirm Quorum for Next Meeting


Next Regularly
Scheduled Meeting

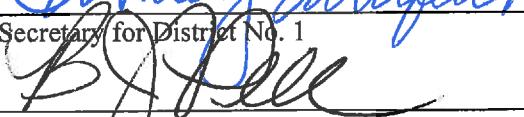
The Boards confirmed quorum for the next regularly scheduled meeting on Wednesday, May 9, 2018 at 6:30 p.m.

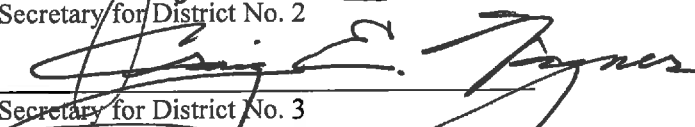
Adjournment

There being no further business to come before the Boards and upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 7:48 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.


Secretary for District No. 1


Secretary for District No. 2


Secretary for District No. 3