

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

**Held: Wednesday May 9, 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>
Neil Simpson	No. 1
Ashely Tarufelli	Nos. 1 & 2
Chris Petro	No. 1
B.J. Pell	No. 2
Mike Dellorfano	No. 3
Craig Wagner	No. 3

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

Also in attendance were:

Blair M. Dickhoner & Eve Grina, White Bear Ankele Tanaka & Waldron; Kim Herman & Jerel Sangster, CliftonLarsonAllen LLP; Kimberly Johanns, Simmons & Wheeler, P.C.; Kimberly Armitage, YMCA; Brian Smith, Resident; Steve & Brenda VanNurden, Resident; Charles Hargett, Resident; Michael Holland, Resident; Trace Durand, Resident; Linda Wiggs, 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 5:43 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 Mr. Dickhoner presented the Boards with the February 12, 2018 minutes for consideration. Following review, upon a motion duly made by Directors Wagner and Tarufelli, seconded by Directors Dellorfano and Petro and, upon vote, unanimously carried, the Boards approved the special meeting minutes, as presented.

Public Comments Various members of the public addressed the Boards on topics of interest to the public.

Ms. Linda Wiggs voiced concerns regarding Tracts E & F and the lack of maintenance on weeds, turf and irrigation. Mr. Steve VanNurden stated his concern with Tract F and missing rock. Ms. Trace Durand agreed that Tract F has become an eyesore to the community.

Mr. Michael Holland stated his request for additional trees to be planted on Arapahoe Road and Smoky Hill to aid in noise mitigation. He informed the Board that he had met with the Board previously, in May and had sent signatures regarding this matter.

Residents requested information regarding a landscaping committee for the community.

Ms. Sue Kelly stated concern regarding Arapahoe Road and Aurora Parkway and a lack of irrigation for the trees in this common area. Ms. Kelly also requested further trees be planted in this area to replace 6 dying trees on Glasgow, between Arapahoe Road and Aurora Parkway.

Mr. Charles Hargett voice his concern regarding prairie dogs throughout the community.

Mr. Brian Smith stated a request for improved mulch beds and maintenance along North Plymouth and East Ontario.

Acknowledgement of Resignation of Director Robert Lund The Board acknowledged the resignation of Director Robert Lund.

Update on May 8, 2018 Election, Administer Oaths Of Office Ms. Herman discussed the five vacancies with the Board. Following discussion, the Oaths of Office were administered and the Election of Officers were determined as follows:

District No. 2
President: Ashley Tarufelli
Treasurer/Secretary: B.J. Pell

District No. 3

President: David Patterson

Vice President/Treasurer: Mike Dellorfano

Secretary: Craig Wagner

Legal Matters (District No. 1)

Discuss and Authorize Transition of ColoTrust Account, Compass Bank Capital Account and FirstBank Operations Account from District No. 1 to the Tallyn's Reach Authority Board

Mr. Dickhoner reviewed the bank account transition process from District No. 1 to the Authority, to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved closing the District No. 1 bank accounts with ColoTrust, Compass Bank Capital, and FirstBank Operations and transferring these accounts to the Authority Board.

Consider Approval of Termination of Master IGA with Tallyn's Reach MD Nos. 2&3

Mr. Dickhoner reviewed the Termination of Master IGA with Tallyn's Reach MD Nos. 2&3 with the Board.

Following discussion, upon a motion duly made by Director Simpson, seconded by Director Taruffelli and, upon vote, unanimously carried, the Board approved the Termination of Master IGA with Tallyn's Reach MD Nos. 2&3.

Consider Approval of Agreement Assigning the Following Independent Contractor Agreements:

Brightview Contract Date June 30, 2017; CoCal Contract Dated November 8, 2017; YMCA Pool Contract Dated November 8, 2017; YMCA Clubhouse Contract Dated December 7, 2017

Mr. Dickhoner reviewed the Independent Contractor Agreements with the Board. Following discussion, upon a motion duly made by Director Taruffelli, seconded by Director Simpson and, upon vote, unanimously carried, the Board approved the assignment of the following Independent Contractor Agreements: Brightview Contract Date June 30, 2017; CoCal Contract Dated November 8, 2017; YMCA Pool Contract Dated November 8, 2017; YMCA Clubhouse Contract Dated December 7, 2017.

Consider Approval of Quit Claim Deed Conveying Property to the Tallyn's Reach Authority

Mr. Dickhoner reviewed the Quit Claim Deed Conveying Property to the Tallyn's Reach Authority, with the Board. Following review, upon a motion duly made by Director Petro, seconded by Director Taruffelli and, upon vote, unanimously carried, the Board approved the Quit Claim Deed Conveying Property to the Tallyn's Reach Authority.

Consider Approval of Termination of Developer Funding Agreements

Mr. Dickhoner reviewed the Termination of Developer Funding Agreements with the Board. Following discussion, upon a motion duly made by Director Simpson, seconded by Director Petro and, upon vote,

unanimously carried, the Board approved the Termination of Developer Funding Agreements.

Consider Approval of Termination of Design and Development Agreement

Mr. Dickhoner reviewed the Termination of Design and Development Agreement with the Board. Following discussion, upon a motion duly made by Director Simpson, seconded by Director Petro and, upon vote, unanimously carried, the Board approved the Termination of Design and Development Agreement.

Consider Approval of Termination of Collateral Assignment of Project Documents

Mr. Dickhoner reviewed the Termination of Collateral Assignment Project Documents with the Board. Following discussion, upon a motion duly made by Director Simpson, seconded by Director Petro and, upon vote, unanimously carried, the Board approved the Termination of Collateral Assignment of Project Documents.

Consider Approval of Assignment of IGA with the City of Aurora

Mr. Dickhoner reviewed the Assignment of IGA with the City of Aurora with the Board. Following discussion, upon a motion duly made by Director Simpson, seconded by Director Petro and, upon vote, unanimously carried, the Board approved the Assignment of IGA with the City of Aurora.

Consider Approval of Dissolution Resolution

Mr. Dickhoner reviewed the Dissolution Resolution with the Board. Following discussion, upon a motion duly made by Director Simpson, seconded by Director Petro and, upon vote, unanimously carried, the Board approved the Dissolution Resolution.

Legal Matters District Nos. 2&3

Consider Approval of Appointment of Directors to the Authority Board of Directors

Mr. Dickhoner reviewed the Appointment of Directors to the Authority Board of Directors, with the Board. Following discussion, upon a motion duly made by Director Dellorfano, seconded by Director Pell and, upon vote, unanimously carried, the Board approved the appointment of Directors to the Authority Board of Directors as follows:

Ashley Tarufelli, B.J. Pell, David Patterson, Craig Wagner and Mike Dellorfano

Consider Approval of Termination of the Master IGA with Tallyn's Reach MD No. 1

Mr. Dickhoner reviewed the Termination of the Master IGA with Tallyn's Reach MD No. 1 with the Board. Following discussion, upon a motion duly made by Director Tarufelli, seconded by Director Pell and, upon vote, unanimously carried, the Board approved the Termination of the Master IGA with Tallyn's Reach MD No. 1.

Consider Approval of Resolution Modifying Regular Meeting Schedule for 2018

Mr. Dickhoner reviewed the Resolution Modifying Regular Meeting Schedule for 2018 with the Board. Following discussion, the Board approved to meet on the 1st Thursday in the 2nd month of each quarter at 5:30 p.m.

Financial Matters

Consider Ratification of
2017 Audit Engagement
Letters
(District Nos. 1-3)

Ms. Johanns reviewed the 2017 Audit Engagement Letters with the Boards, and stated that the rates have stayed the same for 2018. Following discussion, upon a motion duly made by Director Tarufelli, seconded by Director Simpson and, upon vote, unanimously carried, the Boards approved the ratification of the 2017 Audit Engagement Letters.

Payables/Financials
(District Nos. 1-3)

Ms. Johanns reviewed the Claims and March 31, 2018 Unaudited Financial Statements with the Boards. Following review, upon a motion duly made by Directors Simpson, Pell and Dellorfano, seconded by Directors Tarufelli and Wagner and, upon vote, unanimously carried, the Board approved the claims and March 31, 2018 unaudited financial statements, as presented.

2017 Draft Audit

Ms. Johanns reviewed the draft 2017 Audit with the Boards. Following review, upon a motion duly made by Directors Simpson and Pell, seconded by Director Tarufelli and, upon vote, unanimously carried, the Boards approved the 2017 audits, as presented.

Manager Matters

Ratify Approval of Work
Order with Pool Doctor for
\$7,199.86 to make pool
repairs

Ms. Herman reviewed the work order with Pool Doctor for pool repairs, with the Board. Following discussion, upon a motion duly made by Director Tarufelli, seconded by Director Petro and, upon vote, unanimously carried, the Board approved the work order with Pool Doctor, not to exceed \$7,199.86.

Next Regular Meeting

The Board confirmed quorum for the next regular meeting scheduled on August 2, 2018 at 5:30 p.m. and November 1, 2018 at 5:30 p.m.

Board Matters

Proposal to repair Fire
Lane in Filing 15 Tract D

Following discussion, upon a motion duly made by Director Tarufelli, seconded by Director Simpson and, upon vote, unanimously carried, the Board approved the proposal from Powell Restoration to repair the fire lane in Filing 13 Tract D and requested Ms. Herman work with Powell Restoration to also propose repair to Filing 9 Tract F and an additional fire lane, cost not to exceed \$30,000 for all projects.

Adjournment

There being no further business to come before the Board and upon a motion duly made, seconded and unanimously carried, the meeting was adjourned at 7:00 p.m.

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



Secretary