

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF CITY CENTER WEST RESIDENTIAL METROPOLITAN DISTRICT NO. 2 HELD

April 4, 2023

The Regular Meeting of the Board of Directors of City Center West Residential Metropolitan District No. 2 was held via teleconference, on Tuesday, April 4, 2023, at 5:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

Patrick McMeekin, President & Chairman  
Mike Welty, Vice Chair & Asst. Secretary/Treasurer  
Kimberlee Tiba, Director

#### Directors Absent, but Excused Were:

Landon Hoover, Secretary/Treasurer  
Kara Hoover, Vice Chair & Asst. Secretary/Treasurer

#### Also in Attendance:

David O'Leary, Esq., Spencer Fane, LLP  
Jason Woolard, Andrew Kunkel, Kevin Mitts, Nicole Wing, Christy McCutchen, Adam Brix, Tracie Kaminski, Stanley Holder; Pinnacle Consulting Group, Inc.  
Taralee Jackson; Hartford Homes  
Melinda Schoch; Advance HOA  
Melissa Kerr; Resident of the District

### ADMINISTRATIVE ITEMS

The Regular Meeting of the Board of Directors of City Center West Residential Metropolitan District No. 2 (the "District") was called to order by Director McMeekin at 5:03 p.m. He noted that a quorum was present, with three out of five directors in attendance. The Board Members confirmed that prior to the meeting they had been notified of the meeting and all Board Members confirmed their qualifications to serve on the Board.

Meeting Notice: Mr. Kunkel reported that Notice of the Regular Board Meeting had been properly posted on the District's website at least 24 hours in advance of the meeting. The Notice also included the agenda items.

Conflicts of Interest: Mr. O'Leary noted that notices of potential conflicts of interest for all Board Members were filed, disclosing potential conflicts as Directors McMeekin, Welty, and L. Hoover are associated with CCW Development, LLC, the primary landowner, and developer within the District at least 72 hours prior to the meeting. Mr. O'Leary advised the Board that pursuant to Colorado law, certain disclosures by Board Members might be required prior to taking official action at a meeting.

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The Board reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures 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 Board Members determined that the participation of the members' present was necessary to obtain a quorum or otherwise enable the Board to act.

## AGENDA

The Board reviewed the agenda. Upon motion duly made by Director Tiba, seconded by Director Welty and, upon vote unanimously carried, it was

**RESOLVED** to approve the agenda, as presented.

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## APPROVAL OF MINUTES

The minutes of the February 7, 2023, Regular Board Meeting were presented and reviewed. Following review and discussion, upon motion duly made by Director Tiba, seconded by Director McMeekin and, upon vote unanimously carried, it was

**RESOLVED** to approve the minutes of the February 7, 2023, Regular Board Meeting, as presented.

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## PUBLIC COMMENTS

The Board opened the meeting to public comment.

Melissa introduced herself as a resident of the District but had no public comments.

There being no further comments, this portion of the meeting was closed.

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## DIRECTOR COMMENTS

There were no comments made by the Directors.

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## CAPITAL MANAGER UPDATES

Partial Capital Public Improvement Cost Acceptance No. 16: Mr. Holder presented the Partial Capital Public Improvement Cost Acceptance No. 16 to the Board and answered questions. Following review and discussion, upon motion duly made by Director Tiba, seconded by Director McMeekin and, upon vote unanimously carried, it was

**RESOLVED** to approve the Partial Capital Public Improvement Cost Acceptance No. 16, as presented.

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Final Acceptance of Capital Improvement Costs for Filing 1 and Filing 2 Subdivision Improvements: Mr. Woolard discussed the process for the Final Acceptance of Capital Improvement Costs for Filing 1 and Filing 2 Subdivision Improvements with the Board and answered questions. It was the consensus of the Board to table this item until the next scheduled meeting.

Work Order #2023-01 with Ranger Engineering, LLC for Engineering Cost Certification Services: Mr. Holder presented the Work Order #2023-01 with Ranger Engineering, LLC for Engineering Cost Certification Services to the Board and answered questions. Following review and discussion, upon motion duly made by Director Welty, seconded by Director Tiba and, upon vote unanimously carried, it was

**RESOLVED** to approve Work Order #2023-01 with Ranger Engineering, LLC for Engineering Cost Certification Services, as presented.

### FINANCIAL ITEMS

Payment of Claims: Ms. Kaminski presented the Payment of Claims to the Board for the period ending March 27, 2023, in the amount of \$45,522.65 and responded to questions. Following review and discussion, upon motion duly made by Director Tiba, seconded by Director Welty and, upon vote unanimously carried, it was

**RESOLVED** to ratify the Payment of Claims for period ending March 27, 2023, in the amount of \$45,522.65.

Project Fund Requisition No. 11 (Subordinate): Ms. Kaminski presented Project Fund Requisition No. 11 (Subordinate) to the Board and answered questions. Following review and discussion, upon motion duly made by Director Welty, seconded by Director Tiba and, upon vote unanimously carried, it was

**RESOLVED** to approve the Project Fund Requisition No. 11 (Subordinate), as presented.

Unaudited Financial Statements for the period ending December 31, 2022: Ms. Kaminski reviewed the Unaudited Financial Statements for the period ending December 31, 2022, with the Board and answered questions. Following review and discussion, upon motion duly made by Director Welty, seconded by Director Tiba and, upon vote unanimously carried, it was



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**RESOLVED** to accept the Unaudited Financial Statements for the period ending December 31, 2022, as presented.

### LEGAL ITEMS

Reimbursement Resolution for Partial Capital Public Improvement Cost Acceptance No. 16: Mr. O’Leary presented the Reimbursement Resolution for Partial Capital Public Improvement Cost Acceptance No. 16 to the Board and answered questions. Following review and discussion, upon motion duly made by Director Welty, seconded by Director Tiba and, upon vote unanimously carried, it was

**RESOLVED** to approve the Reimbursement Resolution for Partial Capital Public Improvement Cost Acceptance No. 16, as presented.

Final Acceptance of Capital Improvement Costs for Filing 1 and Filing 2 Subdivision Improvements: Mr. O’Leary discussed the Final Acceptance of Capital Improvement Costs for Filing 1 and Filing 2 Subdivision Improvements with the Board and answered questions. It was the consensus of the Board to table this item until the next scheduled meeting.

Amendments to the Developer Funding and Reimbursement Agreement for Operations & Maintenance Costs, Advance, and Reimbursement Agreement for Capital Costs, and Updates to Related Promissory Notes: Mr. O’Leary discussed the Amendments to the Developer Funding and Reimbursement Agreement for Operations & Maintenance Costs, Advance, and Reimbursement Agreement for Capital Costs, and Updates to Related Promissory Notes with the Board and answered questions. It was the consensus of the Board to table this item until the next scheduled meeting.

Agreement with CCW Development for Incomplete Improvements on Filing 2 Outlots B, D, F, and H: Mr. Woolard discussed the Agreement with CCW Development for Incomplete Improvements on Filing 2 Outlots B, D, F, and H with the Board and answered questions.

Acceptance of Dedication of Public Improvements Assets and Associated Special Warranty Deeds for Related Outlots: Mr. O’Leary discussed the Acceptance of Dedication of Public Improvements Assets and Associated Special Warranty Deeds for Related Outlots with the Board and answered questions. It was the consensus of the Board to table this item until the next scheduled meeting.

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Ratification of Bill of Sale, Limited Warranty Agreement, and Indemnification Agreement with Forestar (USA) Real Estate Group, Inc. for Public Alleyways in Filing 2 Outlots J and K: Mr. Woolard reviewed the Bill of Sale, Limited Warranty Agreement, and Indemnification Agreement with Forestar (USA) Real Estate Group, Inc. for Public Alleyways in Filing 2 Outlots J and K with the Board and answered questions. Following review and discussion, upon motion duly made by Director Welty, seconded by Director Tiba and, upon vote unanimously carried, it was

**RESOLVED** to ratify the Bill of Sale, Limited Warranty Agreement, and Indemnification Agreement with Forestar (USA) Real Estate Group, Inc. for Public Alleyways in Filing 2 Outlots J and K, as presented.

Offsite Public Stormwater System Improvements in Filing 7 Replat Outlots B and C: Mr. Woolard discussed the Offsite Public Stormwater System Improvements in Filing 7 Replat Outlots B and C with the Board and answered questions. It was the consensus of the Board to table this item until the next scheduled meeting.

Easement Agreement between District and HOA for Filing 2 Outlots J and K: Mr. O’Leary discussed the Easement Agreement between District and HOA for Filing 2 Outlots J and K with the Board and answered questions. It was the consensus of the Board to table this item until the next scheduled meeting.

May 2023 Election Update: Mr. O’Leary provided an update on the May 2023 Election to the Board and answered questions.

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### DISTRICT MANAGER ITEMS

Manager’s Report: Mr. Mitts presented the District Manager’s Report and answered questions. Mr. Brix presented the Operations and Maintenance Report and answered questions.

Ratification of Master Service Agreement with Precision Pavement Marking: Mr. Brix presented the Master Service Agreement with Precision Pavement Marking to the Board and answered questions.

**RESOLVED** to ratify Master Service Agreement with Precision Pavement Marking, as presented.

Ratification of Contract Modifications: Mr. Brix presented the Contract Modifications to the Board and answered questions. Following review and discussion, upon motion duly made by Director Tiba, seconded by Director Welty and, upon vote unanimously carried, it was

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**RESOLVED** to ratify the Contract Modifications, as presented.

Updated District and HOA Maintenance Support Services Agreement:  
Mr. Mitts reviewed the updated District and HOA Maintenance Support Services Agreement with the Board and answered questions.

BOARD MEMBER ITEMS There were no Board Member Items brought before the Board.

DEVELOPER UPDATES Director McMeekin indicated the District is close to build out.

OTHER ITEMS Mr. Woolard informed the Board that Pinnacle Consulting Group, Inc. will be hosting District 101's for all Board members at the conclusion of the May 2023 Election.

EXECUTIVE SESSION No Executive Session was held.

ADJOURNMENT Upon motion duly made by Director McMeekin, seconded by Director Welty and, upon vote unanimously carried, the meeting was adjourned at 6:15 p.m.

The foregoing minutes constitute a true and correct copy of the above-referenced meeting and were approved by the Boards of Directors of City Center West Residential Metropolitan District No. 2.

Respectfully submitted,

  
Nicole Wing, Recording Secretary