

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ARISTA METROPOLITAN DISTRICT HELD FEBRUARY 15, 2024

A Special Meeting of the Board of Directors (referred to hereafter as the "Board") of the Arista Metropolitan District (referred to hereafter as the "District") was convened on Thursday, the 15<sup>th</sup> day of February 2024, at 10:00 a.m. The meeting was held at Wiens Capital Management, LLC 555 Eldorado Boulevard Suite 200 Broomfield Colorado 80021-3342. This meeting was open to the public.

#### ATTENDANCE

##### Directors In Attendance Were:

Joseph L. Zepeda  
David Hostetler via Zoom  
Timothy Wiens via Zoom  
Jordon Wiens via Zoom  
William R. Maestas

##### Also In Attendance Were:

Ann Finn, Public Alliance LLC

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

Shelby Clymer; CliftonLarsonAllen LLP

Kristine Lay; Kutak Rock LLP (for a portion of the meeting)

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

**Disclosure of Potential Conflicts of Interest:** It was reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron P.C. with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

#### ADMINISTRATIVE MATTERS

**Agenda:** The Board reviewed the proposed Agenda for the District's Special Meeting.

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Following discussion, upon motion duly made by Director Zepeda and seconded by Director Maestas, upon vote, unanimously carried, the Agenda was approved, as presented.

**Meeting Location/Manner and Posting of Meeting Notice:** The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The District Board meeting was held at Wiens Capital Management, LLC 555 Eldorado Boulevard, Suite 200, Broomfield, Colorado 80021. Ms. Finn reported that notice was duly posted and that no objections to the meeting location or any requests that the meeting be changed by the public have been received.

**Appointment of Secretary:** The Board discussed the appointment of Ann Finn as Recording Secretary to the Board.

Following discussion, upon motion duly made by Director Wiens, seconded by Director Zepeda and, upon vote, unanimously carried, the Board appointed Ann Finn as Recording Secretary to the Board.

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

- Approved minutes of the November 15, 2023 Regular Meeting and November 15, 2023 Annual Meeting.
- Ratified approval of the Notice of Termination to Special District Management Services, Inc. for District Management Services.
- Ratified approval of the Independent Contractor Agreement with Public Alliance, LLC for District Management Services.
- Adopted the Resolution Designating Meeting Posting Location.
- Ratified approval of the Termination of Facilities Acquisition Agreement among the District, Park 36 Investment, LLC, and DD Arista Partners, LLC.
- Approved the Termination Agreement with Park 36 Development, Inc. regarding 2007-2008 Funding and Reimbursement Agreement.
- Approved the Termination Agreement with Park 36 Development, Inc. regarding Infrastructure Acquisition and Reimbursement Agreement (Parcel A).
- Approved the Termination Agreement with Park 36 Investment, LLC and DD Arista Partners, LLC.
- Approved the Termination Agreement with Park 36 Development, Inc. regarding Developer Reimbursement Agreement.

Following discussion, upon motion duly made by Director Zepeda, seconded by Director Maestas and, upon vote, unanimously carried, the Board approved and/or ratified approval of the Consent Agenda items.

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### **PUBLIC COMMENT**

**Public Comment:** There were no public comments.

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### **FINANCIAL MATTERS**

**Payment of Claims:** The Board considered approval of the payment of claims for the period ending February 13, 2024, in the amount of \$764,103.76.

Following discussion, upon motion duly made by Director Jordan Wiens, seconded by Director Zepeda and, upon vote, unanimously carried, the Board approved the payment of claims, as presented.

**Financial Statements:** Ms. Clymer reviewed with the Board the unaudited financial statements of the District for the period ending December 31, 2023 and the cash position statement dated December 31, 2023, updated February 11, 2024.

Following review and discussion, upon motion duly made by Director Zepeda, seconded by Director Timothy Wiens and, upon vote, unanimously carried, the Board approved the unaudited financial statements of the District for the period ending December 31, 2023 and the cash position statement dated December 31, 2023, updated February 11, 2024.

**Accounts Payable Services for the District:** The Board entered into discussion regarding accounts payable services for the District. It was noted, going forward CliftonLarsonAllen LLP will be providing accounts payable services for the District.

**2023 Budget Amendment Hearing:** The President opened the public hearing to consider an amendment to the 2023 Budget and discuss related issues.

It was noted that a publication of a Notice stating the Board would consider an amendment to 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 this public hearing. No public comments were received, and the public hearing was closed.

Following review and discussion, Director Hostetler moved to adopt the Resolution to Amend 2023 Budget, Director Jordon Wiens seconded the motion and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-02-01 to Amend the 2023 Budget.

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### **LEGAL MATTERS**

**Engagement Letter from Kutak Rock for Special Bond Counsel Services:** Ms. Lay reviewed with the Board an Engagement Letter from Kutak Rock for Special Bond Counsel Services.

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Following review and discussion, upon motion duly made by Director Zepeda, seconded by Director Timothy Wiens and, upon vote, unanimously carried, the Board approved the Engagement Letter from Kutak Rock for Special Bond Counsel Services.

**Resolution Approving Amendments to Indentures of Trust for 2020A and 2020B Bonds, and Associated Documents and Agreements:** Ms. Lay reviewed with the Board a Resolution Approving Amendments to Indentures of Trust for 2020A and 2020B Bonds, and Associated Documents and Agreements. Following discussion, the Board deferred further action on this matter.

### **OPERATION AND MAINTENANCE**

**Parking Garage:** Director Zepeda discussed the inspection report form Martin Martin with the Board. He noted a column in the parking garage needs shoring. The Board also discussed snow removal on the top floor of the garage and noted if snow removal services are not performed, the floor needs to be blocked off.

**Electric Vehicle Supply Infrastructure ("EVSI"):** Director Jordon Wiens updated the Board on the status of the EVSI program and noted a preconstruction meeting is scheduled for March 5, 2024.

**Reclaimed Water Modification Application and Certificate:** The Board entered into discussion the Reclaimed Water Modification Application and Certificate. Director Zepeda noted the Application was submitted to the City and County of Broomfield and the CDPHE requesting modifications to the map.

### **CAPITAL MATTERS**

**Independent Contractor Agreement with HighPoint Electric West, LLC for Ground Light Removal and Bollard Installation:** The Board reviewed an Independent Contractor Agreement with HighPoint Electric West, LLC for ground light removal and bollard installation.

Following review and discussion, upon motion duly made by Director Jordon Wiens, seconded by Director Hostetler and, upon vote, unanimously carried, the Board approved the Independent Contractor Agreement with HighPoint Electric West, LLC for ground light removal and bollard installation.

**Terrace Ponds Park:** Director Zepeda noted Terrace Ponds Park has been accepted by the City and County of Broomfield.

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**Shepsfield Park:** Director Zepeda provided an update on the status of Shepsfield Park. He noted that once the site lighting is replaced, the City and County of Broomfield will accept Shepsfield Park and released the surety, in the amount of \$174,000.

**Gallery Park:** Director Zepeda provided an update on the status of Gallery Park.

**Award of Gallery Park Construction Project to Fransen Pittman Construction:** The Board entered into discussion regarding the Award of Gallery Park Construction Project to Fransen Pittman Construction.

Following review and discussion, upon motion duly made by Director Jordon Wiens, seconded by Director Maestas and, upon vote, unanimously carried, the Board ratified approval of the Award of Gallery Park Construction Project to Fransen Pittman Construction and Execution of Notice of Award, and Authorized Execution of Construction Agreement and Notice to Proceed.


**Parkland:** Director Zepeda provided an update on the status of Parkland. He noted he is working on design plans and cost estimates.

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## **ADJOURNMENT**

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

Respectfully submitted,

By:   
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Secretary for the Meeting