

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE STONE CREEK METROPOLITAN DISTRICT (THE “DISTRICT”) HELD MARCH 15, 2023

A Special Meeting of the Board of Directors (referred to hereafter as the “Board”) of the District was convened on Wednesday, March 15, 2023, at 1:00 p.m. The District Board meeting was held via Zoom video/telephone conference. The meeting was open to the public.

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**Directors In Attendance Were:**

Ashley Racich  
Peter J. Klymkow  
Mauricio “Morris” Barbera  
Amanda Roper  
C.J. Waters

**Also, In Attendance Were:**

Shannon Torgerson and Jennifer Kinkead; CCH Acquisition LLC, d/b/a Goodwin & Company (“Goodwin”)

Elisabeth A. Cortese, Esq. and MaryAnn McGeady, Esq.; McGeady Becher P.C.

Gigi Pangindian and Carrie Beacom; CliftonLarsonAllen LLP (“CLA”)

Tim Bryan; The Management Trust / Cielo Metropolitan District (“Cielo MD”) District Manager

Denise Hogenes; Toll Brothers (Cielo MD Developer)

Doug Mehl, Jana Stanley, Holly Green, David Ross, Tony Fancher, Ashton Janis, Greg Razka, Tim Riggle, Anne Messner and an undisclosed telephone attendee; Residents and/or Interested Persons

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**ADMINISTRATIVE  
MATTERS**

**Disclosures of Potential Conflicts of Interest:** Attorney Cortese discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The Board noted that disclosures of potential conflict of interest statements for Directors Barbera and Klymkow were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Cortese then requested that the Board members consider whether they

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had any additional conflicts of interest to disclose. Attorney Cortese noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes.

**Quorum/Confirmation of Meeting Location/Posting of Notice:** Ms. Torgerson confirmed the presence of a quorum.

The Board entered a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. It was noted that the District Board meeting was held by Zoom video / telephone conference. The Board further noted that notice providing the date, time and means of hosting the meeting was duly posted and that they have not received any objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director Roper, seconded by Director Racich and, upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted at least 24 hours prior to each meeting on the District's website at: <https://stonecreekmd.colorado.gov/>, or if posting on the District website is unavailable, notice will be posted at the following physical location within the District's boundaries: on the telephone pole on Scott Avenue and Interlocken Street.

**Agenda:** Ms. Torgerson presented for the Board's review and approval a proposed Agenda for the District's Special Meeting.

Following discussion, upon a motion made by Director Roper, seconded by Director Racich and, upon vote unanimously carried, the Agenda for the District's Special Meeting was approved, as amended.

**Minutes from the December 8, 2022 Special Meeting:** Following discussion, upon a motion made by Director Racich, seconded by Director Waters and, upon vote unanimously carried, the Minutes from the December 8, 2022 Special Meeting were approved.

**Transition of District and Community Management Services:** Ms. Torgerson provided the Board with an update regarding status of transition of District and Community Management Services, noting that most contracts with the District have been received, however, receipt of homeowner ledgers from prior management were still outstanding and necessary to provide an accurate accounting of accounts receivable.

**Name Change from CCH Acquisition LLC d/b/a Cherry Creek HOA**

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**Professionals to CCH Acquisition LLC d/b/a/ Goodwin & Company:** The Board acknowledged the District Management's change of name from CCH Acquisition LLC d/b/a Cherry Creek HOA Professionals to CCH Acquisition LLC d/b/a Goodwin & Company.

**Status of District Insurance Coverage:** It was noted that the District renewed insurance coverage through the Colorado Special Districts' Property and Liability Pool.

### **OPERATIONS AND Committee Updates:** **MAINTENANCE**

1. **Landscaping Committee:** Director Roper summarized the landscaping committee updates, noting that the landscaping committee is meeting with landscaping companies to do walk throughs and then will submit the RFPs for 2023 landscaping services for consideration.
2. **Social/Clubhouse/Pool Committee:** The Board authorized the social/clubhouse/pool committee to review the proposal from Metro Pools Service and Supply for pool services, and to review the clubhouse entry proposals, and gave the committee the authorization to direct Director Racich to execute necessary Service Agreements.
3. **Design Review Committee:** No update was provided. It was noted that volunteers to serve on the Design Review Committee are needed.
4. **Budget and Finance:** Director Waters reported on the increase to the District fee and explained the communications that had been sent out on the topic prior to the meeting, noting additional discussion on this topic would take place under Financial Matters.

**Resolution Concerning Use of District Recreational Facilities by Outside Users – 2023 Season:** The Board deferred action on this matter, pending receipt of an updated calculation of the outside user fee from CLA.

### **LEGAL MATTERS**

**Update Regarding May 2, 2023 Regular Election:** Attorney Cortese updated the Board regarding matters related to the May 2, 2023 Regular Election. No action was necessary.

### **FINANCIAL MATTERS**

**Payment of Claims:** Following discussion, upon a motion made by Director Klymkow, seconded Director Racich and, upon vote unanimously carried, the Board ratified approval of payment of claims totaling \$77,172.20.

**Unaudited Financial Statements for the Period Ending December 31, 2022 and Schedule of Cash Position as of December 31, 2022:** Following discussion, upon a motion made by Director Klymkow, seconded Director Racich and, upon vote

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unanimously carried, the Board accepted the Unaudited Financial Statements for the Period Ending December 31, 2022 and the Schedule of Cash Position as of December 31, 2022.

**Resolution of the Board of Directors of District Amending and Restating the Imposition of District Fees:** The Board discussed amending the amount of the O&M Fee, the Administrative Fee, and Late Payment Fee imposed pursuant to Resolution No. 2019-02-01, Amended & Restated Resolution of the Board of Directors of the Stone Creek Metropolitan District Regarding the Imposition of District Fees. The following rates for the O&M fee were approved: 1<sup>st</sup> quarter: \$210 (\$70 per month); 2<sup>nd</sup> quarter: \$510 (\$170 per month), 3<sup>rd</sup> quarter: \$360 (\$120 per month); and 4<sup>th</sup> quarter: \$360 (\$120 per month). Following discussion, upon a motion made by Director Klymkow, seconded by Director Barbera and, upon vote unanimously carried, the Board adopted the Resolution of the Board of Directors of District Amending and Restating the Imposition of District Fees.

**Public Hearing on Amendment to 2023 Budget:** The President opened the public hearing to consider a Resolution to Amend the 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2022 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. Public comments were received and the public hearing was closed.

Following discussion, upon a motion made by Director Racich, seconded by Director Roper and, upon vote unanimously carried, the Board adopted the Resolution to Amend the 2023 Budget.

**Engagement of Wipfli LLP for Preparation of 2022 Audit:** Following discussion, upon a motion made by Director Roper, seconded by Director Racich and, upon vote unanimously carried, the Board approved the engagement of Wipfli LLP for preparation of the 2022 audit at a cost of \$5,500.

**Appointment of District Accountant to Prepare 2024 Budget:** The Board deferred consideration of this matter to the May 17, 2023, Board Meeting.

### **COVENANT ENFORCEMENT/ DESIGN REVIEW**

**Community Manager's Update:** There was no update. The Board requested that backyard landscaping be focused on once the growing season starts.

**Bulk Item Pick Up Schedule:** The Board discussed the possibility of a community pick-up day/dumpster days and indicated they would like to have them scheduled two times per year. The District Manager was directed to investigate options and provide information to the Board for consideration.

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**PUBLIC COMMENT** Public comments were received and addressed as follows:

- Questions regarding landscaping were addressed by Director Roper.
- Richmond Village non-working streetlights.
- Questions regarding destruction of landscaping in yards and concrete issues were raised. Goodwin staff was directed to follow-up.
- Tim Bryan from The Management Trust (manager from Cielo MD) introduced himself to the Board.
- Questions regarding the May 2, 2023 Regular Election were addressed by Attorney Cortese.
- Questions regarding status of land use matters with Choke Cherry Investors, LLC and the County were addressed by Attorney Cortese.
- Questions regarding District Covenants and the Fee Resolution, as they relate to Tracts M, T, and U were addressed by Attorney Cortese.

### **EXECUTIVE SESSION**

**Executive Session:** Pursuant to Sections 24-6-402(4)(a), (b) and (e), C.R.S., and upon a motion duly made by Director Barbera, seconded by Director Racich and, upon vote unanimously carried, the Board convened in Executive Session at 3:33 p.m. for the sole purpose of receiving legal advice on negotiations related to property and public improvement acquisition matters and potential settlements. The executive session adjourned at 4:59 p.m.

### **OTHER BUSINESS**

**Cox Professional Landscape Services, LLC (“Cox”) Invoice No. 33466:** Following discussion, upon a motion duly made by Director Barbera, seconded by Director Racich and, upon vote unanimously carried, the Board approved payment of Cox Invoice No. 33466 in its entirety, with \$6,500.00 to be released as soon as possible and the remaining \$3,220.00 to be paid pursuant to a payment plan (\$250/month until the remaining balance of \$3,220 has been paid in full). District Counsel was directed to prepare, and Director Racich was authorized to execute, a Letter Agreement by and between the District and Cox setting forth the terms of the approved payment plan.

**Board Member Recognition of Service:** The Board thanked Directors Barbera, Klymkow and Waters for their service on the Board of Directors. The Directors expressed their willingness to be of assistance to the District in the future, as needed.

### **ADJOURNMENT**

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

Respectfully submitted,

By Shannon Torgerson

Secretary for the Meeting

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### ATTORNEY STATEMENT REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Sections 24-6-402(2)(d.5)(II)(b), C.R.S., I, Elisabeth A. Cortese, attest that, in my capacity as the attorney representing Stone Creek Metropolitan District, I attended the executive session meeting that the Board of Directors for Stone Creek Metropolitan District convened at 3:33 p.m. a.m. on March 15, 2023 for the sole purpose of receiving legal advice on negotiations related to property and public improvement acquisition matters and potential settlements, as authorized by Section 24-6-402(4)(a), (b) and (e), C.R.S. I further attest it is my opinion that all or a portion of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S., and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(b), C.R.S.

Signed

Elisabeth A. Cortese

Elisabeth A. Cortese, Esq.

Dated:

March 15, 2023