

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
BROMLEY PARK METROPOLITAN DISTRICT NO. 2
HELD FEBRUARY 4, 2020

A regular meeting of the Board of Directors (“Board”) of the Bromley Park Metropolitan District No. 2 (“District”) was held on Tuesday, February 4, 2020 at 6:00 p.m. at the Main Street Café, 161 N. Main Street, Brighton, CO 80601.

Attendance

In attendance were Directors:

Joel Farkas
Toni Serra
Douglas G. Hamilton

Also in attendance:

Pat Shannon, Jerel Sangster & Paul Wilson; CliftonLarsonAllen LLP
 (“CLA”)
Sarah McGrath, Esq.; McGeady Becher P.C.
Thomas Hall; Resident

**Call to Order
And Quorum**

Director Farkas called the meeting to order at 6:00 p.m. There was a quorum of the Board present for the regular meeting. The Board excused the absence of Director Tucker.

**Potential Conflict
Of Interest**

Attorney McGrath discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney McGrath that disclosures of potential conflicts of interest were filed with the Secretary of State by the statutory deadline for all Directors present.

**Agenda/Meeting
Location/Posting
of Meeting Notices**

The Board reviewed the proposed Agenda for the District’s regular meeting.

Following discussion, upon a motion duly made by Director Serra, seconded by Director Farkas and, upon vote, unanimously carried, the agenda was approved, as amended to include Discussion of the Cost Certification Report #5 under Financial Matters.

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. Following discussion, and upon motion duly made by Director

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Farkas seconded by Director Hamilton and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated dated, time and location. The Board further noted that notice of this location was duly posted and that it had not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

**Review and
Approve
Minutes**

Minutes of the November 5, 2019 Special Meeting

Following review, upon a motion duly made by Director Farkas, seconded by Director Hamilton and, upon vote, unanimously carried, the Board approved the November 5, 2019 special meeting minutes, as presented.

Public Comments

Mr. Thomas Hall asked how to get copies of meeting minutes. Mr. Shannon reported that he can email CLA to request copies.

**Discuss Board
Vacancy**

The Board discussed the Director vacancy. Mr. Shannon reported that no residents have expressed interest. No action was taken at this time to appoint an eligible elector to the Board.

Financial Matters

Review, Ratify and Approve Claims

Mr. Wilson reviewed the claims with the Board.

Following review, upon a motion duly made by Director Hamilton, seconded by Director Serra and, upon vote, unanimously carried, the Board approved the claims in the amount of \$70,132.46.

Review and Consider Approval of December 31, 2019 Unaudited Financial Statements

Mr. Wilson reviewed the December 31, 2019 unaudited financial statements with the Board.

Following discussion, upon a motion duly made by Director Serra, seconded by Director Hamilton and, upon vote, unanimously carried, the Board accepted the December 31, 2019 unaudited financial statements, as presented.

Discuss Status of Developer Advances and Authorize Necessary Actions in Conjunction Therewith

The Board discussed Developer advances and noted that the \$874,000 advance has not yet been made pending approval of A/R Agreement regarding Phase II and Phase III Construction by Developers and Escrow Agreement.

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Authorize District Accountant to Prepare the 2021 Budget

Upon a motion duly made by Director Farkas, seconded by Director Hamilton and, upon vote, unanimously carried, the Board authorized CLA to prepare the 2021 budget.

Review and Accept Bromley Park MD No. 2 Cost Certification Report

The Board discussed Cost Certification Report #5

Following review, upon a motion duly made by Director Hamilton, seconded by Director Serra and, upon vote, unanimously carried, the Board reviewed and accepted the Cost Certification Report #5, as prepared by IDES, and approved reimbursement to the Developer in the amount of \$2,205,153.42 subject to final accounting, legal and Board member review.

Manager Items

Update on 168th Avenue and Median Landscape Improvements

Mr. Shannon reported that all work is finished and BrightView is maintaining. He further noted that the initial acceptance walk occurred upon completion and a final acceptance walk will need to occur in the fall of 2020.

Director Farkas requested CLA to do a walkthrough with BrightView, Stacklot and the Parkside and Homestead HOA managers to evaluate landscaping and irrigation needs.

Other

None.

Attorney Items

Discuss Horizon Resources Letter Regarding Interest in Purchasing Mineral Interests

Attorney McGrath reviewed the letter with the Board. Director Farkas recommended not pursuing. The Board acknowledged receipt of the letter from Horizon Resources and no action was taken.

Discuss status of: Acquisition of Property via Eminent Domain - Right of Way for Construction of North 60th Avenue and Sanitary Sewer Easement, Real Estate Appraisal Proposal with Clayton and Company, Inc., Notice of Intent to Acquire; acquisition and/or easement documents and consider approval of necessary document and/or actions in connection therewith

Director Farkas provided an update, noting that they may not need to proceed with eminent domain because Richmond Homes is working with

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Brookfield as they are working with the City to complete construction. Director Farkas recommended waiting another month to see if construction is completed before pursuing condemnation.

Update on Status of Conveyance of Brighton East Farms Filing No. 3, Amendment No. 1 Tracts B, I, J, K and L (the "Tracts") to the District

The Board approved the update of conveyance of Brighton East Farms Filing No. 3, Amendment No. 1 Tracts B, I, J, K and L to the District with reservation of mineral rights to Kings Co., subject to legal review of Deed of Trust releases and confirmation no encumbrances remain on the tracts.

Ratify Approval of Letter of Consent – Variance Request between the District and Petro Operating Company, LLC

Attorney McGrath reviewed the Letter of Consent with the Board.

Following review, upon a motion duly made by Director Hamilton, seconded by Director Farkas and, upon vote, unanimously carried, the Board ratified approval of the Letter of Consent.

Ratify Approval of Cost Certification Report #4 for Reimbursement to Kings Co LLC in the Revised Amount of \$60,436.23

Attorney McGrath reviewed the updated Cost Certification Report #4 with the Board.

Following review, upon a motion duly made by Director Hamilton, seconded by Director Serra and, upon vote, unanimously carried, the Board approved Cost Certification Report #4, in the amount of \$60,436.23, subject to Developer funding.

Discuss Update on McGeady Becher P.C. District Records Retention Policy

Attorney McGrath presented to the Board the update to the McGeady Becher P.C. Document Retention Policy. The Board approved the update and directed a copy of the approved updated McGeady Becher P.C. Document Retention Policy be attached to the Minutes for this meeting. Accordingly, a copy of the updated McGeady Becher P.C. Document Retention Policy is attached hereto and incorporated herein by reference.

Discuss Status of May 2020 Director Election and Ratify Engagement of Seter & Vander Wall P.C. for DEO Services for the May 5, 2020 Regular Election and Authorize any necessary amendments to Election Resolution

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Attorney McGrath reviewed the engagement letter from Seter & Vander Wall P.C. for DEO services with the Board.

Following review, upon a motion duly made by Director Farkas, seconded by Director Serra and, upon vote, unanimously carried, the Board ratified approval of engaging Seter & Vander Wall P.C. for DEO Services for the May 5, 2020 Regular Election and authorized any necessary amendments to the Election Resolution.

Discuss Status of Escrow Agreement (Homestead Phase II and Phase III Public Improvements Surety) between the District, City of Brighton, and Fidelity National Title Company

Director Farkas reported that he is in the process of reviewing Exhibit A to the Agreement, Amended and Restated Agreement regarding construction of Homestead Phase II and Phase III Improvements. The Board authorized District Counsel to inform City if they inquire that review is still pending. Director Farkas reported that Kings Co is working on a final review. Director Farkas requested an item be added to the next meeting agenda to discuss storm drainage improvements.

Construction Matters

Status of Oil and Gas Well Drilling for BEF and Homestead Well Pads

Director Farkas provided an update on oil and gas well drilling in the District, reporting that 8 wells have been drilled on Homestead, and that the BEF wells have been drilled and completed but still waiting on construction of the gas line and crude line. Director Farkas will send an update from Cureton to the Board stating that the gas line will be complete in coming weeks. BEF should be functional by the end of February. Director Farkas also noted that an analysis will need to be conducted on what has been produced towards the end of the year. He further informed the Board that production and associated AV is on schedule, as projected.

Other

None.

Board Member Items

Other

None.

Other Business

Confirm Quorum for April 7, 2020 Regular Meeting

The Board confirmed a quorum for the April 7, 2020 regular meeting.

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Adjournment

There being no further business to come before the Board, the meeting adjourned at 6:49 p.m.

Respectfully submitted,

DocuSigned by:
Toni Serra
909489B2D9E14B5

Secretary for the Meeting

Certificate Of Completion

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 Subject: Please DocuSign: 02-04-20 DRAFT MINUTES_2020.doc
 Client Name: Bromley Park Metropolitan District No. 2
 Client Number: 011-030088
 Source Envelope:
 Document Pages: 6
 Certificate Pages: 4
 AutoNav: Enabled
 EnvelopeId Stamping: Enabled
 Time Zone: (UTC-06:00) Central Time (US & Canada)

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 Suite 300
 Minneapolis, MN 55402
 Megan.Liesmaki@claconnect.com
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Status: Original
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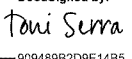
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Toni Serra
 toni@garnow.com
 Office Manager
 Security Level: Email, Account Authentication (None)

Signature

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Envelope Summary Events

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Timestamps

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