

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CONSERVATORY METROPOLITAN DISTRICT HELD APRIL 22, 2019

A Special Meeting of the Board of Directors (referred to hereafter as "Board") of the Conservatory Metropolitan District, (referred to hereafter as "District"), was convened Monday, the 22nd day of April, 2019, at 10:30 a.m., at the Mission Viejo Library, Community Room, 15324 E. Hampden Circle, Aurora, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Laverne Palmer
Birgit Baldwin
Pedro L. Moczo, Jr.
Nicole Tow
Janine Schilling

Also In Attendance Were:

Ashley B. Frisbie; Special District Management Services, Inc. ("SDMS, Inc.")

Allison C. Fogg, Esq.; White Bear Ankele Tanaka & Waldron, P.C. (for a portion of the meeting via speakerphone)

Georgia Harland; Simmons and Wheeler, P.C. (for a portion of the meeting)

Tim Dunn; Tim Dunn Design, LLC (for a portion of the meeting)

Tim Siml; resident

DISCLOSURES OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: Ms. Frisbie advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. The Board reviewed the Agenda for the meeting, following which Directors Palmer, Baldwin, Moczo, Tow, and Schilling, along with each consultant, confirmed that they have no conflicts of interest in connection with any of the matters listed on the Agenda.

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PLEDGE OF ALLEGIANCE

Pledge of Allegiance: Director Tow led the Board in reciting the Pledge of Allegiance.

ADMINISTRATIVE MATTERS

Agenda: Director Palmer reviewed with the Board the proposed Agenda for the District's Special Meeting.

Following discussion, upon motion duly made by Director Moczo, seconded by Director Tow and, upon vote, unanimously carried, the Agenda was approved, as amended.

COMMUNITY COMMENTS

Community Comments: There were no community comments at this time.

FINANCIAL MATTERS

Payment to Tim Dunn Design, LLC: The Board considered authorization of payment to Tim Dunn Design, LLC for Task Nos. 1 & 2 of Landscape Architect Design Services for the Pilot Project, in the amount of \$6,250.00

Following discussion, upon motion duly made by Director Moczo, seconded by Director Baldwin and, upon vote, unanimously carried, the Board authorized the payment to Tim Dunn Design, LLC for Task Nos. 1 & 2 of Landscape Architect Design Services for the Pilot Project, in the amount of \$6,250.00, subject to any questions that may arise during Mr. Dunn's presentation under Landscaping Matters.

Claims: Ms. Harland reviewed with the Board the check register for the period ending April 22, 2019, including check numbers 3191 through 3203, totaling \$94,417.69.

Following discussion, upon motion duly made by Director Moczo, seconded by Director Baldwin and, upon vote, unanimously carried, the Board approved the check register for the period ending April 22, 2019, including check numbers 3191 through 3203, totaling \$94,417.69. It was noted that the \$62,266.60 check to BrightView Landscaping Services, Inc. ("BrightView") will be held until the weather track system has been finalized.

EXECUTIVE SESSION

Pursuant to Sections 24-6-402(4)(b) and (e), C.R.S., upon motion duly made by Director Palmer, seconded by Director Baldwin and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 10:53 a.m. for the purpose of receiving legal advice and to determine positions relative to matters that are subject to negotiation related to Clubhouse Rental Agreement matters, as authorized by Sections 24-6-402(4)(b) and (e), C.R.S.

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Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the remaining portion of this executive session that, in the opinion of the District's attorney, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

The Board reconvened in regular session at 11:38 a.m.

LANDSCAPING MATTERS

Landscaping Plans for Pilot Project: Tim Dunn presented the Board with landscaping plans for the entryway pilot project. The Board discussed removing the entryway at S. Conservatory Parkway and S. Nepal Way, as the sinking monument needs to be repaired before any landscaping enhancements should be performed. The Board also discussed the need to confirm that the pump that is currently in place on E. Hampden Avenue will be sufficient to provide irrigation for the project. Director Baldwin reported that she will work with BrightView's irrigation technician to have this confirmed.

Following discussion, the Board authorized Mr. Dunn to prepare the required construction documents and to work with Ms. Frisbie on publication and distribution of same.

Following discussion, upon motion duly made by Director Tow, seconded by Director Schilling and, upon vote, unanimously carried, the Board confirmed authorization of payment to Tim Dunn Design, LLC for Task Nos. 1 & 2 of Landscape Architect Design Services for the Pilot Project, in the amount of \$6,250.00.

PUBLIC ART

Public Art Committee Update: Director Baldwin reported that the Public Art Dedication is scheduled for May 20, 2019 at 12:30 p.m. at the Public Art project site and that postcard invitations have been prepared and are being mailed to members of the community and non-community invited guests who were involved with the project. She noted that children from Aurora Frontier School will be involved, and there will be water and snacks served. She also noted that a bronze plaque with the title "PRAIRIE LIFE" will be installed on the wall between the girl and boy sculpture on the morning of May 20, 2019, before the dedication ceremony.

OTHER BUSINESS

Purchase of Books for Directors: Director Palmer requested authorization to purchase 2 books by author Patrick Lencioni for each Board member.

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Following discussion, upon motion duly made by Director Tow, seconded by Director Moczo and, upon vote, unanimously carried, the Board authorized the purchase of 2 books for each Board member.

Painting of Mailbox Kiosks: Director Palmer reported that the two mailbox kiosks that were temporarily relocated by the HOA for the underdrain project had been painted, rather than stained per District specifications. She is working with the HOA to rectify the error.

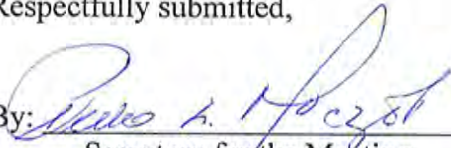
Independent Contractor Agreement for Reserve Study: Ms. Frisbie reported that Reserve Advisors, Inc. had declined to execute the District's Independent Contractor Agreement until certain aspects of the language could be agreed upon.

Following discussion, upon motion duly made by Director Tow, seconded by Director Baldwin and, upon vote, unanimously carried, the Board determined to engage Associate Reserves to perform the Reserve Study if the language within the Independent Contractor Agreement with Reserve Advisors, Inc. could not be agreed upon.

ADJOURNMENT

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

Respectfully submitted,

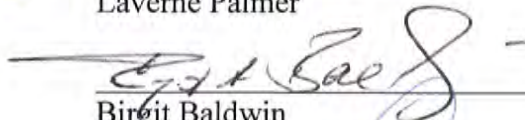
By: 
Secretary for the Meeting

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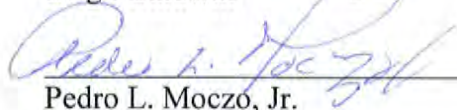
THESE MINUTES WERE APPROVED AS THE OFFICIAL APRIL 22, 2019 MINUTES OF THE CONSERVATORY METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:




Laverne Palmer



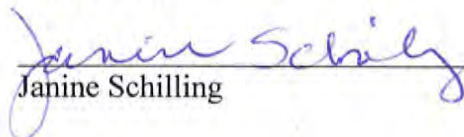
Birgit Baldwin



Pedro L. Moczó, Jr.



Nicole Tow



Janine Schilling

**ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Conservatory Metropolitan District, I attended the executive session meeting Conservatory Metropolitan District convened at 10:53 A.M. on Monday, April 22, 2019, for the sole purpose of discussing contract negotiations and legal advice regarding the same authorized by Section 24-6-402(4)(b) and (e), C.R.S. I further attest it is my opinion that as 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)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.



Allison C. Fogg, Esq.