

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
LIVERPOOL METROPOLITAN DISTRICT (THE "DISTRICT")  
HELD  
SEPTEMBER 19, 2022

A special meeting of the Board of Directors of the Liverpool Metropolitan District (referred to hereafter as the "Board") was convened on Monday, September 19, 2022, at 5:00 p.m. The District Board meeting was held at the Greenfield HOA Clubhouse at 20601 E Fair Ave. The meeting was open to the public.

### ATTENDANCE

Directors In Attendance Were:

Paul Tauriello, President  
Dana Graham, Secretary  
Charlotte Lagrave, Treasurer  
Peter Foust, Assistant Secretary  
Heath Shelburn, Assistant Secretary- Left at 6:37 p.m.

Also, In Attendance Were:

Stephanie Odewumi, Ashley Heidt, Jason Carroll, and Chase Worth;  
CliftonLarsonAllen, LLP  
Joe Norris; Cockrel Ela Glesne Greher & Ruhland, P.C.  
Monique Lucero; JBK  
Mike Ziegler; Greenfield HOA Board Member  
Leigh Covington; Resident

### ADMINISTRATIVE MATTERS

**Call to Order and Approval of Agenda:** The meeting was called to order at 5:03 p.m. Upon a motion duly made by Director Foust, seconded by Director Tauriello and, upon vote, unanimously carried, the Board approved the Agenda as presented.

**Declaration of Quorum/Disclosure of Conflicts of Interest/Director Qualifications:** A quorum was confirmed. The Board 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 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. No additional conflicts were disclosed at the meeting. Attorney Norris noted that a questionnaire is going to be sent to new Board members and that the oath of office were filed and bonds are complete.

**Public Comment:** Mr. Ziegler noted that he is in attendance as a liaison to the

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HOA.

Ms. Covington addressed the reeds in the pond and the muskrat family that is no longer living there. She also addressed the bench by the pond behind her house and asked if it would be possible to turn it to face the pond. Ms. Covington also addressed the teenage activity that takes place at the bench.

**Minutes of the May 9, 2022 Special Meeting:** Following review and discussion, upon a motion duly made by Director Tauriello, seconded by Director Foust and, upon vote, unanimously carried, the Board approved the May 9, 2022 Special Meeting Minutes, as amended to strike the last sentence of the trash can replacement discussion.

**Other:** Director Graham asked Attorney Norris about the questionnaire regarding conflict of interest to new Board members. Attorney Norris noted he will send to the Board following the meeting.

### BOARD OF DIRECTORS

**Other:** None.

### FINANCIAL MATTERS

**June 30, 2022 Financial Statements:** Mr. Worth reviewed the Financial Statements with the Board. Director Foust asked about the debt service fund. Director Graham asked about the election charges from legal. Attorney Norris noted that all election activity is wrapped up. Ms. Odewumi noted that the cost was less than it would have been if they did have to go to election. She noted the costs largely came from the call for candidates and newspaper postings. Director Foust asked if this is always a placeholder on the financials. Director Graham asked for an audit of the election charges. Director Foust asked about the landscape maintenance cost. Mr. Worth noted that it is a line item the District used in the past instead of Capital Improvements. Following review, upon a motion duly made by Director Foust, seconded by Director Graham and, upon vote, unanimously carried, the Board accepted the June 30, 2022 Financial Statements, as presented.

**Claims Totaling \$105,436.75:** Ms. Odewumi reviewed the claims with the Board. Following review, upon a motion duly made by Director Tauriello, seconded by Director Foust and, upon vote, unanimously carried, the Board approved and ratified the claims in the amount of \$105,436.75.

**Other:** None.

### LEGAL MATTERS

**Bylaw Consideration:** Attorney Norris reviewed and noted that his office has a template of some standard Bylaws. Director Foust asked if there would be an issue if someone were to locate the old Bylaws. Attorney Norris noted these would be an amendment. Director Foust asked if legal could send the Bylaws to

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the Board for their review. Ms. Odewumi noted she will facilitate and get all revisions to Attorney Norris. Director Lagrave asked if their Bylaws would have been filed with the Secretary of State when the District was formed. Attorney Norris noted they did look for them but were unsuccessful in locating them. He noted they will look again.

**Other:** None.

### LANDSCAPE UPDATE

**Landscaping Maintenance Report:** Ms. Lucero provided an update noting that they cleaned out the pond and removed the dead trees. She asked the Board why the native around the pond is not being cut on a daily basis. Mr. Ziegler noted it was stopped a few years back to combat the thistle. Ms. Lucero asked if the Board if the pond was cleared how they wanted it. Director Foust mentioned the small trees on the other side of the pond and that he would like the pond clearing to be an annual thing. He also asked if JBK has any recommendations for yearly maintenance and what the cost would be. Director Tauriello noted that yearly maintenance would be great. Ms. Odewumi asked if they would like it built into their yearly maintenance contract versus it being a work order, the Board agreed to have this built into the annual contract moving forward. Ms. Lucero also noted they are going to start blowing out sprinklers and winterizing in about 4 weeks.

### **JBK Landscape LLC Proposals:**

**JBK Proposal for Cottonwood Removal in the amount of \$600.19:** Ms. Odewumi reviewed the proposal with the Board. Following review, upon a motion duly made by Director Tauriello, seconded by Director Lagrave and, upon vote, unanimously carried, the Board approved the JBK Proposal for Cottonwood Removal in the amount of \$600.19.

**JBK Proposal for New Dog Waste Station at the Rose Garden in the amount of \$1,058.97:** Ms. Odewumi reviewed the proposal with the Board. Following review, upon a motion duly made by Director Tauriello, seconded by Director Foust and, upon vote, unanimously carried, the Board approved the JBK Proposal for New Dog Waste Station at the Rose Garden in the amount of \$1,058.97.

**JBK Proposal for Over Seeding from Container Damage in the amount of \$297.30:** Ms. Odewumi reviewed the proposal with the Board. Following review, upon a motion duly made by Director Foust, seconded by Director Tauriello and, upon vote, unanimously carried, the Board approved the JBK Proposal for Over Seeding from Container Damage in the amount of \$297.30.

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JBK Proposal for Tree Removal and Replacement in the amount of \$6,787.25: Ms. Odewumi reviewed the proposal with the Board. Ms. Lucero reviewed the six trees that need to be replaced. Director Foust asked if they would be the same size. Ms. Lucero noted they would be. Following review, upon a motion duly made by Director Tauriello, seconded by Director Graham and, upon vote, unanimously carried, the Board approved the JBK Proposal for Tree Removal and Replacement in the amount of \$6,787.25.

JBK Proposal for Maple Tree Fertilization in the amount of \$3,029.91: Ms. Odewumi reviewed the proposal with the Board. Following review, upon a motion duly made by Director Foust, seconded by Director Shelburn and, upon vote, unanimously carried, the Board approved the JBK Proposal for Maple Tree Fertilization in the amount of \$3,029.91.

2023-2024 Landscape Maintenance and Snow Removal Contract: Ms. Odewumi reviewed with the Board. Director Foust asked if there was a time crunch to approve this today versus the end of the year. The Board deferred this item to the next meeting.

JBK Proposal to Remove Three Aspen Trees by Greenfield Estates in the amount of \$1,653.84: Ms. Odewumi reviewed the proposal with the Board. Following review, upon a motion duly made by Director Shelburn, seconded by Director Foust and, upon vote, unanimously carried, the Board approved the JBK Proposal to Remove Three Aspen Trees by Greenfield Estates in the amount of \$1,653.84.

Trash Can Replacements: Ms. Odewumi asked what the status was on this proposal. There was no updated provided at the meeting and Ms. Lucero will send to Ms. Odewumi for the next meeting.

**Annual Pond Vegetation Maintenance:** This item was discussed during the Landscape Report.

**Dead Tree/Limb Removal:** Ms. Odewumi asked on the status of this proposal from JBK. Director Foust asked if this included the hanging limbs in the open space. Ms. Lucero noted that it did. Ms. Odewumi noted she will touch base with Ms. Lucero on the mulch replacement proposal.

**Communication Concerns:** Ms. Odewumi noted that the Board had some frustrations with the lack of communication with JBK while Ms. Lucero was out of the office. Ms. Lucero noted there was some other managers that were out her in her absence. Director Tauriello noted there was not a point of contact while she was out and the Board needs one at all times.

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**Other:** Director Foust asked what the protocol is when they see hanging or dead limbs. Director Lagrave expressed her frustrations with CLA and lack of communication while Ms. Lucero was out. Ms. Odewumi noted that she was trying to contact supervisors, etc. but will be more aggressive in the future.

Director Tauriello asked about the roses at the Greenfield Estates entrance and noted how it is causing a line-of-sight issue and how there was talk in the past of relocating them. Ms. Lucero asked if the Board wanted her to relocate the roses. The Board gave JBK direction to relocate the roses.

### MANAGER MATTERS

**Greenfield HOA Update:** Mr. Ziegler (via phone) provided an update to the Board noting there is a new Board member and asked about the Christmas light cost share. Director Tauriello noted that the Board will supplement this year's budget and in 2023 they will take over the responsibility of the Christmas lights at the monuments, but the HOA will still be responsible for the clubhouse. Mr. Ziegler asked if the HOA would be able to reimburse the District for the cost of the clubhouse each year in order to have one proposal. Ms. Odewumi noted that legal can draft up an agreement between the HOA and LMD. Mr. Ziegler also noted that the HOA would like to continue to schedule joint meetings as schedules allow to continue unifying the community. Mr. Ziegler also noted that the bubble pipe is caught.

Ms. Odewumi noted that the HOA is still working through the playground items that are on backorder and that they are soliciting bids for landscape maintenance from Brightview and Keesen.

**City of Aurora- Piney Creek Trail Crossing Project:** Ms. Odewumi noted that she is working with legal on this project. Director Shelburn asked if the Board can withhold approval of what the City wants to do and mentioned there are other issues in the area that could use attention first before what they have planned. Attorney Norris noted that if the LMD Board chose to not approve, the City would likely revise their scope and do the work not on LMD property. He noted it could be possible, but it would be a challenge. Director Lagrave noted that if the community were to continually email the City, then there may be change. Director Foust asked if the Board could contribute money in hopes of getting the project done.

Attorney Norris noted that he made some revisions to the proposed agreement for the City's construction of the trail connection. He noted the main changes are to require insurance from the contractor to include the District as an additional insured and to recognize that any improvements located on District property will be conveyed to the District after completion of the work and expiration of any contract warranty period. Following review and discussion, upon a motion duly made by Director Graham, seconded by Director Lagrave

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and, upon vote, unanimously carried, the Board approved the agreement for the City's construction of the trail connection.

**Westside Improvement:** Ms. Odewumi reviewed and mentioned that there was talk previously with adding a few more benches to the pond area. Director Lagrave noted that in the past the Board would walk with JBK and determine the locations and cost of new benches. Director Foust if there was a request for more benches. Ms. Odewumi noted if more for aesthetics of the area. Following discussion, the Board gave CLA direction to get a proposal from JBK to add benches.

**Resident Concern of Bench by the Pond:** This was discussed during the Westside Improvement. The Board gave CLA direction to get a proposal from JBK to rotate the bench.

**EcoResource Solutions Water Quality Report for Greenfield Pond:** Ms. Odewumi reviewed with the Board.

### **KC Company Land Designs Holiday Lights Proposal:**

**LMD/HOA Shared Responsibilities:** The HOA would like to come up with a cost share plan with the District. Director Foust noted that the monuments belong to the District and not the HOA. Following discussion and review, upon a motion duly made by Director Foust, seconded by Director Shelburn and, upon vote, unanimously carried, the Board approved the District supplementing this year's budget and in 2023 taking over the responsibility of the Christmas lights at the monuments, with the HOA still being responsible for the clubhouse.

**Electrical Issues:** Ms. Odewumi reviewed with the Board noting she would like to bring out Radiant Lighting to assess the electrical issues at the monuments. Following discussion, upon a motion duly made by Director Foust, seconded by Director Lagrave and, upon vote, unanimously carried, the Board approved a not to exceed amount of \$10,000 for Radiant Lighting to come and assess the issues at the monuments and do any necessary repairs.

**Pond Waterfall and Bubbler Status:** Ms. Odewumi reported that the waterfall is working but the bubbler pipe is caught.

**Board Member Emails:** The Board asked why the HOA has emails and the District does not. The Board would like to get emails set up. Ms. Odewumi noted there has been difficulty in getting the website updated through the third party vendor and noted she could bring a proposal to the next meeting for CLA to take over the website.

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**District Newsletter/Communication:** Director Tauriello noted the community does not have a lot of knowledge of what the LMD is and who they are and that he wants to send a newsletter to the community with some context and history. Ms. Odewumi noted that she received the mailing list from the HOA.

**LMD/HOA Delineation of Responsibility Working Meeting:** Director Tauriello reviewed with the board and would like to set a special meeting with the HOA.

**2022 Dumpster Day Observations/Planning:** Ms. Odewumi reviewed and noted the Director Shelburn wants to be the main point of contact. Director Foust noted this should be a permanent item on the agenda.

**Action Item List Review:** Ms. Odewumi reviewed the outstand invoice with GFL. The Board discussed and determined to rebuttal with GFL and offer to pay 25% of the invoice.

**Other:** None.

### BOARD MEMBER MATTERS

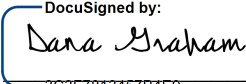
**Meeting Date and Time for Next Meeting:** The Board noted they would like to always have the option for virtual attendance and decided the next meeting will be November 28<sup>th</sup> at 5 p.m.

**Other:** None.

### ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Tauriello, seconded by Director Lagrave and, upon vote, unanimously carried, the meeting was adjourned at 7:17 p.m.

Respectfully submitted,

By    
 DocuSigned by:  
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 Secretary for the Meeting