

## RECORD OF PROCEEDINGS

---

### MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

BELLEVUE VILLAGE METROPOLITAN DISTRICT

Held: Monday, July 25, 2022, at 11:00 a.m., via online meeting and via telephone conference at Dial-In: 1-314-730-2602, Pin: 340341523.

Attendance:

A special meeting of the Board of Directors of the Bellevue Village Metropolitan District was scheduled in compliance with the laws of the State of Colorado, with the following directors in attendance:

Matt Hengel, President  
Eric Kubly, Treasurer/Assistant Secretary  
Jason Pock, Director

The following director was absent:

Mikaela Stone, Director

Also present were: Jerry A. Jacobs and Brittany Barnett, Timberline District Consulting, LLC; Lisa Jacoby and MaryAnn M. McGeady, McGeady Becher P.C.; Jennifer L. Ivey, Icenogle Seaver Pogue, P.C.; Alex Fink, CliftonLarsonAllen LLP, Kim Fiore, Independent District Engineering Services, LLC, and one member of the public.

Call to Order/ Declaration of Quorum:

Director Hengel, noting the presence of a quorum, called to order the special meeting of the Board of Directors of Bellevue Village Metropolitan District at approximately 11:00 a.m.

Directors Matters/Disclosure Matters:

Ms. McGeady advised the Board of Directors that pursuant to Colorado law, certain disclosures may be required prior to taking official action at the meeting. The Board of Directors reviewed the agenda for the meeting, following which each director confirmed the contents of written disclosures previously made, if any, stating the fact and summary nature of any matters, as required by Colorado law, to permit official action to be taken at the meeting. Additionally, the Board of Directors determined that the participation of the members present was necessary to obtain a quorum or otherwise enable

## RECORD OF PROCEEDINGS

---

the Board to act.

Director Hengel disclosed his property interest located within the District boundaries. Director Hengel also disclosed for the record that he is employed by Richmond American Homes of Colorado, Inc. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Pock disclosed his property interest located within the District boundaries. Director Pock also disclosed for the record that he is employed by Richmond American Homes of Colorado, Inc. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Kubly disclosed his property interest located within the District boundaries. Director Kubly also disclosed for the record that he is employed by Richmond American Homes of Colorado, Inc. This disclosure is associated with approval of items on the agenda that may affect his interests.

Ms. Jacoby advised that written disclosures of these interests were filed with the Secretary of State at least seventy-two hours prior to the meeting.

Approval of/Additions  
To/Deletions From the Agenda:

After review and discussion, and upon motion by Director Pock, second by Director Kubly, and unanimous vote, the Board of Directors approved the agenda as presented.

Results of the May 3, 2022  
Director Election and Consider  
Appointment of Offers:

Mr. Jacobs advised the Board that the May 3, 2022 election was canceled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of Directors. It was noted that there is one vacancy on the Board. Ms. Jacoby noted her resignation as Secretary to the District.

Upon motion of Director Pock, second by Director Kubly and unanimous vote, the Board of Directors elected the following officers:

President	Matt Hengel
Treasurer/Assistant	Eric Kubly
Secretary	
Secretary	Jason Pock
Assistant Secretary	Mikaela Stone

## RECORD OF PROCEEDINGS

---

Public Comment For Matters None.  
Not on Agenda:

Approval of Minutes: After review and discussion, and upon motion by Director Pock, second by Director Hengel, and unanimous vote, the Board of Directors approved the minutes of its November 1, 2021 special meeting.

### Financial Matters:

Acknowledge engagement of Dazzio & Associates PC for preparation of 2021 Audit:

Ms. Jacoby reviewed with the Board the engagement letter from Dazzio & Associates PC for preparation of the 2021 audit. After review and discussion, and upon motion by Director Pock, second by Director Hengel, and unanimous vote, the Board of Directors acknowledged the engagement of Dazzio & Associates PC for preparation of the 2021 audit.

Acceptance of 2021 Audit and Authorize Execution of Representation Letters:

Mr. Fink reviewed with the Board the 2021 audit. After review and discussion, and upon motion by Director Pock, second by Director Hengel, and unanimous vote, the Board of Directors accepted the 2021 audit and authorized execution of the representation letters.

Acceptance of Unaudited Financial Statements for the period ending June 30, 2022 and Schedule of Cash Position for the period ending June 30, 2022 updated as of July 17, 2022:

Mr. Fink reviewed with the Board the June 30, 2022 unaudited financial statements and the schedule of cash position dated June 30, 2022 and updated as of July 17, 2022. Mr. Fink noted that expenses are outpacing the projected budget and developer advances in excess of what was budgeted will be required in order to pay those expenses. After review and discussion, and upon motion by Director Pock, second by Director Hengel, and unanimous vote, the Board of Directors accepted the June 30, 2022 unaudited financial statements and the schedule of cash position dated June 30, 2022 and updated as of July 17, 2022.

Ratification/Approval of Claims, in the amount of \$106,182.44 for the period of October 2021 through July 2022:

Mr. Fink reviewed with the Board the current and interim claims. After review and discussion, and upon motion by Director Pock, second by Director Kubly, and unanimous vote, the Board of Directors ratified approval of interim claims and approved the payment of current claims in the amount of \$106,182.44 for the period of October 2021 through July 2022.

### Legal Matters:

Discuss Status of Process for Acceptance of Public Improvements:

Mss. McGeady, Jacoby, and Fiore provided an update to the Board regarding the status of the process for acceptance of public improvements. Discussion among the Board ensued.

## RECORD OF PROCEEDINGS

---

Discuss Status of Warranty Agreement between the District and Richmond American Homes of Colorado, Inc.:

Ms. McGeady, Jacoby, and Fiore provided an update to the Board on the status of the warranty agreement between the District and Richmond American Homes of Colorado, Inc. Discussion among the Board ensued. No action was necessary at this time.

Discuss and Consider Bill of Sale between the District and Richmond American Homes of Colorado, Inc.

Ms. McGeady, Jacoby, and Fiore presented to and reviewed with the Board the bill of sale between the District and Richmond American Homes of Colorado, Inc. Discussion among the Board ensued. No action was necessary at this time.

Review and Consider Acceptance of District Cost Certification No. 4 date June 2022, prepared by Independent District Engineering Services, LLC, for an amount of \$579,978.99. Discuss Status of Infrastructure Acquisition No. 2 associated with Cost Certification No. 4:

Ms. McGeady presented to and reviewed with the Board the District Cost Certification No. 4 date June 2022, prepared by Independent District Engineering Services, LLC, for an amount of \$579,978.99, and provided an update on the status of the Infrastructure Acquisition No. 2 associated with Cost Certification No. 4. After review and discussion, and upon motion by Director Kubly, second by Director Pock and unanimous vote, the Board of Directors accepted the District Cost Certification No. 4 date June 2022, prepared by Independent District Engineering Services, LLC, for an amount of \$579,978.99.

Review and Consider Approval of Change Order No. 3 to the Service Agreement for Cost Verification Services between the District and Independent District Engineering Services, LLC, for an amount of \$9,800.00:

Ms. McGeady presented to and reviewed with the Board Change Order No. 3 to the Service Agreement for Cost Verification Services between the District and Independent District Engineering Services, LLC, for an amount of \$9,800.00. After review and discussion, and upon motion by Director Pock, second by Director Kubly, and unanimous vote, the Board of Directors approved Change Order No. 3 to the Service Agreement for Cost Verification Services between the District and Independent District Engineering Services, LLC, for an amount of \$9,800.00.

Review and Consider Acceptance of District Cost Certification Report No. 5, dated July 2022, prepared by Independent District Engineering Services, LLC, for an amount of \$25,744.53:

Ms. McGeady presented to and reviewed with the Board Cost Certification Report No. 5, dated July 2022, prepared by Independent District Engineering Services, LLC, for an amount of \$25,744.53. After review and discussion, and upon motion by Director Kubly, second by Director Pock, and unanimous vote, the Board of Directors accepted the District Cost Certification No. 5, dated July 2022, prepared by Independent District Engineering Services, LLC, for an

## RECORD OF PROCEEDINGS

---

amount of \$25,744.53.

Update from Committee regarding transition of District Counsel:

The committee provided an update to the Board regarding the transition of District General Counsel Services.

Consider Resignation of McGeady Becher P.C. as District General Counsel:

After review and discussion, and upon motion by Director Pock, second by Director Hengel, and unanimous vote, the Board of Directors acknowledged the resignation of McGeady Becher P.C. as District General Counsel upon completion of follow-up items related to the acceptance of public improvements.

Consider Engagement of Icenogle Seaver Pogue, P.C. as District General Counsel:

After review and discussion, and upon motion by Director Pock, second by Director Hengel, and unanimous vote, the Board of Directors approved engagement of Icenogle Seaver Pogue, P.C. as District General Counsel.

Other Business:

Update on Status of Development within the District:

No update was provided at this time.

Adjournment:

There being no further business to come before the Board, the meeting was adjourned upon motion of Director Pock, second by Director Hengel and unanimous vote at 11:35 a.m.

DocuSigned by:

*Eric Kubby*

3000326E20584F0...

\_\_\_\_\_  
President