

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
DUS METROPOLITAN DISTRICT NO. 1
HELD
MAY 18, 2022

A regular meeting of the Board of Directors (“**Board**”) of the DUS Metropolitan District No. 1 (“**District**”) was convened on Wednesday, May 18, 2022, at 8:00 a.m. This District Board meeting was held via Zoom videoconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Frank Cannon, President
Donna Blair
Mark Falcone
Jay Lambiotte, Assistant Secretary

Also present were:

Elisabeth A. Cortese, Esq. and Emily Murphy, Esq.; McGeady Becher P.C.
Debra Sedgeley; CliftonLarsonAllen LLP (“**CLA**”) (for a portion of the meeting)
Matt Schartz and Andre Takacs (for a portion of the meeting); Continuum Partners
FloraJane DiRienzo; Biennial of the Americas (for a portion of the meeting)
Cortney Stell; Black Cube (for a portion of the meeting)

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: A quorum for the meeting was confirmed and 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. It was noted by Attorney Cortese that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Agenda: The Board reviewed the Agenda for the District’s regular meeting. Following discussion, upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board approved the Agenda, as amended, and excused the absence of Director Cara.

Meeting Location and Posting of Notices: 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, upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board determined to conduct this meeting via Zoom videoconference and encouraged public participation via Zoom. The Board noted that notice of this meeting and Zoom meeting information was duly posted and the Board had not received any objections to the Zoom meeting or any requests that 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 Blair, seconded by Director Falcone, 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 on the District’s website (<https://dusmetropolitandistricts.specialdistrict.net/>) at least 24-hours prior to each meeting, and if the website is unavailable for posting, the meeting notice shall be posted within the boundaries of the District at the following location: on a fence within the boundaries of the District.

Public Comment: No public comment.

May 3, 2022 Regular Director Election: It was noted that the May 3, 2022 Regular Director Election was cancelled as allowed by statute, as there were not more nominations received than seats available. Directors Blair and Falcone were deemed elected to 3-year terms to May 6, 2025.

Appointment of Officers: Following discussion, upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the following slate of officers were appointed for the District:

President – Frank Cannon
Secretary – Donna Blair
Treasurer – Amy Cara
Assistant Secretaries – Mark Falcone and Jay Lambiotte

CONSENT
AGENDA

The Board considered the following items on the Consent Agenda:

- Approve Minutes from the November 3, 2021 special meeting.
- Ratify approval of First Amendment to District Nos. 1-3: Facilities Funding, Construction and Operations Agreement by and between DUS Metropolitan District Nos. 1, 2 and 3.
- Ratify approval of Change Order No. 7 to Intergovernmental Agreement for Services between the Downtown Denver Business Improvement District and District No. 1 for additional paver replacements.

Following discussion, upon motion duly made by Director Falcone, seconded by Director Blair, and upon vote unanimously carried, the Board approved and/or ratified, as appropriate, the above items on the Consent Agenda.

OPERATIONS AND
MAINTENANCE
MATTERS

Art Installation for Tail Tracks Plaza: The Board discussed potential art installation opportunities within Tail Tracks Plaza. Mr. Schartz introduced FloraJane DiRienzo, of Biennial of the Americas, and Cortney Stell, of Black Cube, to the Board noting that they are interested in an activation at Tail Tracks Plaza. Following discussion, the Board appointed Directors Falcone and Cara and Mr. Schartz to an Art Committee to work with Biennial of the Americas relative to the potential installation.

FINANCIAL
MATTERS

Unaudited Financial Statements and Statement of Cash Position: Ms. Sedgeley reviewed the Unaudited Financial Statements and Statement of Cash Position for the period ending March 31, 2022 with the Board. Following discussion, upon motion duly made by Director Falcone, seconded by Director Blair, and upon vote unanimously carried, the Board accepted the Unaudited Financial Statements and Statement of Cash Position as presented.

Payment of Claims: Ms. Sedgeley presented for the Board's review and consideration a statement of claims for the District. Following review, upon motion duly made by Director Blair, seconded by Director Lambiotte, and upon vote unanimously carried, the Board ratified approval of the payment of the claims in the amount of \$114,201.50.

2021 Audit: Ms. Sedgeley reviewed the 2021 Audit with the Board. Following discussion, upon motion duly made by Director Blair, seconded by Director Lambiotte, and upon vote unanimously carried, the Board approved the 2021 Audit and authorized execution of the Representations Letter.

LEGAL MATTERS

Security Matters / Executive Session, if necessary: The Board discussed the security issues in the District. The Board directed District Counsel to work with the City and County of Denver relative to obtaining the necessary authorization for the District to provide security services. The Board did not convene in Executive Session.

CAPITAL
IMPROVEMENTS

Bike Station Grant: The Board discussed potential enhancements to certain areas within the boundaries of DUS Metropolitan District Nos. 1, 2 and 3. The Board established a Committee to work on the Bike Station Grant and appointed Directors Falcone and Cara and Mr. Schartz to serve on said Committee.

OPERATIONS AND MAINTENANCE

Annual Safety and Loss Prevention Grant: The Board discussed the Annual Safety and Loss Prevention Grant from the Colorado Special Districts Property and Liability Pool and directed Mr. Schartz to work with Ms. Sedgeley on submitted invoices for the paver replacement for potential reimbursement from the Grant.

Tail Tracks Plaza:

Dog Relief Area Facilities Acquisition Agreement: Attorney Murphy and Mr. Schartz provided an update to the Board.

Encroachment Permit(s): There was no update on this matter.

Potential engagement of consultants for additional Tail Tracks Plaza services: The Board deferred discussion on the following items relative to Tail Tracks Plaza (“**Plaza**”):

- Option to deter skateboarding on the planters within the Plaza.
- Shade structures in lieu of swings.
- Options for enhancing landscape wall surfaces.

Service Agreement for Landscape Maintenance Program with Western Proscapes, Inc.: Following discussion, the Board acknowledged the Service Agreement between the District and Western Proscapes, Inc., and Change Orders thereunder, are no longer effective due to the dissolution of Western Proscapes, Inc.

Service Agreement for Landscape Maintenance Services with Sustainable Landscapes Colorado LLC: Following discussion, upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board approved the Service Agreement for Landscape Maintenance Services with Sustainable Landscapes Colorado LLC.

Landscaping Enhancements on north and south sidewalk areas: The Board deferred discussion.

Vending Policy: There was no update on this matter.

Preparation of District O&M Map: There was no update on this matter.

OTHER BUSINESS

There was no other business to come before the Board.

ADJOURNMENT

Upon motion duly made by Director Falcone, seconded by Director Lambiotte, and upon vote unanimously carried, the Board adjourned the meeting.

The foregoing record constitutes a true and correct copy of the Minutes of the above-referenced meeting.



Asher Werthan, Secretary