

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
DUS METROPOLITAN DISTRICT NO. 3
HELD
NOVEMBER 21, 2023

A special meeting of the Board of Directors (“**Board**”) of the DUS Metropolitan District No. 3 (“**District**”) was convened on Tuesday, November 21, 2023, at 1:15 p.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
Amy Cara, Treasurer
Asher Werthan, Secretary
Mark Falcone, Assistant Secretary

Also present were:

Elisabeth A. Cortese, Esq. and Emily Murphy, Esq.; McGeady Becher P.C.
Jason Carroll; CliftonLarsonAllen LLP
Matt Schartz and Lily Powell; Continuum Partners

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 special meeting. Following discussion, upon motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, the Board approved the Agenda and excused the absence of Director Lambiotte.

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 Cannon, seconded by Director Cara, 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

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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.

Public Comment: There was no public comment.

Meeting Minutes: The Board reviewed the minutes of the June 6, 2023 special meeting. Following discussion, upon a motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, the Board approved the minutes of the June 6, 2023 special meeting.

Resolution Establishing Regular Meeting Dates, Time, and Location, and Designating Location for Posting of 24-Hour Notices: The Board discussed the business to be conducted in 2024 and scheduled regular meetings for June 19, 2024 and November 20, 2024 at 8:00 a.m., to be held virtually. Following discussion, upon motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, the Board adopted Resolution No. 2023-11-01, Establishing Regular Meeting Dates, Time, and Location, and Designating Location for Posting of 24-Hour Notices.

District Insurance Coverage: The Board discussed insurance coverage.

Cyber Security and increased Crime Coverage: Attorney Cortese discussed cyber security coverage and increased crime coverage with the Board.

Insurance Committee: Establishment of an Insurance Committee was not necessary.

District Insurance and Special District Association ("SDA") Membership: The Board discussed renewal of District insurance and SDA Membership for 2024. Following discussion, upon motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, the Board approved the renewal of District insurance, including increasing crime coverage to \$250,000, and SDA Membership for 2024.

LEGAL MATTERS

Security Matters / Executive Session, if necessary: Discussion deferred.

Section 32-1-809, C.R.S., Requirements (Transparency Notice): Following discussion, the Board directed District Counsel to post the Transparency Notice on the SDA website and the District's website.

Resolution Amending Policy on Colorado Open Records Act Requests: Following discussion, upon a motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, the Board adopted Resolution No. 2023-11-02; Resolution Amending Policy on Colorado Open

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Records Act Requests.

FINANCIAL MATTERS

Unaudited Financial Statements and Statement of Cash Position: Mr. Carroll reviewed the DUS Metropolitan District No. 1's ("**District No. 1**") Unaudited Financial Statements dated September 30, 2023, District No. 1's Statement of Cash Position dated June 30, 2023, updated as of October 3, 2023, and the District's Property Tax Reconciliation Report with the Board, noting this was for informational purposes only.

2023 Budget Amendment Hearing: The President opened the public hearing to consider the proposed 2023 Budget Amendment and discuss related issues.

It was noted that a Notice stating that the Board would consider adoption of the 2023 Budget Amendment and the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

It was determined that an amendment to the 2023 Budget was not required at this time.

2024 Budget Hearing: The President opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2024 Budget and the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Mr. Carroll reviewed the proposed 2024 Budget with the Board. Following discussion, the Board considered the adoption of Resolution No. 2023-11-03 to Adopt the 2024 Budget and Appropriate Sums of Money and Resolution No. 2023-11-04 to Set Mill Levies (at 4.881 mills in the General Fund and 17.820 mills in the Debt Service Fund, for a total mill levy of 22.701 mills). Upon motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, Resolution Nos. 2023-11-03 and 2023-11-04 were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of the final assessed value from the county, statutory and legislative changes. The District Accountant was authorized

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to transmit the Certification of Mill Levies to the Denver Assessor by the filing deadline. District Counsel was authorized to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2024.

Resolution Authorizing Adjustment of District Mill Levy: Following discussion, upon motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, the Board adopted Resolution No. 2023-11-05 Authorizing Adjustment of District Mill Levy in Accordance with the Service Plan.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the District Accountant to prepare and sign the DLG-70 Mill Levy Certification Form for certification to the Denver Assessor and other interested parties. Following discussion, upon motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the Certification and directed the District Accountant to file the Certification with the Denver Assessor and other interested parties.

Master Service Agreement and Statement of Work for 2024 Accounting Services with CliftonLarsonAllen LLP: The Board reviewed the Master Service Agreement and Statement of Work with CliftonLarsonAllen LLP. Following discussion, upon motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, the Board approved the Master Service Agreement and Statement of Work for 2024 Accounting Services with CliftonLarsonAllen LLP, and appointed CliftonLarsonAllen LLP to prepare the 2025 budget and directed that the 2025 draft budget be the same as the 2024 adopted budget unless a Board member provides input to otherwise adjust those assumptions.

2023 Audit Exemption Application: Mr. Carroll discussed Audit requirements with the Board. Following discussion, upon motion duly made by Director Cannon, seconded by Director Cara, and upon vote unanimously carried, the Board appointed CliftonLarsonAllen LLP to prepare and file the 2023 Audit Exemption Application.

CAPITAL IMPROVEMENTS

The Board discussed potential capital enhancements to certain areas within the boundaries of the District.

Report from Bike Station Committee: Mr. Schartz provided an update to the Board about the bike station and urban redesign of The Plaza of the Americas (“The Plaza”) and the proposed District No. 1 Memorandum of Understanding regarding the funding and installation of same.

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OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned.

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

Respectfully submitted,

By  _____
Asher Werthan, Secretary for the Meeting