

MINUTES OF THE JOINT SPECIAL MEETING OF THE  
BOARDS OF DIRECTORS OF

LEGATO METROPOLITAN DISTRICT NOS. 1-7 &  
LEGATO COMMUNITY AUTHORITY

Held: Tuesday, January 11, 2022, at 4:00 p.m. via  
teleconference.

**Attendance**

The joint special meeting of the Boards of Directors of Legato Metropolitan District Nos. 1-7 (collectively, the “Districts”) and Legato Community Authority (the “Authority”) was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

CJ Kirst  
Roger G. Hollard  
Emma Burns

Also present: Megan J. Murphy, Esq. White Bear Ankele Tanaka & Waldron, Districts and Authority General Counsel; Brandon Collins, Barrett Marrocco and Jess Ortiz, Independent District Engineering Services, LLC; Jason Carroll and Lindsay Ross, CliftonLarsonAllen LLP, District and Authority Accountants.

**Call to Order**

Ms. Murphy noted that a quorum of the Boards were present and called the meeting to order.

**Conflict of Interest  
Disclosures**

Ms. Murphy advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Murphy noted that a quorum was present and inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Combined Meetings**

The Boards of Directors of the Districts and Authority have determined to hold joint meetings of the Districts and Authority to prepare joint minutes of action taken by the Districts and Authority in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts and Authority. Where necessary, action taken by an individual District or Authority will be so reflected in these minutes.

**Agenda**

Ms. Murphy presented the agenda to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.

**Public Comment**

None.

**Consent Agenda**

Ms. Murphy provided the items on the consent agenda to the Boards. Ms. Murphy advised that any item can be removed from the consent agenda to the regular agenda upon a request from any Director. Upon a motion duly made, seconded and unanimously carried, the Boards approved, ratified and/or adopted the following items:

- Project Fund Requisition No. 2 Related to the Authority’s Limited Tax Supported (District Nos, 1, 2, 3 and 7 Revenue Bonds), Series 2021A-1 Bonds, (Authority); and
- Project Fund Requisition No. 3 Related to the Authority’s Limited Tax Supported (District Nos, 1, 2, 3 and 7 Revenue Bonds), Series 2021A-1 Bonds, (Authority).

**Director Matters**

Discuss Vacancies and Process to Appoint Directors

The Boards engaged in a discussion regarding vacancies and the process to appoint Directors to the Boards. Mr. Burns noted that Cohen Denver Airport, LLC has an arrangement with Century Land Holdings, LLC (“Century”) for a Century representative to be appointed to the Board of District No. 3. No action was taken.

Consider Approval of Public Improvements Acquisition and Project Fund Disbursement Agreement with Century Land Holdings, LLC (Authority)

Mr. Burns presented the Public Improvements Acquisition and Project Fund Disbursement Agreement with Century to the Board of the Authority. Mr. Burns noted that if the Authority does not completed the spine infrastructure improvements and Century completes those improvements instead then Century can be reimbursed by the Authority with funds in the project fund. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously approved the agreement.

## **Legal Matters**

Discuss Transition of Legal Counsel

The Boards discussed the transition of Legal Counsel to the Boards. Director Hollard presented an engagement letter with Seter Vander Wall to the Board and discussed authorizing Seter Vander Wall to talk to White Bear Ankele Tanaka & Waldron regarding timing of transition. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the engagement of Seter Vander Wall and authorize them to work with White Bear Ankele Tanaka & Waldron regarding the timing of transition.

Following discussion, upon a motion duly made and seconded, the Boards unanimously approved Director Hollard as the Board representative to engage in discussions with Seter Vander Wall and White Bear Ankele Tanaka & Waldron.

Repeal of Resolution Calling May 2022 Election

Mr. Murphy requested the Boards repeal the Resolution Calling the May 2022 Election to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the repeal of the resolution.

## **Facilities and Property Matters**

Discuss Tract Ownership and Maintenance (Authority)

The Board of the Authority engaged in a Discussion regarding ownership of common areas by the Authority. No action taken.

Discuss Declaration of Covenants, Conditions and Restrictions of Legato, Covenant Enforcement, and Architectural Review Responsibilities (Authority)

The Board of the Authority engaged in a Discussion regarding the Declaration of Covenants, Conditions and Restrictions of Legato, Covenant Enforcement, and Architectural Review Responsibilities. Mr. Burns noted the detached homeowners in Filing No. 1 and Filing No. 2 will be under covenants enforced by the Authority; attached units will have a separate homeowners associations. Mr. Burns noted that CCMC is intended to be the Authority Manager in the future and take care of covenant enforcement.

Director Kirst asked if there was the option to establish a separate homeowners association so the Authority did not have to enforce the covenants. Mr. Burns responded that there is no separate homeowners association for this community because the time for establishing one has already passed.

## Construction Matters

Discuss Contract with Iron Woman Construction & Environmental Services, LLC for Phase 1 Spine Infrastructure (Authority)

The Board of the Authority engaged in a discussion regarding the Contract with Iron Woman Construction and Environmental Services, LLC (“Iron Woman”) for Phase 1 Spine Infrastructure. Mr. Collins informed the Board that Iron Woman is requesting an additional \$27,000 to extend the warranty bond from two years to three years.

Following discussion, upon a motion duly made and second, the Board of the Authority authorized Director Kirst to negotiate with Iron Woman Construction and pay up to \$10,000 for the additional one year warranty, provided Iron Woman executes the contract by the end of this week.

Consider Approval of Change Order No. 1 with Iron Woman Construction & Environmental Services, LLC for Phase 1 Spine Infrastructure (Authority)

Mr. Collins presented Change Order No. 1 with Iron Woman for Phase 1 Spine Infrastructure to the Board of the Authority. Mr. Collins noted that Change Order No. 1 will be approximately \$1,000,000 based on changes in quantities, as compared to approved plans. No further action was taken.

Discuss and Consider Award of Contract to Ground Engineering for Geotech Testing and Final Pavement Design Proposals (Authority)

Mr. Collins presented the Award of Contract to Ground Engineering Consultants, Inc. for geotech testing to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the awarding the contract to Ground Engineering Consultants, Inc.

Mr. Collins presented the Award of Contract to Ground Engineering Consultants, Inc. for final pavement design to the Board for the Authority. Following discussion, upon a motion duly made and seconded, the Board unanimously approved awarding the contract to Ground Engineering Consultants, Inc.

Discuss and Consider Award of Contract to Henry Group for Landscaping (Authority)

Mr. Collins presented the Award of Contract to Henry Design Group for landscaping construction administration to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board unanimously approved awarding the contract to Henry Design Group.

Discuss and Consider Award of Contract to Hines Inc. for Irrigation (Authority)

Mr. Collins presented the Award of Contract to Hines Inc., for irrigation construction services to the Board of the Authority.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved awarding the contract to Hines Inc.

**Financial Matters**

Consider Approval of Audit Engagement Letter (Authority)

Ms. Ross presented the Audit Engagement Letter with Wipfli LLP to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement letter.

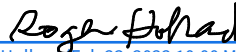
**Other Business**

None.

**Adjournment**

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

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



Roger Hollard (Feb 23, 2022 10:00 MST)

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Secretary for the Meeting






# 00579600

Final Audit Report

2022-02-23

Created:	2022-02-22
By:	Michele Barrasso (mbarrasso@svwpc.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAvk6KHLHt6nakwxU8tFJ3fQ114PJLgC1

## "00579600" History

-  Document created by Michele Barrasso (mbarrasso@svwpc.com)  
2022-02-22 - 9:30:23 PM GMT- IP address: 50.242.130.193
-  Document emailed to Roger Hollard (rghollard@gmail.com) for signature  
2022-02-22 - 9:30:40 PM GMT
-  Email viewed by Roger Hollard (rghollard@gmail.com)  
2022-02-23 - 3:42:08 PM GMT- IP address: 66.249.80.223
-  Document e-signed by Roger Hollard (rghollard@gmail.com)  
Signature Date: 2022-02-23 - 5:00:07 PM GMT - Time Source: server- IP address: 73.153.143.169
-  Agreement completed.  
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