

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
FOOTHILLS METROPOLITAN DISTRICT (THE "DISTRICT")
HELD
OCTOBER 9, 2023

A special meeting of the Board of Directors of the Foothills Metropolitan District (referred to hereafter as the "Board") was convened on Monday, October 9, 2023 at 12:00 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Dan Doherty, Vice President/Secretary
Patrick Bunyard, Assistant Secretary
Tim DePeder, Assistant Secretary

Directors Rishi Loona and Josh Kane were absent and excused.

Also in Attendance Were:

Denise Denslow, Carrie Bartow & Sandy Brandenburger; CliftonLarsonAllen LLP ("CLA")
Alan Pogue; Icenogle Seaver Pogue, P.C.
Mike McBride, Clyde Wood, Mike Tonniges, McWhinney

ADMINISTRATIVE MATTERS

Call to Order: Ms. Denslow called the meeting to order at 12:01 p.m.

Disclosures of Potential Conflicts of Interest: Attorney Pogue noted that disclosures had been filed.

Approval of Agenda: The Board requested to add the updated proposal received from Tiera for discussion in Item 3 E, and determined this will be added to the next meeting for ratification. Upon a motion duly made by Director DePeder, seconded by Director Doherty and, upon vote, unanimously carried, the Board approved the agenda as amended.

Public Comment: None.

CONSENT AGENDA

Minutes of the September 22, 2023 Regular Meeting:

Upon a motion duly made by Director DePeder, seconded by Director Doherty and, upon vote, unanimously carried, the Board approved the consent agenda item as presented.

MANAGER MATTERS

Russell + Mills Memorandum of Contract Adjustment and Approval on Second Amendment to Service Agreement with Russell + Mills Studios:

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Mr. Denslow reviewed with the Board. Mr. McBride explained the public/private work outline and scopes as well as their desire to contract into one. Attorney Pogue reiterated Director Kane’s request to place all work on hold until hearing from the City. Mr. Wood asked about the approval of contracts until work begins. The Board responded to pursue ODP and then pause. No action was taken.

Kimley Horn Letter Agreement for Providing Dry Utility Consulting Services for Foothills Mall Redevelopment: The Board tabled this item.

First Amendment to Farnsworth Group Change Order No. 2: Ms. Denslow noted the amounts do not match what CLA has on file. Change Order No. 2 will be kept out of 2024 budget. No action was taken.

Environmental Designs, LLC Winter Floral Agreement: Ms. Denslow reviewed the agreement with the Board. Following discussion, upon a motion duly noted by Director DePeder, seconded by Director Bunyard and, upon vote, unanimously carried, the Board approved the Environmental Designs, LLC Winter Floral Agreement.

Update on Proposals for Financial Advisor: Ms. Denslow reviewed the post packet item from Tierra referred by Wells Fargo and will be brought back to the next Board meeting. Director DePeder asked about the Finance Committee for the District. Ms. Denslow and Attorney Pogue will discuss further proposal requests.

LEGAL MATTERS

The Board discussed next development steps with legal counsel. Attorney Pogue briefly discussed the items that may be the subject of a Service Plan amendment.

DIRECTOR MATTERS

None.

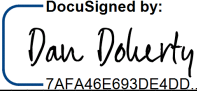
OTHER BUSINESS

Executive Session pursuant to Section 24-6-402(4)(e), C.R.S., if needed: Not needed.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 12:35 p.m.

Respectfully submitted,

By  Secretary for the Meeting
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