



NOTICE OF PROPOSED POLICY ADOPTION

NOTICE IS HEREBY GIVEN this 10th day of April 2023 that the Board of Directors of the Master Community Association, Inc. (Association) proposes to adopt a Policy and Procedure for the Retention and Inspection of Association Records (Attachment A) and to adopt the Second Amended and Restated Articles of Incorporation (Attachment B). All Members of the Association should review the proposed policy in its entirety.

Pursuant to the Associations Policy and Procedure for Adopting and Amending Policies, Procedures, Rules & Committees all Members of the Association are provided thirty (30) days to review all proposed policy and may provide comment to the Association in support or opposition of the proposed policy. All comment is provided to the Board of Directors as they determine if the policy shall be adopted. Any member may make public comment regarding the proposed policy in writing. Any comment must be received by the Association by close of business on May 10, 2023. Comment may be delivered to the Association by US Mail, hand or electronic mail. Address all public comment as follows:

Jack Seward
Community Services Coordinator
Master Community Association, Inc
8351 Northfield Blvd.
Denver, CO 80238
communityservices@mca80238.com

The Board of Directors of the Association will hold a public hearing to discuss this proposed policy and take action on May 17, 2023, at 12:00 PM at the CUBE, 8371 Northfield Blvd. Denver, CO 80238 to discuss the proposed policy. Public comment will be taken at this during the meeting.

Should you have any questions or desire to speak with a member of the Associations staff you may call 303-388-0724 extension 108 or email communityservices@mca80238.com.

**POLICY
OF THE MASTER COMMUNITY ASSOCIATION, INC.
ADOPTING PROCEDURES FOR THE RETENTION AND
INSPECTION OF ASSOCIATION RECORDS**

SUBJECT: Adoption of a policy and procedure for the retention, inspection and copying of Association records by Owners.

PURPOSE: To adopt a policy and procedure identifying, retaining, storing, protecting, and disposing of the Association's Documents and an Owner's right to inspect and copy Association records.

AUTHORITY: The Declaration, Articles of Incorporation, and Bylaws of the Association and Colorado law.

**EFFECTIVE
DATE:** _____

RESOLUTION: The Association hereby adopts the following policy and procedures regarding the retention and inspection of Association records:

1. Document Retention. It shall be the policy of the to maintain complete and accurate Documents. Documents are to be retained for the period of their immediate use unless longer retention is required for historical reference, contractual or legal requirements, or for other purposes as set forth in this policy. Documents that are no longer required or have satisfied their recommended period of retention are to be destroyed in an appropriate manner. This policy is not intended to be all inclusive, and accordingly must be tailored to meet the specific needs of the Association. The retention periods set forth herein are guidelines based on the current retention periods set forth in federal, state, and local statutes and regulations and industry custom and practice.
2. Records of the Association. The following are the Records of the Association for purposes of inspection by Owners:
 - a. Records of receipts and expenditures affecting the operation and administration of the Association.
 - b. Records of claims for construction defects and amounts received pursuant to settlement of any such claims.
 - c. Minutes of all meetings of Owners.
 - d. Minutes of all meetings of Board members (except records of executive sessions of the Board).

- e. Records of actions taken by the Owners without a meeting.
- f. Records of actions taken by the Board without a meeting, including written communications and e-mails among Board members that are directly related to the action so taken.
- g. Records of actions taken by the Board or any committee of the Board without a meeting.
- h. A list of the names of the Owners in a form that permits preparation of a list of the names and mailing addresses of all Owners, as well as the number of votes of each Owner is entitled to vote.
- i. The Association's governing documents which are comprised of:
 - i. The Declaration.
 - ii. The Bylaws.
 - iii. The Articles of Incorporation.
 - iv. Any rules and regulations and/or design guidelines.
 - v. Any policies adopted by the Board, including the Association's responsible governance policies.
- j. Financial statements for the last three years, which at a minimum shall include the balance sheet, the income/expense statement, and the amount held in reserves for the prior fiscal year.
- k. Federal, state and local tax returns.
- l. The operating budget for the current fiscal year.
- m. A list, by unit type, of the Association's current assessments, including both regular and special assessments.
- n. The result of the Association's most recent available financial audit or review, if any.
- o. A list of the Association's insurance policies, which shall include the company names, policy limits, policy deductibles, additional named insured, and expiration dates of the policies listed.
- p. A list of the names, e-mail addresses and mailing addresses of the current Board members and officers.
- q. The most recent annual report delivered to the Secretary of State and a record showing the date on which the Association's fiscal year begins.
- r. The most recent reserve study, if any.

Commented [JS1]: This will be the officers Association email and mailing address with the administrative offices. Will not disclose personal emails or addresses.

- s. Current written contracts and contracts for work performed for the Association within the prior two years.
- t. Records of Board or committee actions to approve or deny any requests for design or architectural approval from Owners.
- u. Ballots, proxies and other records related to voting by Owners for one year after the election, vote or action to which they relate.
- v. Resolutions adopted by the Board.
- w. All written communications sent to all Owners.
- x. A record of any unsatisfied judgments against the Association and the existence of any pending suits in which the Association is a defendant.

3. Exclusions from Records of the Association. The Association shall withhold from inspection and copying certain records as provided by Colorado law, which shall not be deemed to be Records of the Association, which shall include, but are not limited to:

- a. Architectural drawings, plans and designs, unless released upon the written consent of the owner of such drawings, plans or designs.
- b. Records of covenant violations except to the Owner that is the subject of the violation.
- c. Complaints alleging Covenant violations.
- d. Contracts, leases, bids or records related to transactions currently under negotiation.
- e. Communications with legal counsel that are otherwise protected by the attorney-client privilege or the attorney work product doctrine.
- f. Records of executive sessions of the Board.
- g. Individual unit files other than those of the requesting Owners.
- h. Personnel, salary or medical records relating to individuals.
- i. Personal identification and account information of Owners, including bank account information, telephone numbers, e-mail addresses, driver's license numbers, and social security numbers.

4. Period of Document Retention. The Association shall retain the following Documents for

Commented [JS2]: Converted all "may" withhold sections in the previous policy to a single "shall" withhold section.

the following periods of time:

Commented [JS3]: Same retention periods from the Document Retention Policy.

Accounting Records	Retention Period
Accounts Payable	7 years
Account Receivable	7 years
Audit Reports	Permanent
Chart of Accounts	Permanent
Depreciation Schedules	Permanent
Expense Records	7 years
Financial Statements (Annual)	Permanent
Fixed Asset Purchases	Permanent
General Ledger	Permanent
Inventory Records	7 years
Loan Payment Schedule	7 years
Federal and State Tax Returns	Permanent
Bank /Finance Records	Retention Period
Bank Reconciliation	2 years
Bank Statements	7 years
Deposit Tickets	6 years
Cancelled Checks	7 years
Cash Receipts and Cash Disbursement Journals	7 years
Owner Ledgers	While an Owner + 7 years
Electronic Payment Records	7 years
Audit Reports	Permanent
Personal Property Tax Returns	Permanent
Budgets	1 year
Reserve Study	All current plans
Corporate Records	Retention Period
Board Minutes	Permanent
Committee Minutes	Permanent
Member Meeting Minutes	Permanent
Governing Documents (The Declaration, Bylaws, Articles of Incorporation, Rules and Regulations, Policy and Guidelines)	Permanent
Record of Action Without a Meeting	Permanent
Board Resolutions	Permanent
Records of Waivers of Notice for Board or Committee Meetings	Permanent
Email Communication (Among Staff the Board and Committee Members)	1 year
Business Licenses	Permanent
Contracts	Term of the contract + 7 years
Correspondence from Legal Counsel	Permanent
Insurance Policies	Term of the policy + 4 years
Leases/Mortgages	Permanent
Periodic Reports Filed with the Secretary of State	1 year
Videotapes and Audiotapes of Board Meetings	Permanent

Commented [JS4]: Enables us to post zoom recordings.

Proxies and Ballots	1 year
Employment Records	Retention Period
Employment Files	Term of employment + 7 years
Employment Applications	3 years
Payroll Records	7 years
Tax Records	7 years
Benefit Plans	Permanent
Real Estate Records	Retention Period
Construction Drawings	Permanent
Warranties	Permanent
Leases	Permanent
Real Estate Purchases	Permanent
Owner Files	Retention Period
Owner Files	Term of ownership + 2 years
Enforcement Actions (Including covenant violations and delinquent assessments)	Term of ownership + 4 years
Correspondence Regarding Architectural and Design Review	Term of ownership + 4 years

5. Inspection/Copying Association Records. An Owner or their authorized agent is entitled to inspect and copy any Records of the Association, subject to the exclusions, upon submission of a written request to the Association describing with reasonable particularity the records sought. The Association shall provide access to the requested records by:
 - a. Making the requested records available for inspection and copying by the Owner within 10 days of the Association's receipt of such written request, which inspection shall be during the regular business hours of 8:00 a.m. to 5:00 p.m. at the Association's office.
 - b. Making the requested records available for inspection and copying by the Owner during the next regularly scheduled Board meeting occurring within 30 days of the Owner's request.
 - c. E-mailing the requested records to the Owner within 10 days of the Association's receipt of such written request, if so requested by the Owner.

6. Use of Records. Association records and the information contained within the records shall not be used for commercial purposes. Furthermore, while Owners are not required to state a purpose for any request to inspect the records of the Association, the membership list may not be used for any of the following without the consent of the Board:
 - a. To solicit money or property unless such money or property will be used solely to solicit the votes of the Owners in an election held by the Association.
 - b. For any commercial purpose.
 - c. Sold to or purchased by any person.

7. Fees/Costs. Any Owner requesting copies of Association records shall be responsible for all actual costs incurred by the Association to copy such records for the Owner. The Association may require a deposit equal to the anticipated actual cost of the requested records. Failure to pay such deposit shall be valid grounds for denying an Owner copies

of such records. If after payment of the deposit it is determined that the actual cost was more than the deposit, Owner shall pay such amount prior to delivery of the copies. If after payment of the deposit it is determined that the actual cost was less than the deposit, the difference shall be returned to the Owner with the copies.

8. Purging of Documents. The Association shall no less than annually purge all Documents for which this Policy directs can be purged. All Documents to be purged or destroyed pursuant to this Policy shall be shredded, or permanently deleted electronically, if stored in an electronic format.
9. Inspection. The Association reserves the right to have a third-party present to observe during any inspection of records by an Owner or the Owner's representative.
10. Original. No Owner shall remove any original book or record of the Association from the place of inspection, nor shall any Owner alter, destroy or mark in any manner, any original book or record of the Association.
11. Creation of Records. Nothing contained in this Policy shall be construed to require the Association to create records that do not exist or compile or synthesize information.
12. Supplement to Law. The provisions of this Policy shall be in addition to and in supplement of the terms and provisions of the Declaration and the law of the State of Colorado governing the Community.
13. Deviations. The Board may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.
14. Definitions. Unless otherwise defined in this Policy, initially capitalized or terms defined in the Declaration shall have the same meaning herein.
15. Amendment. This policy may be amended from time to time by the Board.

PRESIDENT'S

CERTIFICATION: The undersigned, being the President of Master Community Association, Inc. certifies that the foregoing Policy was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on _____ and in witness thereof, the undersigned has subscribed their name.

Master Community Association, Inc., a
Colorado nonprofit corporation

By: _____
Shalise Hudley-Harris
President

SECOND
AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR THE
MASTER COMMUNITY ASSOCIATION, INC.

DRAFT

Commented [JS1]: Second amendment to the articles of incorporation, superseding the amendment from 2015.

**ARTICLES OF INCORPORATION FOR THE MASTER COMMUNITY ASSOCIATION. INC.
(Colorado Nonprofit Corporation)**

The undersigned hereby signs and acknowledges, for delivery to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

RECITALS:

Master Community Association, Inc., a Colorado nonprofit corporation ("Association"), certifies to the Secretary of State of Colorado that:

Commented [JS2]: Standardized reference

By their signature below, the President and Secretary of the Board of Directors certify these Second Amended and Restated Articles of Incorporation were approved by the assent of at least 2/3 of votes cast by Delegates of the Association at a meeting of the Delegates at which a quorum was present, in person or by proxy;

Commented [JS3]: New name for the document.

The provisions set forth in these Second Amended and Restated Articles of Incorporation supersede and replace the existing Articles of Incorporation and all amendments;

The Association desires to amend and restate its Amended and Restated Articles of Incorporation currently in effect as set forth below and that the Amended and Restated Articles of Incorporation of the Association are hereby amended by striking in their entirety the Article 1 through Article 13, inclusive, and by substituting the following:

ARTICLE 1. NAME

The name of this corporation shall be the Master Community Association, Inc. ("Association").

Commented [JS4]: Strikes the name Stapleton. Clarifies formatting.

ARTICLE 2. DURATION

The duration of the Association shall be perpetual.

ARTICLE 3. DEFINITIONS

The definitions set forth in the First Amended and Restated Community Declaration (the "Community Declaration") shall apply to all capitalized terms set forth herein, unless otherwise defined herein.

Commented [JS5]: Strikes reference to "Stapleton project area"

ARTICLE 4. NONPROFIT

The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE 5. PURPOSES AND POWERS OF ASSOCIATION

Section 5.1 Purposes. The purposes for which the Community Association is formed are as follows:

- a. To be and constitute the Association to which reference is made in the Community Declaration, as recorded in the records of the Clerk and Recorder of the City and County of Denver and the County of Adams, Colorado. The Community Declaration relates to the real estate in the City and County of Denver and the County of Adams, Colorado, which may be annexed and made subject to all or portions of the Community Declaration (the "Project Area"). Any real estate, which is, in fact, annexed and made subject to all, or part of the Community Declaration, is referenced as "Real Property".
- b. To lessen the burden of government by operating and managing the property within the large, master planned community created by the Community Declaration which is dedicated to public use and to operate and manage the Real Property and Common Elements funded and developed by the Park Creek Metropolitan District ("PCMD") included within the Community, situated in the City and County of Denver, the County of Adams, Colorado, subject to the Community Declaration, Bylaws, and such rules and regulations as the Board of Directors may, from time to time, adopt, for the purposes of enhancing and preserving the value of the Real Property and Common Elements for the benefit of the Central Park Community and the general public.
- c. To perform all acts and services and exercise all powers and duties in accordance with the requirements for a master association of owners charged with the administration of the Real Property and Common Elements under the Colorado Common Interest Ownership Act (the "Act"), as amended and as set forth in the Community Declaration or any amendment to the Community Declaration.
- d. To act for and on behalf of the Members of the Association in all matters deemed necessary and proper for the protection, maintenance and improvement of the lands and improvements developed and/or owned by the PCMD or any successor, the City and County of Denver and/or this Community Association and to act for and on behalf of the Real Property and Common Elements, including without limitation, representing the Association before any governmental body having jurisdiction over the Association or services provided to or from the Association.
- e. To eliminate or limit the personal liability of a Director to the Association or to the Members of the Association for monetary damages for breach of fiduciary duty as a Director, as allowed by law.
- f. To promote the health, safety and welfare of all Members of the Association and of the Community and to provide and maintain a desirable community and environment for all members of the public within the Community.

Commented [JS6]: Replaced Stapleton.

Commented [JS7]: Protection in the event real property changes hands.

- g. To provide for the continuous operation, management and programming for all public, parks and recreational assets owned by the PCMD or its successor.
- h. To provide for the continuous operation, management and programming for all public art and cultural assets owned the PCMD, its successor or the Association.
- i. To provide for the future development and operations of additional public recreational, cultural or educational facilities owned by the Association built within boundaries of the Central Park neighborhood.
- j. To do any and all permitted acts suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and do any and all acts that, in the opinion of the Board will promote the common benefit and enjoyment of the occupants of the Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Community Declaration, the Bylaws and the laws applicable to a nonprofit corporation in the State of Colorado.

Commented [JS8]: Removed Stapleton and reworded to Central Park.

Section 5.2 Purposes and Powers. The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The Community Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

Section 5.3 Restrictions Upon Purposes and Powers/Campaigns. The Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, unless such intervention is limited to the distribution of common information uniformly provided to all candidates for such public office.

Commented [JS9]: Clarified to permit the distribution of information in a political campaign as long as such distribution is uniform and includes all candidates. No limitation on legislative advocacy.

Section 5.4 Dividends, Distribution. The Association shall not pay any dividends. No distribution of the corporate assets to Members (as such) shall be made. Upon dissolution of the Association, the assets shall be distributed as provided in these Second Amended and Restated Articles of Incorporation.

ARTICLE 6. DELEGATES, MEMBERSHIP RIGHTS AND QUALIFICATIONS

Voting members of the Association shall be established as Real Property is made subject to the Community Declaration, and as provided in the Community Declaration. Any person who holds title to Real Property or a Unit in the Planned Community shall be a Member of the Association. Voting rights and other rights of the Members are vested in Delegates, as provided for in the Community Declaration, the Bylaws and as allowed for under the Colorado Revised Nonprofit Corporation Act. Members, as that term is used in Colorado Revised Nonprofit Corporation Act, shall be the Delegates, as applicable, elected as provided in the Community Declaration and

Bylaws. Wherever in the Colorado Revised Nonprofit Corporation Act, reference is made to Members (as, for example, in statutory provisions requiring an annual meeting of members, permitting removal of directors by members or relating to voting on amendments to these Articles of Incorporation) the Members referred to shall be such Delegates.

The Members may be of such classes of membership as established by the Community Declaration, as the Declaration may be amended or supplemented.

ARTICLE 7. REGISTERED AGENT

The current principal office of the Association is 8351 Northfield Blvd. Denver, CO 80238. The registered agent of the Association is the Executive Director of the Association, at the registered 8351 Northfield Blvd. Denver, CO 80238. The principal office and the registered agent and office of the Association may change from time to time, by action of the Board of Directors.

Commented [JS10]: Updated to current office address.

ARTICLE 8. BOARD OF DIRECTORS

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors ("Board"). The Board shall consist of not less than three (3) and not more than five (5) persons, the specific number to be set forth in the Bylaws of the Association. The duties, qualifications, number and term of the members of the Board and the manner of their election, appointment and removal shall be as set forth in the Bylaws. The Board shall exercise the powers granted to the Association, except those expressly reserved to the Members or Delegates, and the Board shall also administer the affairs of the Association in accordance with the provisions of these Articles, the Bylaws, the Community Declaration and laws relating to and governing nonprofit corporations of Colorado.

Commented [JS11]: Updated to current practice.

Commented [JS12]: Removed all reference to declarant rights as the period of declarant control as expired and such rights no longer exist with respect to the declarant.

ARTICLE 9. AMENDMENT

Amendment of these Articles shall require the assent of at least two thirds (2/3) of the votes cast by the Delegates of the Association at a meeting of the Delegates at which a quorum is present, in person or by proxy; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Community Declaration. Amendments may also be made pursuant to the assent of at least two-thirds (2/3) of a quorum of the Delegates voting by mail.

Commented [JS13]: Removed additional reference to declarant control.

ARTICLE 10. ADDITIONS TO AND DELETIONS FROM THE REAL ESTATE

Additions to and deletions from the Real Property of the Community allowed for in the Community Declaration may be made only in accordance with the Act and the Community Declaration.

ARTICLE 11. DISSOLUTION

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the members hereof, by operation of law or otherwise, then the assets of the Association shall be deemed to be held in trust at the date of dissolution, and used until depleted or transferred to another public entity for the same purpose for the furtherance of sustaining any recreational, cultural or educational asset operated by the Association at the time of dissolution, unless otherwise agreed or provided by law, except that in the event of dissolution by the Secretary of State of Colorado (for failure to file administrative or other documents with the Colorado Secretary of State), the Association may be reinstated as allowed by law, in which event, assets of the Association shall remain assets of the Association.

ARTICLE 12. INTERPRETATION

Express reference is hereby made to the terms and provisions of the Community Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Community Declaration shall control over these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has subscribed their name to these Second Amended and Restated Articles of Incorporation, this _____ day of _____, 2023.

Master Community Association, Inc.,
a Colorado nonprofit corporation

By: _____
Shalise Hudley-Harris
President

By: _____
Dana Elkind
Secretary/Treasurer

Commented [JS14]: Reformatted and current officers listed.

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused is Jack Seward, 8351 Northfield Blvd. Denver CO 80238.