

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, November 15, 2017, at 6:30 P.M. at the
GVR Metropolitan District Office, 18650 East 45th
Avenue, Denver, Colorado.

Attendance

The regular meeting of the Board of Directors of the GVR Metropolitan District was called and held as shown above in accordance with the statutes of the State of Colorado. The following Directors, having confirmed their qualifications to serve on the Board, were in attendance:

Fenna Tanner, President
Roger Rohrer, Secretary
Matt Stallman, Director
Anthony Noble, Director
Tim Camarillo, Director

Absent: Michael George (absence excused).

Also present were Micaela Duffy, District Manager, GVR Metropolitan District; Barbara T. Vander Wall, Seter & Vander Wall, P.C., legal counsel; Eric Gravenson, Jim Tanner, Tom Gibbons, Mariann Toomey, Chuck Britton, Debra Perez, Timothy Perez, Jr., Chad Weisshaar, D.A. Swartzendruber, Mario Sylvia, Derek Savage, community members; and Dondre Smallwood, Councilwoman Stacie Gilmore's office, Denver District 11.

Call to Order

Director Tanner noted that a quorum of the Board was present with five directors in attendance. Thereafter, Director Tanner called the regular meeting of the Board of Directors of the GVR Metropolitan District to order.

Approval of Agenda

The Board reviewed the agenda. Upon motion, second and unanimous vote, the Board approved the agenda as submitted.

Conflict of Interest / Disclosure Matters

The Board had been previously advised that pursuant to Colorado law, certain disclosures by the Board members might

RECORD OF PROCEEDINGS

be required prior to taking official action at the meeting. Legal counsel advised that written disclosures of the conflicts of interest for each Director had been filed with the Secretary of State prior to the meeting.

No additional conflict disclosures were announced.

Public Comment Period:

- Denver Police Dept. There were no comments from the Denver Police Department at this time.
- Master HOA There were no comments from the Master HOA at this time.
- CAB Ms. Toomey had no comments on behalf of the CAB at this time.
- Councilwoman Gilmore's Office Mr. Dondre Smallwood reported there was a good turnout for the Imagine 2020 event. He noted that Councilwoman Gilmore's next event is a hosted holiday party scheduled for December 9, 2017.
- Public Comment Mr. Chuck Britton expressed his comments regarding a lack of news in the District / HOA newsletter, believing that the parties are not fulfilling their obligations to the homeowners. The District's number one responsibility is to be frugal and expedient for spending money.

There was no other public comment offered at this time.

Approval of Minutes

The minutes of the regular meeting of the Board of Directors held October 18, 2017, were read. Upon motion, second, and unanimous vote, the Board approved the minutes as presented, with an abstention from Directors Noble and Camarillo.

Attorney's Report

Ms. Vander Wall directed the Board members to her written legal report included in the meeting materials, including a brief update on the maintenance services building project, upcoming District landscape services contracts, as well as the management services agreement and proposed modifications to the covenant enforcement services agreement with the HOA, which are recommended for discussion in executive session later in the meeting.

RECORD OF PROCEEDINGS

Board Reports:

- October Financials

In the absence of Director George, Ms. Duffy presented the financial report and claims payable for the period ending October 31, 2017, and reviewed the status of the property tax collections through such date. There was a request from the Board to have the report show a comparison of the water charges for the current period to the same period for the prior year. A member of the public requested visual reports for the presentation. Ms. Duffy noted that the District's irrigation systems have been shut off. After motion, second and unanimous vote, the Board accepted the October financial report as presented.

- District Manager's Report

Ms. Duffy reviewed her Manager's report with the Board. She reported on the success of the Trunk or Treat event. She advised that the property located at 38th and Himalaya, which was included within the settlement with Oakwood, is projected to be turned over to the District after the property is in compliance with all of Denver's specifications. She noted that the Oakwood signs are still up; the Board agreed that the District may remove the signs and directed that they be delivered to Oakwood. The southwest corner at 45th and Tower has been approved for an apartment home project.

Ms. Duffy reported that the District has received notice that it is now a "partner" with Denver Public Schools. She believes this will make it easier for the District to access DPS facilities for District programs and activities.

2018 Proposed Budget

Ms. Vander Wall noted that the meeting had been published as the District's public hearing for its 2018 proposed budget.

Ms. Duffy referred the Board to the summary of the proposed budget provided at the last Board meeting.

Director Tanner, then opened the hearing for public comment on the District's proposed budget for 2018.

Mr. Chuck Britton asked about the costs of the maintenance building for 2017 and 2018. He pointed out that the construction fumes and noise keep him from going outside. He also asked about the amount set aside for operations and maintenance of the building, and how much the project will save the community. It was stated that the contract is for approximately \$834,000; a portion of the contract has been paid in 2017. Ms. Duffy advised

RECORD OF PROCEEDINGS

that there is a warranty on the building construction for the initial two years after completion. Costs include water, electricity and insurance, which are also being paid at the other facility. The District will have savings in rental costs, as well as personnel time and fuel for driving. Director Rohrer estimated a cost of approximately \$3,000 per month in operations and maintenance.

There being no further comments from the public, Director Tanner closed the public hearing.

The Board then completed discussion on the draft budget. Following a motion by Director Noble, second by Director Camarillo, the Board approved the proposed 2018 budget, and approved the resolution adopting the 2018 budget, appropriating the funds and certifying the mill levy, as presented and with flexibility for minor changes resulting from any deviations in the District's final assessed valuation.

Discussion Items / Unfinished Business:

- Maintenance Building Update Ms. Duffy provided an update on the maintenance building project, noting that paving is taking place, and electricity is going in. The storm sewer issue has been resolved. The project is moving forward.
- District Manager Agreement Renewal This item was deferred until after executive session.
- HOA Contract This item was deferred until after executive session.

Discussion Items / New Business

- Volunteer of the Year Nominations Ms. Duffy requested the Board members provide her with nominations for the volunteer of the year award, by the end of the month.
- Landscape Services Agreement Ms. Vander Wall presented the Board with a form of landscape services agreement with First Class Sprinklers, which includes a summary of scope for the Exhibit A, which is anticipated to be expanded with the detailed scope. Ms. Duffy reported on the positive reviews and referrals she has received from other parties who've contracted with First Class Sprinklers. Following further discussion, and upon motion by Director Rohrer, second by Director Noble and unanimous vote, the Board approved the agreement.

RECORD OF PROCEEDINGS

Director Items

Director Camarillo reported on the Neighborhood Initiative update. He reported on his final project for his class regarding drone planning technology for the area, subject to approval from the FAA.

Director Noble –thanked the board for allowing his absence from last month’s meeting, noting that his company was dealing with fiscal year end activities.

There were no other director items brought forth at this time.

Executive Session

A motion was made to go into executive session for the purpose of development of negotiating positions and strategies and to receive legal advice following consultation with the attorney, regarding the Master HOA contract and the management services agreement, authorized pursuant to Section 24-6-402(4)(b), (e) and (f), C.R.S. All Board members, legal counsel and Ms. Duffy were in attendance.

The Board returned from executive session at approximately 7:35 p.m. and affirmed that no actions had been taken while in executive session.

Discussion Items / Unfinished Business, Continued

- Renewal of
Management Services
Agreement

Ms. Vander Wall advised the Board of the District’s contract with Micaela Duffy for District management services, which is to be renewed on January 1 unless terminated, subject to adjustment of salary and benefits agreed upon by the parties. Under the Agreement, the District manager is to be evaluated in September by the Board or a committee of the Board, within the context of Ms. Duffy’s performance measures. The Board and Ms. Duffy had agreed to postpone the evaluation until November. The Board acknowledged the committee’s recommendations and discussion held in executive session.

After discussion, a motion was made, followed by a second, and unanimous vote, to approve the renewal of the District Manager’s contract, with an increase in salary and pay for performance compensation in the amounts discussed in executive session, effective September 1, 2017, as identified in the renewal letter presented.

Ms. Duffy thanked the Board.

RECORD OF PROCEEDINGS

- HOA Contract The Board agreed to hold discussions with the HOA regarding proposed contract amendments. It was agreed that Director Tanner and Director Rohrer would serve as the District committee members and will meet with the HOA committee members sometime in the following week.

Other Business The Board discussed and agreed to keep open the vacant position left by Ms. Brack, to be filled as part of the 2018 director's election.

Adjournment There being no further business to come before the Board, and upon motion duly made, seconded and unanimously carried, the meeting was adjourned at approximately 7:45 p.m.

Secretary for the Meeting