

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, December 12, 2012, 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:

Michael George, President
Fenna Tanner, Vice President
Anthony Noble, Treasurer
Mary Schumer, Secretary
Roger Rohrer, Director
Elaine Smith, Director

Absent: Michael Haskins (absence excused).

Also present were Andrew Pimental, District Manager, GVR Metropolitan District; Barbara T. Vander Wall, Seter & Vander Wall, P.C., legal counsel; Jim Tanner, Eric Gravenson, Mariann Toomey, District residents, and Debra Oppenheimer*, Hindman Sanchez P.C.

[*Arrived / departed where indicated.]

Call to Order

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

Approval of Agenda

The Board reviewed the agenda, and upon motion, second and unanimous vote, the Board approved the agenda as presented.

Conflict of Interest / Disclosure Matters

The Board had been previously advised that pursuant to Colorado law, certain disclosures by the Board members might be required prior to taking official action at the meeting. Legal

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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.

Approval of Minutes

The minutes of the regular meeting of the Board of Directors held November 21, 2012, were read. Upon motion and second, and unanimous vote, the Board approved the minutes as presented, with Directors Rohrer and Schumer abstaining.

Public Comment Period:

- Public Comment

Ms. Toomey commented on damage to the sidewalk located at 48th Avenue and Jebel, and requested to have it repaired although she did not know what entity is responsible for repairs. Mr. Pimental stated that he believes the sidewalk is the responsibility of Denver for repairs; he noted he would follow up with Denver regarding the issue.

- HOA

Mr. Jim Tanner announced that the HOA has shared in the procurement of a P.A. system with the District, which has arrived and is now installed for use for the first time this evening. Mr. Pimental provided everyone with a brief tutorial on the use of the microphones.

Mr. Tanner also reported that the HOA is under contract for the repair work to be done to the detention pond. The cost is estimated to be \$126,000; the work is projected to be completed by June, 2013.

- CAB

Ms. Toomey announced the upcoming quarterly meeting of the Citizens Advisory Board, scheduled for January 15, 2013.

- Other

There was no other public comment at this time.

Attorney's Report

Ms. Vander Wall directed the Board members to her written legal report included in the meeting materials. She noted that attorney Debra Oppenheimer is expected to attend later on in the meeting to address questions specific to the District's engagement for covenant enforcement legal services. She also updated the Board on an EEOC claim filed, which the District will be responding to by December 17, 2012.

Board Reports: October Financials

Director Noble presented to the Board the financial report for the

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District for the period ending November 30, 2012. Following discussion, and upon motion duly made, seconded and unanimous vote, the Board accepted the November financials as presented.

Claims Report

Director Noble next reviewed with the Board the listing of claims payable through current date. Upon motion duly made, seconded and unanimous vote, the Board approved the payment of claims as presented.

District Manager's Report

Mr. Pimental referred the Board members to his written monthly report, and reported on the highlights. He reported that he is anticipating good attendance numbers at the upcoming volunteer appreciation dinner on December 14, 2012. A new committee has been created regarding District trash problems, with the slogan of "Stay Green, Keep It Clean." The District will begin the new year with a new security monitoring company, JDE, LLC, which provided the District with the security lighting installation services for the parking lot.

Ms. Teri Cordova was selected to replace Joyce Measmer as HOA assistant, and will begin employment as of December 29, 2012.

The District now expects the development of the LDS church to commence in February, 2013; the church experienced delays because of permitting problems. The District's system development fee will be collected on the property at the time the Church finalizes its permit with the City of Denver.

There is new development commencing at 48th and Tower, next to Dominos, within the Tower Commons development, which is slated for payment of the District's SDF as well.

[*Ms. Debra Oppenheimer arrived at this time.]

Discussion Items / Old Business:

Covenant Enforcement Services / Engagement of Hindman Sanchez PC

Mr. Pimental introduced Debra Oppenheimer, attorney with Hindman Sanchez P.C., to the Board of Directors. Ms. Oppenheimer and Hindman Sanchez have proposed to provide the District with legal services related to the District's covenant enforcement activities. Ms. Vander Wall reminded the Board of the prior discussions which precipitated the proposed

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engagement of special counsel, specifically related to the covenant enforcement services. It has been recommended that the District have its own attorney relationship with an HOA lawyer to remove the liability and loss of governmental immunity issues by creating an independent attorney-client relationship with the District. Ms. Oppenheimer discussed and answered questions regarding the procedures related to the dual representation. The Board was reminded that in the event of a conflict of interest, Hindman Sanchez would be required to withdraw from representation of both parties; Ms. Oppenheimer noted that her firm did not foresee such a conflict of interest occurring. Mr. Pimental discussed the mechanics of payment of legal invoices, and the use of Hindman Sanchez for District legal services related to covenant enforcement. On behalf of the HOA, Mr. Jim Tanner acknowledged that the HOA has consented to the dual representation by Hindman Sanchez. Director Noble suggested that the District's operating procedures be updated to reflect the changes being made. Following further discussion, and upon motion, second and unanimous vote, the Board approved the engagement of Hindman Sanchez and consented to the dual representation as outlined in Hindman Sanchez' engagement letter.

[*Ms. Oppenheimer departed at this time.]

Greenplay / Master Plan
Follow Up Discussion

The Board continued its discussion of the results from the Greenplay Master Planning survey and specific concerns. The discussion included concern regarding how to validate the "statistical sampling" obtained by the consultant, in light of the level of public participation involved in the surveys and the public meetings which have occurred. There was concern that all of the 3,500 surveys were not distributed as intended, based on the number of surveys known to be received by individual board members. Mr. Pimental acknowledged that there is a public meeting scheduled to take place on January 9, 2013 at 6:00 p.m. at the library, and a final public meeting scheduled to take place on March 6, 2013, at which time Greenplay is to present the final draft presentation for adoption by the District Board. Two other public meetings have previously taken place, one at the GVR "Summer Fest" and the second at the November special meeting of the Board.

After considerable discussion, the Directors were requested to submit their individual questions to Mr. Pimental, which would be compiled for response by the consultant.

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Discussion Items / New Business:

District Participation in Community Events

Mr. Pimental discussed various opportunities within the Green Valley Ranch community in which the District may desire to take on a participating role. He met with Oakwood Homes to discuss the future of several GVR community events with the idea of finding organizations that may be interested in sponsoring some of the community events that Oakwood currently or historically organizes, manages, and financially supports. The Board discussed offering its support again for the classic car show, which was very well-received by the community in 2011. Director Smith added that these events may also provide opportunities for the Board to share information about the District and its programs. Director Schumer noted that the Greenplay survey included many comments requesting more community events. She offered the idea of an Easter egg hunt, which used to take place in the community many years ago. She noted that the District can discuss additional opportunities throughout the year, which could be budgeted for 2014. Director Noble suggested the District promote a disc golf event for the community. There was discussion of other events, including "GVR days", community picnics, and holiday lighting, that the HOA or the District may support. Director Rohrer agreed that the District needs to be a leader for these kinds of activities.

After further discussion, the Board members agreed to proceed with the promotion of the classic car show in conjunction with Cinco de Mayo, and a disc golf course event in early spring 2013. The HOA would then be requested to take on events in the summer time.

Director Items

Director Tanner asked whether the old HOA box could be removed. Mr. Pimental stated that he would arrange for its immediate removal.

On behalf of the Planning Committee, Director Noble requested that Board members provide him with ideas for projects in the 2-5 year range, and in the 5+ year range.

There were no other Director items brought at this time.

Additional Public Comment

There was no additional public comment at this time.

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Other Business

There was no other business for discussion at this time.

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 8:30 p.m.

Secretary for the Meeting