

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, January 20, 2016, 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:

Roger Rohrer, President
Anthony Noble, Treasurer
Michael George, Secretary
Fenna Tanner, Vice President
Tim Camarillo, Director
Michael Haskins, Director
Matt Stallman, Director

Absent: None.

Also present were Micaela Duffy, District Manager, GVR Metropolitan District; Barbara T. Vander Wall, Seter & Vander Wall, P.C., legal counsel; Jim Tanner, Maryanne Toomey, Earleen Brown, Eric Gravenson, Jose Guzman, Melissa Guzman, and Derek Savage, community members; Joe Erjavec, Crestone Consultants, and Magen Elenz, representative of Denver District 11 Councilwoman Gilmore; John Foote, Citizens' Advisory Committee; Charlie Foster, Town Center Metropolitan District; District 5 Commander Ron Thomas* and Community Resource Officer Sherikera Heflin Herrera*, Denver Police Department.

[*Departed where indicated.]

Call to Order

Director Rohrer noted that a quorum of the Board was present with seven directors in attendance. Thereafter, Director Rohrer 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

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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 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.

Commander Ron Thomas introduced himself as the Commander for District 5 Denver Police Department. He provided statistics on crime in the area for the area, noting that District 5 is the only area in Denver which showed a decrease in crime statistics in 2015. He reviewed different crime patterns taking place in the community, including an increase in thefts from motor vehicles.

[*The Denver Police Officers departed at this time.]

- HOA

HOA board member Melissa Guzman had no updates from the Master HOA to report. Ms. Duffy noted that the Mitchell Place HOA is making some changes in its management.

- CAB

Mr. John Foote reported that the CAB meeting held its quarterly meeting last evening and elected officers. He also noted that the Optimist Club is disbanding, and will be looking to the CAB and other entities to take over some of its programming, including the gifts for kids, and the backpack stuffing activities.

- Other

Ms. Elenz spoke on behalf of District 11 Councilwoman Stacie Gilmore. On February 11 Councilwoman Gilmore will be hosting a Town Hall Community meeting at the Evie Dennis Campus. She reported on updates from Denver Public Works for the area, noting that 56th and Dunkirk roadway will soon be opened for use, Denver is adding 3 lanes. She also noted that the burned-down hotel at 40th and Chambers was recently demolished and removed.

There was no other public comment at this time.

Approval of Minutes

The minutes of the regular meeting of the Board of Directors held December 9, 2015, were read. Upon motion and second,

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and unanimous vote the Board approved the minutes as presented, with Director Rohrer abstaining from vote.

Attorney's Report

Ms. Vander Wall directed the Board members to her written legal report included in the meeting materials, which will be further discussed as specific agenda items. She distributed the 2016 conflicts of interest forms, which identify any conflicts of interest to be disclosed for filing with the Secretary of State per statutory requirements, and director qualification affidavits, for completion by each director.

Board Reports: - December Financials

Director Noble presented the financial report and claims payable for the period ending December 31, 2015. He indicated that the December financials are not ready to be put in final form pending any year-end adjustments, which still need to be made. Action on the December financial report will be deferred to the February meeting.

District Manager's Report

Ms. Duffy referred the Board members to her written monthly report and reported on the highlights.

Discussion Items / New Business:

- Resolution re Annual Administrative Items for 2016

Ms. Vander Wall presented the District's 2016 Annual Administrative Resolution, which calls out a number of items to be addressed annually by the Board, including the District's 2016 meeting schedule, the designation of newspaper for publication of legal notices, posting locations, and compensation to the Directors subject to statutory limits. Following further discussion, and upon motion by Director Noble, second by Director Camarillo, and unanimous vote, the Board approved the resolution as presented.

- Contract for Landscape Mowing Services with TerraCare

Ms. Vander Wall presented the proposed contract with TerraCare for landscape mowing services for review by the Board. She noted that the contract is drafted incorporating the specifications prepared by the District and TerraCare's bid. The Board discussed several items in the contract, including the termination, communication and response time provisions. A revision was proposed to modify paragraph 7 of the Scope of Services to require the contractor to respond and provide a resolution to service issues within 24 hours. Following motion,

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second and unanimous vote, the Board approved the TerraCare contract with the changes proposed.

Executive Session

Upon approval by a vote of at least two-thirds of a quorum of the Board, the Board determined to go into executive session for the purposes of developing negotiating positions with regard to contract negotiations with the identified preferred contractor, Bassett & Associates, and receiving legal advice thereon, authorized pursuant to § 24-6-402(4)(e) and (b) C.R.S., at approximately 7:30 p.m.

The Board reconvened from executive session at approximately 8:10 p.m. and affirmed that no actions had been taken during executive session.

Discussion Items / Unfinished Business:

- Maintenance Building Project / Update re Contract Negotiations with Preferred Contractor

Mr. Joe Erjavec, Crestone Consultants, reviewed with the Board the status of the RFP process for the maintenance building project. The Board identified its preferred contractor as Bassett & Associates in December, and the parties entered into contract negotiations. The proposed contractor has requested certain changes to the District's proposed contract documents which substantially modify the form of contract previously approved by the Board. Mr. Erjavec also updated the Board on the discussions held by the District's planning committee last week. The planning committee reviewed the proposed modifications at a meeting held last week, and made a unanimous recommendation to the Board to reject the contract modifications and terminate further contract negotiations with Bassett. After further discussion, and in consideration of the recommendation made by the District's planning committee; upon motion, second and unanimous vote, the Board determined to reject the contract modifications and terminate further contract negotiations with the contractor.

- Follow up re RFP Process

Next, the Board considered its next steps in the RFP process for the maintenance building project. The Board discussed the proposal received by its next preferred contractor, Growling Bear. Mr. Erjavec advised that pursuant to the terms of the RFP, the proposals remain open for 90 days, which allows the District to negotiate a contract with another proposer should the first proposer contract negotiations break down. Alternatively, the Board could choose to terminate the RFP process and

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recommence the project at another time. The Board discussed the provisions of the Growling Bear proposal. Mr. Erjavec indicated that the District's planning committee discussed the proposal, and most of the committee members were in agreement with the recommendation to the Board to proceed with the RFP project by commencing contract negotiations with Growling Bear. After further discussion and consideration of the recommendations from the planning committee, and upon motion, second and unanimous vote, the Board approved proceeding with Growling Bear as the next preferred contractor, and to enter into the design build contract provided in the District's RFP package, with minor modifications as may be recommended by staff and consultants. Any substantive modifications to the contract document were directed to be brought back to the Board for further discussion and approval. The Board further directed Mr. Erjavec to request that Growling Bear extend its proposal beyond the 90 day deadline, in order that the Board could consider the contract document for approval at its next regular meeting in February.

The Board agreed that if Growling Bear is not willing to enter into contract negotiations at this time, the Board would revisit the RFP and its next steps at its February meeting.

Director Items

Director Camarillo announced his application to the Denver Planning Commission, and reported on his work with Colorado Housing and Finance Authority (CHAFHA), and with the Town of Hudson, and proposed service on Denver's citizen cabinet meeting.

Ms. Duffy reported that she and Director Stallman attended a meeting regarding the development of property on Himalaya Road. The property had previously been planned for mini-storage unit development. It is now being proposed for town home development.

There were no other director items at this time.

Other Business

There were no other matters for discussion at this time.

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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 8:25 p.m.

Secretary for the Meeting