

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, December 14, 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:

Fenna Tanner, President
Michael George, Treasurer
Stephanie Brack, Vice President
Roger Rohrer, Secretary
Tim Camarillo, 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; Mariann Toomey, Eric Gravenson, Jim Tanner, Rose Thomas, William Thomas, community members; Charlie Foster, Town Center Metropolitan District; Magen Elenz*, on behalf of Councilwoman Stacie Gilmore, Denver District 11; Tommy Street*, Fence Consulting Services; Commander Thomas* and Officer Sherikera Heflin*, Denver Police Department District 5; and Anthony Noble, Director candidate.

[*Departed where indicated.]

Call to Order

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

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Appointment of Director Mr. Anthony Noble was appointed to the vacancy created by the resignation of Michael Haskins. As Chair of the Board, Director Fenna Tanner administered the oath of office of District Director to Mr. Anthony Noble. The Directors welcomed Mr. Noble to the Board.

Approval of Agenda The Board reviewed the agenda. It was agreed that items numbered 13 and 14 would be moved to take place prior to the executive session. Upon motion, second and unanimous vote, the Board approved the agenda as revised.

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 Thomas reported that there has been a 50% decrease in violent crimes for the area, and a 27% decrease in property crimes. He commented on the recent media story discussing the high level of burglaries for the Green Valley Ranch area, and provided context for the data provided. He noted that burglaries have been decreasing each year. He also stated that the Denver Police Department has plans to increase staffing in District 5. Officer Sherikera Heflin announced the upcoming community meeting to go over the DPD plan for 2017, which will take place on January 19, 2017, 6:00 p.m. at the library. Mr. Charlie Foster asked about whether the short-term property rentals may be contributing to the crime statistics. Commander Thomas stated that he did not have any evidence on the issue.

[*Commander Thomas and Officer Sherikera Heflin departed at this time.]

- Master HOA Ms. Rose Thomas reported that the HOA is coordinating a farmer's market planning meeting in January; Oakwood Homes will be participating in the meeting. She also noted that the Master HOA has updated the HOA policies, which will soon be

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posted. Ms. Thomas announced a holiday lighting contest, proposed to be shared with the District, which will include winners based on a Survey Monkey voting process. The Board agreed to support the contest as described.

- CAB

Ms. Mariann Toomey stated that there was nothing to report from the CAB at this time. The CAB meets on a quarterly basis.

- Other

Ms. Magen Elenz, from Stacie Gilmore's office, provided an update on several items. She announced that the District 11 Neighborhood Planning Initiative program will occur, which has not been done since the 1950s, which will include the Green Valley Ranch area plus adjacent areas. She reported on an upcoming Town Hall meeting at the Evie Garrett Dennis campus, describing "what is here and what do we want to keep and preserve." There was a lot of feedback on the general obligation bond expenditure options; additional feedback may still be provided and is encouraged.

There was no other public comment at this time.

Approval of Minutes

The minutes of the regular meeting of the Board of Directors held November 16, 2016, were read. Upon motion and second, and unanimous vote the Board approved the minutes as presented, with abstention by Director Noble.

Attorney's Report

Ms. Vander Wall directed the Board members to her written legal report included in the meeting materials. She recommended the Board go into executive session to address the personnel contract discussions and the HOA contract negotiations.

Board Reports:

- November Financials

Director George presented the financial report and claims payable for the period ending November 30, 2016, noting that the District's property tax collections are at 99.7%. Upon motion, second and unanimous vote, the Board accepted the November 30, 2016 financial statements as presented.

- District Manager's Report

Ms. Duffy referred the Board members to her report included in the meeting materials, and addressed the highlights with the Board. She stated that she has received the Mountain States Employer's Council employment data report, which consists of 530 pages. She is working with the District's website consultant "No Pickles" on website updates. The District has received the

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additional approvals from the City of Denver in connection with the maintenance building design; the District is expecting to hold discussions with the contractor Growling Bear on the pricing, now that Denver has provided the final permit approvals. Ms. Duffy is working with the association for The Bungalows in connection with the maintenance of the strip of property in that area.

Discussion Items / New Business:

- Fence Proposal Presentation

Ms. Duffy introduced Tommy Street, with Fence Consulting Services (FCS), regarding the District's proposed fence replacement project. Mr. Street provided a presentation on the services proposed to be provided by his company. He stated that FCS is not the contractor, but the intermediary that assists the District in identifying its needs and coordinating with the manufacturer, and in the provision of the fencing product, and other related requirements. Ms. Duffy noted that the project is anticipated to take place over a 3-7 year time frame. Director Brack noted that she would like to have Mitchell Place coordinate its fencing program with the District. Compensation for FCS services is based on a percentage of the materials purchased. Mr. Street advised that he will provide the District with a scope of services to be included in a form of contract for consideration by the Board. It is expected that the District will require surveys to identify the location of the fence and ownership of property. The District will also need to look at areas which may be handled by a sub-association.

The Board thanked Mr. Street for his presentation.

[*Mr. Tommy Street and Ms. Magen Elenz departed the meeting at this time.]

Director Items

Director Camarillo expressed appreciation for the recent holiday party. He announced that he has finished his planning law class and is now taking a class on homelessness. He is being considered for Coast Guard services. Director Tanner expressed appreciation to Ms. Duffy and to Dee Mares for their assistance provided to the over 50 breakfast group; they made a recipe book for the members. Ms. Duffy also expressed appreciation to Director George for his work in preparation of the calendar which was prepared as a thank you gift to all of the volunteers at the holiday / volunteer appreciation dinner.

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There were no other Director items brought before the Board.

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., at 7:30 p.m. All Board members and Ms. Duffy were in attendance. Ms. Duffy departed the session for a portion of the management services discussion.

The Board returned from executive session at approximately 8:15 p.m. and affirmed that no actions had been taken while in executive session.

Discussion Items / Unfinished Business: - HOA Contract

The Board noted that the Master HOA has not yet made a determination regarding the contract with the District. There was no additional discussion regarding the HOA contract discussions at this time.

- Renewal of Management Services Agreement / Annual Evaluation of District Manager

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 December. 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, 2016. Ms. Vander Wall agreed to draft a letter to Ms. Duffy to acknowledge the Board action.

Ms. Duffy thanked the Board.

Other Matters

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 8:23 p.m.

Secretary for the Meeting