

# RECORD OF PROCEEDINGS

---

## MINUTES OF THE SPECIAL MEETING OF

ST. VRAIN LAKES METROPOLITAN DISTRICT NO. 1  
ST. VRAIN LAKES METROPOLITAN DISTRICT NO. 2  
ST. VRAIN LAKES METROPOLITAN DISTRICT NO. 3  
ST. VRAIN LAKES METROPOLITAN DISTRICT NO. 4

HELD  
February 7, 2018

The Combined Special Meeting of the Boards of Directors (collectively, "Boards") of St. Vrain Lakes Metropolitan District No. 1, St. Vrain Lakes Metropolitan District No. 2, St. Vrain Lakes Metropolitan District No. 3, and St. Vrain Lakes Metropolitan District No. 4 (collectively, "Districts") was held at the High Plains Library District – Carbon Valley Regional Library, 7 Park Avenue, Firestone, Colorado at 5:30 p.m. on Wednesday, February 7<sup>th</sup>, 2018. Notice of the Combined Meeting was duly posted.

### ATTENDANCE

#### Directors in Attendance:

Marc Savela, President (Nos. 1-4)  
Neil Simpson, Assistant Secretary (Nos. 1-4)  
David Carro, Director (No. 1)

#### Directors Absent but Excused:

Shannon Robbins, Director (No. 1)  
Ashley Tarufelli, Secretary/Treasurer (Nos. 1-4)

#### Also in Attendance:

Kammy Tinney, Stan Myers, Brian Doble, Chelsey Green, and Shannon McEvoy;  
Pinnacle Consulting Group, Inc.  
Blair M. Dickhoner, Esq.; White Bear Ankele Tanaka & Waldron, P.C.  
Kimberly Johanns, CPA; Simmons & Wheeler, P.C.  
Jean Jennings and Guy Ford; Independent District Engineering Services, L.L.C. (via teleconference)

### CALL TO ORDER

The Combined Special Meeting of the Boards was called to order at 5:42 p.m. by Chairman Savela, noting that a quorum was present for each of the Boards. Each of the Directors confirmed their qualifications to serve on the Boards. Chairman Savela also confirmed that prior to the meeting each of the Directors had been notified of the meeting.

### COMBINED MEETINGS

The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts at such meetings. Unless otherwise noted herein, all official actions reflected in these minutes shall be deemed to be actions

# RECORD OF PROCEEDINGS

---

of all of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

CONFLICTS OF  
INTEREST  
DISCLOSURE

Mr. Dickhoner noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State's Office, disclosing that potential conflicts of interest may exist, as all Board Members are employees of Brookfield Residential, which is associated with the primary landowner and developer of land within the Districts. Mr. Dickhoner advised the Board that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made, stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the Directors present was necessary to obtain a quorum or otherwise enable the Board to act.

PUBLIC COMMENT

There were no members of the public present.

MAY 2018  
REGULAR  
ELECTION -  
DESIGNATED  
ELECTION  
OFFICIAL REPORT

Ms. Tinney, in her capacity as Designated Election Official, provided an update to the Boards regarding the May 2018 Regular election and responded to questions. The Call for Nominations was published on February 3, 2018, and information regarding the election has been posted to the Districts' website.

CONSENT  
AGENDA

The Boards reviewed the following items on the consent agenda:

- A. Approval of November 14, 2017 special meeting minutes and December 1, 2017 special meeting minutes; ratify actions taken at the November 14, 2017 special meeting and December 1, 2017 special meeting.
- B. Ratification and approval of payables.

Following review and discussion of the consent agenda items, upon motion duly made by Director Savela, seconded by Director Simpson and, upon unanimous vote, it was

**RESOLVED** to approve the items on the consent agenda, including the November 14, 2017 minutes, as amended; and the December 1, 2017 minutes, as presented.

## RECORD OF PROCEEDINGS

---

### FINANCIAL MATTERS

Financial Reports: Ms. Johanns reported that the December 31, 2017 financial reports are being finalized, and will be distributed for review at the next regular meeting of the Boards.

Audit Engagement Letter with Barnes, Griggs & Associates, PC: Ms. Johanns presented an Audit Engagement Letter with Fiscal Focus Partners, LLC, formerly known as Barnes, Griggs & Associates, PC, for District No. 2 2017 audit services. Following discussion, upon a motion duly made by Director Simpson, seconded by Director Savela and, upon unanimous vote, it was

**RESOLVED** to approve the Audit Engagement Letter with Fiscal Focus Partners, LLC for District No. 2 2017 audit services.

Approval of Audit Exemption: Ms. Johanns presented the 2017 Audit Exemption for District No. 3 and District No. 4. Following brief discussion and upon a motion duly made by Director Savela, seconded by Director Carro and, upon unanimous vote, it was

**RESOLVED** to authorize the 2017 Audit Exemption for District No. 3 and District No. 4.

---

### LEGAL MATTERS

Update of Policies and Procedures Governing Barefoot Lakes Recreation Amenities: Mr. Dickhoner discussed the need to update the current Policies and Procedures Governing Barefoot Lakes Recreation Amenities due to additional recreational amenities coming online in 2018. The Boards directed Pinnacle Consulting Group, Inc. to facilitate a work session with Director Carro, Director Savela, and Mr. Dickhoner to finalize the proposed Policies and Procedures Governing Barefoot Lakes Recreation Amenities. The final draft will be presented to the Boards for consideration at the next regular meeting.

District Ownership and Maintenance Obligations: Mr. Dickhoner reported that he had reviewed the Annexation Agreement and the Development and Vested Rights Agreement, and updated the Boards regarding the Districts ownership and Maintenance obligations. Director Savela explained that he will update the Boards and consultants when he gets better guidance from the Town of Firestone about formalizing these responsibilities via an agreement. No further action was taken at this time.

Ratification of Lake Management and Water Rights Exchange Agreement: Mr. Dickhoner inquired about the status of the Lake Management and Water Rights Exchange Agreement. Director Savela reported that the Lake Management and Water Rights Exchange Agreement had been approved by Little Thompson Water District and Barefoot, L.L.C. Following brief discussion and upon a motion duly made by Director Simpson, seconded by Director Carro and, upon unanimous vote, it was

## RECORD OF PROCEEDINGS

---

**RESOLVED** to approve the Lake Management and Water Rights Exchange Agreement.

Discussion Regarding Cost Certification Process: Mr. Doble, Mr. Dickhoner, and Director Savela discussed proposed improvement to the current cost certification process. The Boards directed Pinnacle Consulting Group, Inc. to coordinate a work session with Director Carro and Director Savela to further identify areas of process improvement, and establish the Districts' acceptance and cost certification procedures moving forward.

MANAGEMENT &  
OPERATIONAL  
MATTERS

Manager's Report: Mr. Myers reviewed the Management Report dated February 2, 2018 with the Boards. Mr. Myers noted that the upcoming Community Meeting scheduled for February 22<sup>nd</sup> will include a developer update on Peninsula Park and Filing No. 2.

Update Regarding Property Coverage with the Colorado Special Districts Property and Liability Pool ("CSD Pool"): Mr. Myers provided an update regarding additional property coverage with the CSD Pool, and presented a insurable elements matrix to the Boards for review. Following review, the Boards directed Mr. Myers to proceed with adjustments to the coverages as discussed.

Update Regarding GeoLens Software Implementation: Mr. Doble and Ms. Green reviewed with the Boards the GeoLens Update and Alternative Software Solution Update reports dated February 6, 2018. Following review and discussion, the Boards directed Pinnacle Consulting Group, Inc. to terminate the Independent Contractor Agreement between GeoLens, Inc. and St. Vrain Lakes Metropolitan District No. 1 and authorized Pinnacle Consulting Group, Inc. to implement alternative software solutions to address the Districts' operational needs.

Authorization of District Manager to Approve 2018 Contract Modifications: Mr. Myers recommended that the Boards authorize District Management to approve contract modifications, within approved budgets, for ratification at a future Board meeting. Following discussion, the Boards authorized District Management to approve contract modifications up to \$5,000 within each budgeted line item.

Mr. Dickhoner noted that a resolution allowing District Management to approve contract modifications may already be in place, and will bring a revised resolution outlining the parameters noted above to the Boards for consideration at the next regular meeting, if necessary.

Approval of Rain for Rent Work Orders Nos. 1-3: Mr. Doble presented to the Boards Work Order Nos. 1-3 for water pumping services provided by Rain for

## RECORD OF PROCEEDINGS

---

Rent. Following review, upon a motion duly made by Director Savela, seconded by Director Carro and, upon unanimous vote, it was

**RESOLVED** to approve Work Orders Nos. 1-3 for water pumping services provided by Rain for Rent, as presented.

---

CAPITAL  
INFRASTRUCTURE  
ITEMS

Project Status Report: Ms. Jennings reviewed with the Boards the Project Status Report dated February 7, 2018 and answered questions.

Ratification of Independent Contractor Agreement, Change Orders and Task Orders: Ms. Jennings reviewed and recommended ratification of the previously-approved Change Orders as follows:

1. BrightView Landscape Change Order #16 related to a deduction of uninstalled contract items in the amount of \$11,176.76.
2. Thoutt Bros. Concrete Construction Inc. Change Order #8 in the amount of \$60,622.24.
3. Velocity Constructors, Inc. Change Order #2 in the amount of \$5,573, Change Order #3 in the amount of \$3,461, and Change Order #4 in the amount of \$2,580.71.
4. CTL Thompson Task Order #18 in the amount of \$56,500.

Following review and discussion, upon a motion duly made by Director Carro, seconded by Director Savela and, upon vote, it was unanimously

**RESOLVED** to ratify the Change Orders and Taks Orders listed in the Project Status Report.

OTHER  
MATTERS

Directors' Comments: There were no items brought before the Boards for consideration.

ADJOURNMENT

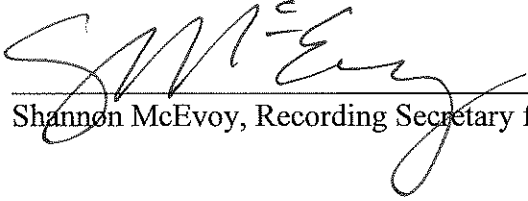
There being no further business to come before the Boards, upon motion duly made by Director Savela, seconded by Director Simpson, and upon unanimous vote, the meeting was adjourned at 6:18 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,

# RECORD OF PROCEEDINGS

---

  
Shannon McEvoy, Recording Secretary for the Meeting