

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
August 8, 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 4:30 p.m. on Wednesday, August 8, 2018. Notice of the Combined Meeting was duly posted.

ATTENDANCE

Directors in Attendance:

Ashley Taruffelli, Secretary/Treasurer (Nos. 1-4)
Neil Simpson, Assistant Secretary (Nos. 1-4)
Shannon Robbins, Director (Nos. 1-4)
David Carro, Director (Nos. 1-4)

Directors Absent but Excused:

Marc Savela, President (Nos. 1-4)

Also in Attendance:

Deborah Henckel; Resident, St. Vrain Lakes Metropolitan District No. 2
Kammy Tinney, Jason Woolard, 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; Independent District Engineering Services, L.L.C.

CALL TO
ORDER

The Combined Special Meeting of the Boards was called to order at 4:38 p.m. by Ms. Green, noting that a quorum was present for each of the Boards. Each of the Directors confirmed their qualifications to serve on the Boards. Ms. Green 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 actions taken by the Districts at such meetings. Unless otherwise noted herein, all official actions reflected in these minutes shall be

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deemed to be actions 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.

APPROVAL OF AGENDA

The Boards considered the approval of the agenda. Upon a motion duly made by Director Simpson, seconded by Director Carro, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

Deborah Henckel, of 4602 Colorado River Drive, requested dog waste stations be installed throughout the community and inquired about ways to become more involved. Ms. Green informed Ms. Henckel that plans to install dog waste stations around the trails will be completed within the next two weeks. Ms. Green also stated there are agenda items regarding resident committees that would be considered by the Boards at the current meeting.

APPROVAL OF MINUTES

The minutes of the Special Meeting held on May 9, 2018 were presented. Upon a motion duly made by Director Taruffelli, seconded by Director Simpson and, upon unanimous vote, it was

RESOLVED to approve the May 9, 2018 Special Meeting minutes, as presented.

ADMINISTRATIVE MATTERS

Re-election of Slate of Officers: It was the consensus of the Board to table this item until the next regular meeting.

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FINANCIAL MATTERS

Ratification of payment of claims: Ms. Johanns reviewed the check register with the Boards and answered questions. Upon motion duly made by Director Tarufelli, seconded by Director Simpson and, upon unanimous vote, it was

RESOLVED to ratify the payment of claims for the period ending July 30, 2018, including check numbers 2090-2140.

Financial Reports: Ms. Johanns reviewed with the Boards the unaudited financial statements for the period ending March 31, 2018 and answered questions. Upon motion duly made by Director Simpson, seconded by Director Tarufelli and, upon unanimous vote, it was

RESOLVED to approve the unaudited financial statements for the period ending March 31, 2018.

Ratification of 2017 Audit Extension – District No. 3 and No. 4: Ms. Johanns brought to the Boards for consideration the 2017 Audit Extension for Districts No. 3 and No. 4. Upon motion duly made by Director Tarufelli, seconded by Director Simpson and, upon unanimous vote, it was

RESOLVED to ratify the 2017 Audit Extension for District No. 3 and No. 4.

2017 Audit for District No. 3 and No. 4: Ms. Johanns presented the 2017 Financial Audit for Districts No. 3 and No. 4. Upon motion duly made by Director Simpson, seconded by Director Tarufelli and, upon unanimous vote, it was

RESOLVED to approve the 2017 Audits for Districts No. 3 and No. 4 subject to final review by Mr. Dickhoner and Director Tarufelli.

2017 Audit for District No. 1 and No. 2: Ms. Johanns provided an update on the 2017 Audits for Districts No. 1 and No. 2, noting the 2017 Audits were filed with the Office of the State Auditor.

CAPITAL INFRASTRUCTURE ITEMS

Project Status Report: Ms. Jennings reviewed with the Boards the Project Status Report dated August 8, 2018 and answered questions.

Ratification of Independent Contractor Agreement Task Order #3: Ms. Jennings reviewed and recommended ratification of the previously-approved Task Order #3 with IDES for Continuing District Services and Filing 1 and 2 Cost Certifications/Infrastructure Acquisitions reporting in the amount of \$25,000. Following review and discussion, upon a motion duly made by

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Director Taruffelli, seconded by Director Simpson and, upon vote, it was unanimously

RESOLVED to ratify Task Order #3 with IDES in an amount of \$25,000.

Consider Approval of Cost Certification Report #2: It was the consensus of the Board to table this item until the next regular meeting.

LEGAL MATTERS Resolution Certifying District Eligible Costs: It was the consensus of the Board to table this item until the next regular meeting.

Amended Resolution Concerning Authorization for Approval of Contracts and Payment of Claims: Mr. Dickhoner brought to the Boards for consideration the Amended Resolution Concerning Authorization for Approval of Contracts and Payment of Claims. Following review and discussion, upon a motion duly made by Director Taruffelli, seconded by Director Simpson and, upon vote, it was unanimously

RESOLVED to approve the Amended Resolution Concerning Authorization for Approval of Contracts and Payment of Claims.

Amended and Restated Joint Collections Resolution of St. Vrain Lakes Metropolitan Districts Nos. 1-4: Mr. Dickhoner brought to the Boards for consideration the Amended and Restated Joint Collections Resolution of St. Vrain Lakes Metropolitan Districts Nos. 1-4. Following review and discussion, upon a motion duly made by Director Simpson, seconded by Director Robbins and, upon vote, it was unanimously

RESOLVED to approve the Amended and Restated Joint Collections Resolution of St. Vrain Lakes Metropolitan Districts Nos. 1-4.

Amended and Restated Resolution of the Board of Director of St. Vrain Lakes Metropolitan District No. 1 Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Document: Mr. Dickhoner brought to the Boards for consideration the Amended and Restated Resolution of the Board of Director of St. Vrain Lakes Metropolitan District No. 1 Regarding Policies, Procedures and Penalties for the Enforcement of the Governing Document. Following review and discussion, upon a motion duly made by Director Robbins, seconded by Director Taruffelli and, upon vote, it was unanimously

RESOLVED to approve the Amended and Restated Resolution of the Board of Director of St. Vrain Lakes Metropolitan District No. 1 Regarding

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Policies, Procedures and Penalties for the Enforcement of the Governing Document.

Resolution Establishing a Landscape Committee: Mr. Dickhoner brought to the Boards for consideration the Resolution Establishing a Landscape Committee. Following review and discussion, upon a motion duly made by Director Tarufelli, seconded by Director Robbins and, upon vote, it was unanimously

RESOLVED to approve the Resolution Establishing a Landscape Committee.

Resolution Establishing a Finance Committee: Mr. Dickhoner brought to the Boards for consideration the Resolution Establishing a Finance Committee. Following review and discussion, upon a motion duly made by Director Tarufelli, seconded by Director Robbins and, upon vote, it was unanimously

RESOLVED to approve the Resolution Establishing a Finance Committee.

Resolution Establishing a Social Committee: Mr. Dickhoner brought to the Boards for consideration the Resolution Establishing a Social Committee. Following review and discussion, upon a motion duly made by Director Tarufelli, seconded by Director Robbins and, upon vote, it was unanimously

RESOLVED to approve the Resolution Establishing a Social Committee.

Revocable License Agreement between the Town of Firestone and St. Vrain Lakes Metropolitan District No. 1: Mr. Dickhoner brought to the Boards for consideration the Revocable License Agreement between the Town of Firestone and St. Vrain Lakes Metropolitan District No. 1 for Braefoot Lakes Filing 3 signage and landscaping. Following review and discussion, upon a motion duly made by Director Carro, seconded by Director Tarufelli and, upon vote, it was unanimously

RESOLVED to ratify Revocable License Agreement between the Town of Firestone and St. Vrain Lakes Metropolitan District No 1 for Barefoot Lakes Filing 3 signage and landscaping.

Update on Shared Maintenance Agreement with the Town of Firestone: Mr. Carro stated there was no significant update on this topic besides the agreement was submitted to the Town of Firestone for review and comment.

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MANAGEMENT
& OPERATIONAL
MATTERS

Independent Contractor Agreements and Contract Modifications Report: Ms. Green presented the Independent Contractor Agreements and Contract Modifications Report to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Carro, seconded by Director Robbins and, upon vote, it was unanimously

RESOLVED to ratify the Independent Contractor Agreements and Contract Modifications Report.

Amended 2018 Annual Administrative Resolution, changing posting location for District No. 2.: Ms. Green brought to the Boards for consideration the Amended 2018 Annual Administrative Resolution, changing posting location for District No. 2. Following review and discussion, upon a motion duly made by Director Simpson, seconded by Director Robbins and, upon vote, it was unanimously

RESOLVED to approve the Amended 2018 Annual Administrative Resolution, changing posting location for District No. 2.

Manager's Report: Ms. Green reviewed with the Boards the Management Report dated August 8, 2018 and answered questions.

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 Simpson, seconded by Director Tarufelli, and upon unanimous vote, the meeting was adjourned at 5:20 p.m.

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

Respectfully submitted,



Shannon McEvoy, Recording Secretary for the Meeting