

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR 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
May 8, 2019

The Combined Regular 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, May 8, 2019. 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)
David Carro, Assistant Secretary (Nos. 1-4)
Peter Cobb, Assistant Secretary (No. 2)

Absent but excused:

Chris Petro (Nos. 1, 3, 4)
Shannon Robbins, President (Nos. 1-4)

Also in Attendance:

Molly Janzen, Crystal Clemens, Chelsey Green, Jason Woolard; Pinnacle Consulting Group, Inc.
Blair M. Dickhoner, Esq.; White Bear Ankele Tanaka & Waldron, P.C.

CALL TO ORDER

The Combined Regular Meeting of the Boards was called to order at 5:32 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.

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

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the Boards 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 Boards to act.

APPROVAL
OF AGENDA

The Boards considered the approval of the agenda. Mr. Dickhoner requested the addition of item III.H. Consider Approval of IGA with Little Thompson Water District under legal items. Upon a motion duly made by Director Tarufelli, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda as amended.

PUBLIC COMMENT

No public comments were offered.

APPROVAL OF
MINUTES

The Boards reviewed the joint minutes of the February 13, 2019 meeting of the Boards of Directors. Following review and discussion, upon a motion duly made by Director Simpson, seconded by Director Tarufelli, and upon vote, unanimously carried, it was

RESOLVED to approve the joint minutes of the February 13, 2019 regular meeting of the Boards of Directors, as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

District Capital Infrastructure Reports: Mr. Woolard reviewed with the Boards the written Capital Infrastructure Report and answered questions.

The Cove Capital Acceptance and Asset Listing/Inventory Services Addendum to the Service Agreement: Mr. Woolard reviewed with the Boards Pinnacle Consulting Group, Inc. The Cove Capital Acceptance and Asset Listing/Inventory Services Addendum to the Service Agreement and the Kimley-Horn and Associates, Inc. for the Cove Capital Acceptance and Asset Listing/Inventory Services Third Addendum. Following review and discussion, upon a motion duly made by Director Carro, seconded by Director Simpson, and upon vote, unanimously carried, it was

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RESOLVED to approve the Pinnacle Consulting Group, Inc. The Cove Capital Acceptance and Asset Listing/Inventory Services Addendum to the Service Agreement and the Kimley-Horn and Associates, Inc. for the Cove Capital Acceptance and Asset Listing/Inventory Services Third Addendum in an amount not to exceed \$10,000.00. Final numbers to be reviewed and approved by the Board Representative.

Filing No. 3 Capital Acceptance and Asset Listing/Inventory Services Addendum to the Service Agreement: Mr. Woolard reviewed with the Boards the Pinnacle Consulting Group, Inc. Filing No. 3 Capital Acceptance and Asset Listing/Inventory Services Addendum to the Service Agreement and the Kimley-Horn and Associates, Inc. Filing No. 3 Capital Acceptance and Asset Listing/Inventory Services Fourth Addendum. Following review and discussion, upon a motion duly made by Director Carro, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve the Pinnacle Consulting Group, Inc. Filing No. 3 Capital Acceptance and Asset Listing/Inventory Services Addendum to the Service Agreement and the Kimley-Horn and Associates, Inc. for Filing No. 3 Capital Acceptance and Asset Listing/Inventory Services Fourth Addendum— in an amount not to exceed \$10,000.00. Final numbers to be reviewed and approved by the Board Representative.

Kimley-Horn and Associates, Inc. Filing Nos. 1 and 2 Asset Listing/Inventory Services Fifth Addendum: Mr. Woolard reviewed with the Boards the Kimley-Horn and Associates, Inc. Filing Nos. 1 and 2 Asset Listing/Inventory Services Fifth Addendum. Following review and discussion, upon a motion duly made by Director Carro, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve the Kimley-Horn and Associates, Inc. Filing Nos. 1 and 2 Asset Listing/Inventory Services Fifth Addendum—in an amount not to exceed \$7,000.00.

FINANCIAL MATTERS

Ratification of payment of claims: Ms. Green reviewed with the Boards the payables listing dated February 1, 2019 through April 24, 2019 totaling \$203,075.41 including First Bank ACH payments and answered questions. Upon motion duly made by Director Tarufelli, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to ratify the payment of claims for the period ended April 24, 2019.

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Unaudited Financial Statements: Ms. Janzen reviewed with the Boards the unaudited Financial Statements for the period ended March 31, 2019 and the cash position statement as of April 30, 2019 and answered questions. Upon motion duly made by Director Simpson, seconded by Director Tarufelli, and upon vote, unanimously carried, it was

RESOLVED to accept the unaudited Financial Statements for the period ended March 31, 2019 and the cash position statement as of April 30, 2019.

2018 Audit for St. Vrain Lakes Metropolitan Districts No. 1 and No. 2: Ms. Janzen reviewed with the Boards the status of preparation of 2018 Audit for St. Vrain Lakes Metropolitan Districts No. 1 and No. 2. Ms. Janzen noted that the Audit is scheduled to start on May 14, 2019, is due to the boards for review by June 30, 2019, and submitted to the State by July 31, 2019.

MANAGEMENT &
OPERATIONS
MATTERS

Manager's Report: Ms. Green reviewed with the Boards the written Manager's Report and answered questions.

District Engineer Report: Mr. Woolard reviewed with the Boards the written Management Report and answered questions.

Ratification of 2019 Independent Contractor Agreements and Contract Modifications Report: Ms. Green reviewed with the Boards the 2019 Independent Contractor Agreements and Contract Modifications Report. Following review, upon motion duly made by Director Carro, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve and ratify the 2019 Independent Contractor Agreements and Contract Modifications Report, as presented.

LEGAL MATTERS

The Cove Temporary Operation and Funding Agreement: Mr. Dickhoner brought to the Boards for consideration the approval of The Cove Temporary Operation and Funding Agreement. Following review and discussion, upon a motion duly made by Director Simpson, seconded by Director Tarufelli, and upon vote, unanimously carried, it was

RESOLVED to approve The Cove Temporary Operation and Funding Agreement, as presented.

Amended and Restated Policies and Procedures Regarding Recreational Amenities: Mr. Dickhoner discussed with the Boards the Status of Amended and Restated Policies and Procedures Regarding Recreational Amenities and

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answered questions. Upon a motion duly made by Director Tarufelli, and upon vote, unanimously carried, it was

RESOLVED to have Director Carro and Director Cobb review for approval and ratify at the next boards meeting.

Ratification of License Agreement for Repurposing of Oil and Gas Property: Mr. Dickhoner brought to the Boards for consideration the ratification of License Agreement for Repurposing of Oil and Gas Property. Following review and discussion, upon a motion duly made by Director Simpson, seconded by Director Carro, and upon vote, unanimously carried, it was

RESOLVED to ratify the License Agreement for Repurposing of Oil and Gas Property, as presented.

Funding and Reimbursement Agreement (O&M): Mr. Dickhoner brought to the Boards for consideration of approval the Funding and Reimbursement Agreement (O&M). Following review and discussion, upon a motion duly made by Director Tarufelli, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve the Funding and Reimbursement Agreement (O&M), as presented.

Consider Approval of Firming Fee Remittance Agreement: Mr. Dickhoner brought to the Boards for consideration of approval the Firming Fee Remittance Agreement. Following review and discussion, upon a motion duly made by Director Simpson, seconded by Director Carro, and upon vote, unanimously carried, it was

RESOLVED to approve the Firming Fee Remittance Agreement, upon setting up a separate interest account, as presented.

Memorandum Regarding House Bill 19-1050 (water-efficient landscaping): Mr. Dickhoner discussed with the Boards the Memorandum Regarding House Bill 19-1050 (water-efficient landscaping) and answered questions.

District Boundary Adjustments: Mr. Dickhoner discussed with the Boards the District Boundary Adjustments.

IGA Little Thompson Water District: Mr. Dickhoner brought to the Boards for consideration of approval the 2006 IGA with Little Thompson Water District. Following review and discussion, upon a motion duly made by Director

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Tarufelli, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve IGA Little Thompson Water District, as presented.

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 Tarufelli, seconded by Director Simpson, and upon unanimous vote, the meeting was adjourned at 6:40 p.m.

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

Respectfully submitted,

Crystal Clemens, Recording Secretary for the Meeting