

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
February 13, 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, February 13, 2019. Notice of the Combined Meeting was duly posted.

ATTENDANCE

Directors in Attendance:

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

Also in Attendance:

Peter Cobb and John Ehrhardt; Resident, St. Vrain Lakes Metropolitan District No. 2
Molly Janzen, Crystal Clemens, Chelsey Green, Randall Provencio and 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 5:39 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 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

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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. Upon a motion duly made by Director Taruffelli, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda.

PUBLIC COMMENT

No public comments were offered.

APPROVAL OF MINUTES

The Boards reviewed the joint minutes of the December 12, 2018 special meeting of the Boards of Directors. Following review and discussion, upon a motion duly made by Director Robbins, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve the joint minutes of the December 12, 2018 special meeting of the Boards of Directors, as presented.

BOARDS VACANCY

Mr. Dickhoner reported that Marc Savela is no longer qualified to serve on the Boards of Directors for St. Vrain Lakes Metropolitan District Nos. 1-4. Mr. Dickhoner reported that a call for interested candidates to fill the vacancies was published on January 30, 2019 in the *Longmont Times Call*. Ms. Green reported that the call for interested candidates was also incorporated into the first quarter electronic newsletter, community meeting presentation, and posted on the Districts' website.

BOARDS APPOINTMENTS AND OATH OF OFFICES

Review Letters of Interest and Consider Appointments: Mr. Dickhoner reported Chris Petro has agreed to serve and is qualified to serve on St. Vrain Lakes Metropolitan District No. 1, No. 3 and No. 4. Ms. Green reported St. Vrain Lakes Metropolitan District No. 1, No. 3 and No. 4 did not receive any additional letters of interest. Following review and discussion, upon a motion duly made by Director Robbins, seconded by Director Simpson, and upon vote, unanimously carried, it was

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RESOLVED to approve the appointment of Chris Petro to the Boards of Directors, to fill the terms expiring May 2020 as Assistant Secretary for St. Vrain Lakes Metropolitan District No. 1, No. 3 and No. 4.

Ms. Green reported that St. Vrain Lakes Metropolitan District No. 2 received four letters of interest from eligible electors. The Board reviewed all four letters of interest received. Following review and discussion upon motion duly made by Director Robbins, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve the appointment of Peter Cobb to the Board of Directors, to fill the term expiring May 2020 as Assistant Secretary for St. Vrain Lakes Metropolitan District No. 2.

Administer Oaths of Office: Director Robbins administered the Oath of Office for Peter Cobb to serve on the Board of Directors for St. Vrain Lakes Metropolitan District No. 2.

CAPITAL
INFRASTRUCTURE
ITEMS

District Capital Infrastructure Reports: Mr. Woolard reviewed with the Boards the written Capital Infrastructure Report dated February 13, 2019 and answered questions.

Update Regarding 2013 Barefoot Lakes Flood Repair FEMA Closeout Project: Mr. Provencio updated the Boards on the Barefoot Lakes Flood Repair FEMA Closeout Project, noting that the Districts' management team is continuing to work with Brookfield Residential project management staff on outstanding environmental documentation required for the Barefoot Lakes Flood Repair FEMA Closeout Project.

Director Tarufelli arrived at this time.

The Cove Capital Acceptance: Mr. Woolard reviewed the Pinnacle Consulting Group, Inc. proposal for The Cove capital acceptance services. Following review and discussion, upon a motion duly made by Director Tarufelli, seconded by Director Robbins, and upon vote, unanimously carried, it was

RESOLVED to approve tasks 1-4 of the Pinnacle Consulting Group, Inc. proposal for The Cove in the amount of \$3,750, to allow additional time for the Boards to review and consider the remainder of the proposal scope and fee.

Filing 3 Capital Acceptance: Mr. Woolard reviewed the Pinnacle Consulting Group, Inc. proposal for Filing 3 capital acceptance services. Following review

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and discussion, upon motion duly made by Director Tarufelli, seconded by Director Robbins, and upon vote, unanimously carried, it was

RESOLVED to approve tasks 1-4 of the Pinnacle Consulting Group, Inc. proposal for Filing 3, in the amount of \$3,750, to allow additional time for the Boards to review and consider the remainder of the proposal scope and fee.

FINANCIAL MATTERS

Ratification of payment of claims: Ms. Janzen reviewed with the Boards the payables listing dated December 1, 2018 through January 31, 2019 totaling \$161,553.32 including BBVA Compass and 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 ending January 31, 2019.

Unaudited Financial Statements: Ms. Janzen reviewed with the Boards the unaudited Financial Statements for the period ending December 31, 2018 and answered questions. Upon motion duly made by Director Tarufelli, seconded by Director Robbins, and upon vote, unanimously carried, it was

RESOLVED to accept the unaudited Financial Statements for the period ending December 31, 2018.

2018 Audit Engagement Letter: Ms. Janzen reviewed with the Boards the Fiscal Focus Partners 2018 Audit Engagement Letters for St. Vrain Lakes Metropolitan Districts No. 1 and No. 2. Ms. Janzen noted Audit Exemptions will be filed for St. Vrain Lakes Metropolitan Districts No. 3 and No. 4. Following review and discussion, upon motion duly made by Director Tarufelli, seconded by Director Simpson, and upon vote, unanimously carried, it was

RESOLVED to approve the Fiscal Focus Partners 2018 Audit Engagement Letters for St. Vrain Lakes Metropolitan Districts No. 1 and No. 2.

MANAGEMENT & OPERATIONS MATTERS

Manager's Report: Ms. Green reviewed with the Boards the written Management Report dated February 13, 2019 and answered questions.

Temporary Operation and Funding Agreement: Ms. Green recommended the Boards consider establishing an interim operational agreement between Barefoot Lakes, LLC and the District, as it is anticipated the final close out and acceptance process will be wrapping up after The Cove is open for residents to utilize. It was the consensus of the Boards to authorize the

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Districts' management and legal team to draft the Temporary Operation and Funding Agreement for review at the next regular meeting.

Policies and Procedures Regarding Recreational Amenities: Ms. Green recommended the Boards consider drafting exhibits to the Policies and Procedures Regarding Recreational Amenities to incorporate all new amenities coming online in 2019. It was the consensus of the Boards to authorize the Districts' management and legal team to draft exhibits addressing all new amenities coming online in 2019 in the Policies and Procedures Regarding Recreational Amenities for review at the next regular meeting.

Lakes Operations and Maintenance: Ms. Green reviewed the 2018 Annual Solitude Lake Management report with the Boards. Solitude Lake Management is recommending additional measures in 2019 to continuously monitor and improve fish health and growth by conducting a biological survey in the Spring of 2019, including rough fish removal. Ms. Green noted the Boards will be asked to consider approval of this additional scope of work under the Contract Modifications Report agenda item.

District Engineer Report: Mr. Provencio reviewed with the Boards the written District Engineer Report provided by Kimley-Horn and Associates and answered questions.

Ratification of Independent Contractor Agreements Report: Ms. Green reviewed with the Boards the following 2019 Facilities Operations and Maintenance Independent Contractor Agreements Report associated with the adopted 2019 Budget appropriations:

1. Rocky Mountain Wildlife Services, Inc.
2. High Plains Environmental Center
3. Foothills Landscape Management, LLC
4. Playground Safety Solutions, LLC

Following review, upon motion duly made by Director Robbins, seconded by Director Carro, and upon vote, unanimously carried, it was

RESOLVED to ratify the Independent Contractor Agreements Report as presented.

Consider Approval of Contract Modifications Report: Ms. Green reviewed with the Boards the Contract Modifications Report and recommended approval of Addendums to Independent Contractor Agreements as follows:

1. Kimley-Horn and Associates, Inc. Addendum 2019-01 for initial project understanding, not to exceed \$6,740.

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2. Kimley-Horn and Associates, Inc. Addendum 2019-02 for project coordination and meeting attendance, not to exceed \$13,550.
3. Solitude Lake Management Addendum 2019-01 for annual lake management services, not to exceed \$47,929.
4. Solitude Lake Management Addendum 2019-02 for lake water quality monitoring, not to exceed \$26,754.
5. Solitude Lake Management Addendum 2019-03 for rough fish removal services, not to exceed \$11,080. Ms. Green noted this addendum is not reflected on the Contract Modifications Report distributed to the Board for review.

Following review, upon motion duly made by Director Carro, seconded by Director Robbins, and upon vote, unanimously carried, it was

RESOLVED to approve the addendums reflected on the Contract Modification Report and Solitude Lake Management Addendum 2019-03, as listed above.

LEGAL MATTERS

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

RESOLVED to approve the Infrastructure Acquisition and Reimbursement Agreement, 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 Simpson, seconded by Director Tarufelli, and upon unanimous vote, the meeting was adjourned at 6:38 p.m.

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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