

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, March 21, 2012 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 and in accordance with the applicable statutes of the State of Colorado. Except where indicated, the following Directors, having confirmed their continued qualification to serve on the Board by affidavit filed with the District, were in attendance:

Michael George, President
Michael Haskins, Vice President
Anthony Noble, Treasurer
Fenna Tanner, Director
Earleen Brown, Director
Chuck Britton, Director

Absent: Mary Schumer (absence excused).

Also present were Andrew Pimental, District Manager, Micaela Duffy, District Accountant, GVR Metropolitan District; Barbara T. Vander Wall, Seter & Vander Wall, P.C., legal counsel; Brandy Haskins, Jim Tanner, Eric Gravenson, Jose Martinez, Elaine Smith, Mariann Toomey, District residents; and Charlie Foster, Town Center Metropolitan District.

Call to Order / Quorum

Director Michael George noted that a quorum of the Board existed with six directors present. Thereafter, Director George called the regular meeting of the Board of Directors of the GVR Metropolitan District to order.

Approval of Agenda

The Board reviewed the agenda, and upon motion, second and unanimous vote, the Board approved the agenda as presented.

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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 (with the exception of Director Britton) had been filed with the Secretary of State prior to the meeting.

No additional conflict disclosures were announced.

Approval of Minutes

The minutes of the regular meeting of the Board of Directors held February 25, 2012, were read. Upon motion, second and vote of five in favor, and one opposed (Director Britton), the Board approved the minutes as presented.

Public Comment Period:

- Public:

Ms. Brandy Haskins spoke on the opening of a new Charter Montessori Elementary School, at Peoria and I-70. The school requires 105 children to sign up for the 2012-2013 school year by April 20, 2012 to meet the DPS charter requirements.

Ms. Elaine Smith reported that the AARP Chapter is now officially formed.

- HOA:

Ms. Toomey spoke on the closure of the HOA office and the savings of \$31,125 per year achieved by combining space with the District.

- CAB:

Ms. Elaine Smith reported that the Citizens Advisory Board held its quarterly meeting and discussed community concerns regarding the oil drilling south of DIA, fracking and air pollution.

- Denver Police Dept.:

There were no representatives from the Denver Police Department present.

Attorney's Report

Ms. Vander Wall directed the Board members to her written legal report, which identifies outstanding items for the Board, including updates on recent legislative activity, and on the results of the election activity to date.

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Board Reports:

- February Financials

Director Noble presented to the Board the financial report for the District for the period ending February 28, 2012, including property tax collection report. Following discussion, and upon motion duly made, seconded and a vote of five in favor, one opposed (Director Britton), the Board accepted the February financials as presented.

Ms. Duffy reported that the District has received information on the District's billing for the SDF owed by the church property; the funds are expected to be received in 2012.

- Claims Report

Director Noble next reviewed with the Board the revised listing of claims payable through current date. Upon motion duly made, seconded and vote of five in favor to one opposed (Director Britton), the Board approved the payment of claims as presented.

- District Manager Report

Mr. Pimental referred the Board members to his written monthly report, and reported on the highlights. He announced that the GOCO planning grant application was submitted on March 2, 2012; he expects to find out the results in June.

The District is in the process of putting out request for proposals for the master planning project. Mr. Pimental expects to work on a proposed contract in April. The two options for the District include a scope of work assuming the District has been awarded the grant funds, and a reduced scope of work without grant fund revenues.

Mr. Pimental acknowledged Ms. Mariann Toomey for her assistance in planning and future planting of the seasonal flower garden in front of the District Office building. He noted that the District will be able to achieve significant cost savings by bringing this planting work in-house. He and staff are in the process of interviewing and hiring seasonal landscape staff.

Discussion Items / Unfinished

Business:

- Discussion re District Investment Strategies / Strategic Plan

Director Noble updated the Board on the research regarding investment strategy for the District. The District's goal had been to earn a net amount of \$65,000 in interest earnings, or 3.5% on the District's available investment funds. He has now met with a

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financial consultant with expertise in governmental investment and learned that certain types of investment funds are not available to the District. Because of the short time frame of less than three years for investing, the 3.5% goal is unobtainable. Therefore, he will now be looking at other investments and also focus efforts on possible financial-related expense reductions.

Update re Detention Pond Work

Mr. Pimental updated the Board on the status of the detention pond work. Denver has commenced the process to fabricate a new water quality vault for the pond.

Update re May 2012 Directors Election

Ms. Vander Wall reported from her legal status report on the May, 2012 director election. Interested parties submitted their self-nomination forms by March 2nd. There were five candidates for four vacancies on the Board. Following discussion among several of the candidates, Eric Gravenson graciously agreed to withdraw his name as a candidate in order to prevent triggering an election, which saved the District money. The four candidates were declared elected by acclamation and will be seated at the May 16, 2012 regular Board meeting following the taking of the oath of office. The elected directors are Mary Schumer, Anthony Noble, Roger Rohrer and Elaine Smith.

Other

There was discussion regarding the community sign located at Ensenada and 38th Avenue, which was recently destroyed by a car accident. The District is obtaining the police report and expects to submit an insurance claim against the car driver responsible for the accident. Alternatively, the District will submit a claim to its own insurance.

Discussion Items / New Business:

- 2012 District Projects

Mr. Pimental provided a brief update on the status of the District's work plan.

- Dodge Sign Contracts

Mr. Pimental presented two contracts with Dodge Sign Company for approval. The first contract is for the painting of a monument at 48th and Himalaya; the second contract is for the painting of the community sign located at the community garden. Following discussion and some minor corrections to the contract text, and upon motion by Director Haskins, second by Director Noble, and

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vote of five in favor, one opposed (Director Britton), the Board approved the contracts with the modifications discussed.

- Noble Erosion Contract

Next, Mr. Pimental presented a contract with Noble Erosion to perform the detention pond maintenance work at 42nd and Lisbon. He indicated that there are not many contractors who provide pond maintenance services, and that the pricing is good for the District. The work will involve cleanup at the two inlets where there is excessive sediment buildup, and some tree removal from the concrete trickle channels. Following discussion, and upon motion, second and vote of five in favor, one opposed (Director Britton), the Board approved the contract with the modifications noted.

Public Comment

A homeowner presented an appeal of a lien against her house. She was advised to take her issue to the HOA Board.

Mr. Charlie Foster reported that the Japanese-American Society has agreed to donate 100 cherry trees to be planted around the pond in the Town Center park area this Spring, and has further agreed to do this again over the subsequent two years, for a total of 300 donated cherry trees. A reception will take place on April 15, 2012.

Director Items

Director Fenna Tanner inquired as to the status of development of the LDS Church property; Mr. Pimental stated that they are set to break ground in the April – May time frame. The Board discussed Church signs and compliance with permitting.

Director Britton spoke on his contact with other metro districts in the state, including Highlands Ranch, and what he has learned from these contacts. Director Britton discussed the District's accumulated expenditure of debt service payments over 25 years in the amount of \$150m. The Board disagreed with the calculation. Director Noble pointed out that a significant portion of this amount is interest payments.

Executive Session

There were no items for executive session at this time.

Other Business

There was no other business 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 7:45 p.m.

Secretary for the Meeting

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