

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
LITTLETON VILLAGE METROPOLITAN DISTRICT NOS. 1-3
HELD
NOVEMBER 27, 2018

A special meeting of the Board of Directors of the Littleton Village Metropolitan District Nos. 1-3 was held on November 27, 2018 at 5:30 p.m. at South Fellowship Church, 6560 South Broadway, Littleton, CO 80121. The meeting was open to the public.

Attendance

In attendance were the following Directors:

Gardiner G. Hammond (District No. 1 and District No. 3)
Theodore E. Cox (District No. 1 and District No. 3)
Chrystia Losianovich (District No. 2)
Holly Bundschu (District No. 2)
Phil Cernanec (District No. 2)

Also in attendance were:

Denise Denslow, Geol Scheirman & Thuy Dam; CliftonLarsonAllen
LLP ("CLA")
William Ankele & Trish Harris; White Bear Ankele Tanaka & Waldron
Ryan Thompson; City of Littleton
Mike Bolsinger; Resident
Michael Williams; Resident
Lynn Christensen; Resident

Call to Order/Declaration
of Quorum/Joint Meetings

The Boards of Directors of Littleton Village MD Nos. 1, 2 & 3 called the meeting to order at 5:35 p.m. and confirmed quorum was present.

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Director Qualifications
Conflicts of Interest /
Reaffirmation of
Disclosures

The Boards were advised that pursuant to Colorado law, certain disclosures by the Boards' members may be required prior to taking official action at the meeting. The Boards reviewed the Agenda for the meeting, following which each Board member confirmed the contents of 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.

The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Presentation

Mr. Ryan Thompson, with the City of Littleton, provided a presentation to the Board regarding the Community Development and the Mediation Program through the City of Littleton. Mr. Thompson asked to be used as a resource for issues in the community.

Public Comments

Director Bundschu voiced her concern regarding the sightline at Logan and Fremont, due to construction trailers being parked at this location. Ms. Denslow will follow up with Century and the City of Littleton to obtain a sight triangle for this intersection.

Consider Appointment
Of Directors and
Architectural Review
Committee Members

Consider Appointment of Directors (District No. 2)

Upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried, the Board appointed Mr. Mike Bolsinger and Mr. Michael Williams to the District No. 2 Board.

Consider Appointment of Directors (District No. 3)

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board appointed Mr. Jack Buchanan, Ms. Sherry Buchanan and Mr. John Buchanan to the Board.

Consider Appointment of Architectural Review Committee Members for
District No. 2 Covenants (District No. 1)

Upon a motion duly made by Director Cox, seconded by Director Hammond and, upon vote, unanimously carried, the Board appointed Mr. Tom Paulsen to the Architectural Review Committee.

Approval of
Consent Items

Review and Consider Approval of October 23, 2018 Special Board Meeting
Minutes (District Nos. 1-3)

Review and Consider Approval of 2019 Administrative Resolution (District
Nos. 1-3)

Ratification of 2017 Annual Report (District Nos. 1-3)

Review and Consider Approval of Independent Contractor Agreement with Brightview Landscape Services for Snow Removal for 2018-2019 (District No. 1)

Review and Consider Approval of Resolution Adopting Personal Data Privacy Policy (District No. 1)

Following review, upon a motion duly made by Director Cox, seconded by Director Hammond and, upon vote, unanimously carried, the Board approved the Consent Items for District Nos 1&3, as presented.

Following review, upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried, the Board approved the Consent Items for District No. 2, as presented.

Financial Items

Review, Ratify and Approval of Claims (District No. 1)

Ms. Dam presented the claims to the Board.

Following review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the claims, for \$106,654.73 as presented.

Review and Acceptance of Current Cash Position (District Nos. 1-3)

Ms. Dam reviewed the cash position with the Board.

Following review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the cash position for District Nos. 1 & 3, as presented.

Following review, upon a motion duly made by Director Bundschu, seconded by Director Cernanec and, upon vote, unanimously carried, the Board approved the cash position for District No. 2, as presented.

Ratify 3rd Quarter Continuing Disclosure Report (District No. 2)

Upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried the Board ratified approval of the 3rd Quarter Continuing Disclosure Report, as presented.

2018 Budget Amendment Public Hearings

Conduct Public Hearing to Consider Amending the 2018 Budget; Consider Approval of Resolution to Amend 2018 Budget for District No.1

Upon a motion duly made by Director Hammond, the Board opened the public hearing at 6:52 p.m. No public comment. Upon a motion duly made by Director Cox, the Board closed the public hearing at 6:53 p.m.

Ms. Dam reviewed the 2018 amended budget for District No. 1 with the Board.

Following review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the 2018 budget amendment and resolution to amend the 2018 budget for District No.1.

Conduct Public Hearing to Consider Amending the 2018 Budget; Consider Approval of Resolution to Amend 2018 Budget for District No. 2

Upon a motion duly made by Director Cernanec, the Board opened the public hearing at 6:54 p.m. No public comment. Upon a motion duly made by Director Bundschu, the Board closed the public hearing at 6:55 p.m.

Ms. Dam reviewed the 2018 amended budget for District No. 2 with the Board.

Following review, upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried, the Board approved the 2018 budget amendment and resolution to amend the 2018 budget for District No. 2.

2019 Budget Hearings

Conduct Public Hearing to Consider Adoption of the 2019 Budget, Appropriation of Funds for Expenditures and Certification of Mill Levies; Consider Approval of Resolution to Adopt the 2019 Budget, Appropriating Funds for Expenditures and Certifying Mill Levies for District No. 1

Upon a motion duly made by Director Hammond, the Board opened the public hearing at 7:12 p.m. No public comment. Upon a motion duly made by Director Hammond, the Board closed the public hearing at 7:12 p.m.

Ms. Dam reviewed the 2019 Budget with the Board.

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the 2019 Budget and Resolution to adopt the 2019 budget,

appropriating funds for expenditures and certifying mill levies for District No. 1, as presented.

Conduct Public Hearing to Consider Adoption of the 2019 Budget, Appropriation of Funds for Expenditures and Certification of Mill Levies; Consider Approval of Resolution to Adopt the 2019 Budget, Appropriating Funds for Expenditures and Certifying Mill Levies for District No. 2

Upon a motion duly made by Director Cernanec, the Board opened the public hearing at 7:13 p.m. No public comment. Upon a motion duly made by Director Cernanec, the Board closed the public hearing at 7:13 p.m.

Ms. Dam reviewed the 2019 Budget with the Board.

Upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried, the Board approved the 2019 Budget and Resolution to adopt the 2019 budget, appropriating funds for expenditures and certifying mill levies for District No. 2, as presented.

Conduct Public Hearing to Consider Adoption of the 2019 Budget, Appropriation of Funds for Expenditures and Certification of Mill Levies; Consider Approval of Resolution to Adopt the 2019 Budget, Appropriating Funds for Expenditures and Certifying Mill Levies for District No. 3

Upon a motion duly made by Director Hammond, the Board opened the public hearing at 7:15 p.m. No public comment. Upon a motion duly made by Director Hammond, the Board closed the public hearing at 7:15 p.m.

Ms. Dam reviewed the 2019 Budget with the Board.

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the 2019 Budget and Resolution to adopt the 2019 budget, appropriating funds for expenditures and certifying mill levies for District No. 3, as presented.

Discuss Imposition of Maintenance Fees in Relation to the AMLI Apartments and the Century Condominiums

Upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried, the Board approved the imposition of maintenance fees in relation to the AMLI Apartments and Century Condominiums in the amount of \$20 per month for each apartment

unit and each condominium unit. Legal counsel will prepare the appropriate resolution for execution and recording.

Review and Consider Approval of Engagement with Stratagem for 2018 Audit

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the engagement letter with Stratagem for 2018 Audit services for District No. 1.

Upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried, the Board approved the engagement letter with Stratagem for 2018 Audit Services for District No. 2.

Other

None.

Manager Items

Dog Park Update

Ms. Denslow provided an update on the Dog Park to the Board. She noted that legal will send a timeline regarding contracts to the Board. Ms. Denslow will also provide a report of the testing results to the Board by the end of the month.

2019 Landscape Maintenance

Mr. Scheirman informed the Board that additional 2019 landscape maintenance bids will be presented at the January Board meeting.

Discuss Status of Century Water Invoicing Issue

Ms. Denslow provided an update on the status of Century Water invoicing to the Board. Ms. Denslow will quantify the amounts paid by Century and the District for both domestic and irrigation meters and report back to the Board.

Discuss District Insurance, Review Renewal Schedule & Authorize Renewal of District Insurance and SDA membership

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board authorized the renewal of District insurance and SDA membership for District Nos. 1 & 3.

Upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried, the Board authorized the renewal of District insurance and SDA membership for District No. 2.

Review and Consider Approval of Addendum to Independent Contractor Agreement with Brightview for 2019 Landscape Maintenance

This item was discussed above under “2019 Landscape Maintenance.” No action was taken at this time.

Other

None.

Legal Items

Review and Consider Approval of 2019 Extension to Agreement with Hammond Site Resources

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved a 2019 extension to agreement with Hammond Site Resources on a time and material basis, with any work to be approved by the Board of District No. 1, after consultation with the Board of District No. 2 or District No. 3, as appropriate. The Board also approved an amendment to the Agreement with Hammond Site Resources for \$6,779 for road work subcontracted with P&H.

Review and Consider Engagement of MCD Professional Consulting for inspection of alley/driveway issues

This item was tabled.

Review and Consider Resolution Regarding Acceptance of Public Improvements (Richmond Parcel – Common Sewer, Common Drainage, Common Landscape, Common Lighting and Common Mailbox Improvements)

This item was tabled.

Review and Consider Resolution Regarding Acceptance of Public Improvements (Richmond Tract Landscaping) (open space east of the Richmond single family homes)

This item was tabled.

Review and Consider Resolution Regarding Acceptance of Public Improvements (Richmond Parcel – Common Access Improvements (alleys))

This item was tabled.

Review and Consider Resolution Regarding Acceptance of Public Improvements (Century Parcels – Access Improvements) (alleys)

Upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried, the Board approved

Resolution regarding Acceptance of Public Improvements (Century Parcels – Access Improvements) (alleys), as presented.

Review and Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the engagement letter with White Bear Ankele Tanaka & Waldron for legal services for District Nos. 1 & 3, as presented.

Upon a motion duly made by Director Cernanec, seconded by Director Bundschu and, upon vote, unanimously carried, the Board approved the engagement letter with White Bear Ankele Tanaka & Waldron for legal services for District No. 2, as presented.

Other

None.

Director Items

The Board discussed concerns regarding consistency of ice and snow removal throughout the community.

Other Business

The Board acknowledge the resignation of Director Cox from District No. 3.

Next Meeting

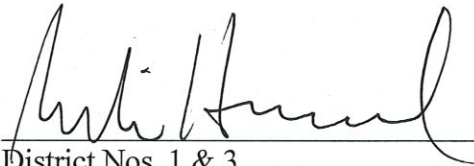
Confirm Quorum for December 25th, 2018 Special Board Meeting

The Board cancelled the December 25th, 2018 special board meeting.

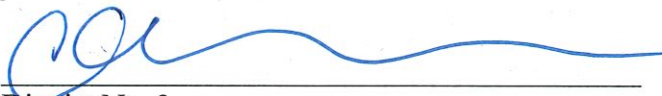
Adjournment

Upon a motion duly made by Director Hammond, the Board adjourned the meeting at 9:15 p.m.

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



District Nos. 1 & 3



District No. 2