

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
LITTLETON VILLAGE METROPOLITAN DISTRICT NOS. 1-3
HELD
DECEMBER 10, 2019

A special meeting of the Board of Directors of the Littleton Village Metropolitan District Nos. 1-3 was held on December 10, 2019 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)

Phil Cernanec (District No. 2)

Holly Bundschu (District No. 2)

Chrystia Losianovich (District No. 2)

Michael Bolsinger (District No. 2)

Michael Williams (District No. 2)

Jack Buchanan (District No. 3)

Johnny Buchanan (District No. 3)

Also in attendance were:

Denise Denslow, Geol Scheirman & Thuy Dam; CliftonLarsonAllen
LLP (“CLA”)

Trish Harris; White Bear Ankele Tanaka & Waldron (via telephone)

Brenda Owings & Cindy Myers; Century Communities

Lynn Christensen; Resident

Ken Martinelli; Resident

Karma Dingman; 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 5:30 p.m. and confirmed quorum was present. The absence of District No. 3 Director Sherry Buchanan was excused.

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.

Public Comments

The public requested the District review management and legal services agreement options.

Ms. Lynn Christensen inquired about Century Communities supervision throughout the community, noting trash complaints and trailer parking in residential parking spots. Ms. Owings, with Century Communities, will address.

Discussion ensued regarding appointment of a committee for traffic issues within the community and red striping options in alleyways. No action was taken at this time.

Approval of
Consent Items

Review and Consider Approval of August 27, 2019 Regular Board Meeting Minutes (District No. 1)

Review and Consider Approval of 2020 Administrative Resolution (District No. 1)

Ratification of 2018 Annual Report (District No. 1)

Following review, upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the Board approved the Consent Items for District No. 1, as presented.

Review and Consider Approval of September 24, 2019 Regular Meeting Minutes (District Nos. 2&3)

Review and Consider Approval of 2020 Administrative Resolution (District Nos. 2&3)

Ratify 2018 Annual Report (District Nos. 2&3)

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

Following review, upon a motion duly made by Director Jack Buchanan, seconded by Director Johnny Buchanan and, upon vote, unanimously carried, the Board approved the Consent Items for District No. 3, 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 and, upon vote, unanimously carried, the Board approved the District No. 1 claims, as presented.

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

Ms. Dam reviewed the cash position with the Boards.

Following review, upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the Board approved the cash position for District No. 1, as presented.

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

Following review, upon a motion duly made by Director Jack Buchanan, seconded by Director Johnny Buchanan and, upon vote, unanimously carried, the Board approved the cash position for District No. 3, as presented.

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

Upon a motion duly made by Director Bolsinger, seconded by Director Williams and, upon vote, unanimously carried the Board ratified approval of the 3rd Quarter Continuing Disclosure Report for District No. 2, as presented.

2019 Budget Amendment Public Hearings

Conduct Public Hearing to Consider Amending the 2019 Budget; Consider Approval of Resolution to Amend 2019 Budget for District No.1

Upon a motion duly made by Director Hammond, the Board opened the public hearing at 5:55 p.m. No public comment. Upon a motion

5duly made by Director Hammond, the Board closed the public hearing at 5:56 p.m.

Ms. Dam reviewed the 2019 amended budget for District No. 1 with the Board.

Following review, upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the Board approved the 2019 budget amendment and resolution to amend the 2019 budget for District No.1.

Conduct Public Hearing to Consider Amending the 2019 Budget; Consider Approval of Resolution to Amend 2019 Budget for District No. 2

Ms. Dam informed the District No. 2 Board that this item was not needed.

Conduct Public Hearing to Consider Amending the 2019 Budget; Consider Approval of Resolution to Amend 2019 Budget for District No. 3

Upon a motion duly made by Director Jack Buchanan, the Board opened the public hearing at 6:05 p.m. No public comment. Upon a motion duly made by Director Jack Buchanan, the Board closed the public hearing at 6:06 p.m.

Ms. Dam reviewed the 2019 amended budget for District No. 3 with the Board.

Following review, upon a motion duly made by Director Jack Buchanan, seconded by Director Johnny Buchanan and, upon vote, unanimously carried, the Board approved the 2019 budget amendment and resolution to amend the 2019 budget for District No.3.

2020 Budget Hearings

Conduct Public Hearing to Consider Adoption of the 2020 Budget, Appropriation of Funds for Expenditures and Certification of Mill Levies; Consider Approval of Resolution to Adopt the 2020 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 7:15 p.m. No public comment. Upon a motion duly made by Director Hammond, the Board closed the public hearing at 7:16 p.m.

Ms. Dam reviewed the 2020 Budget with the Board.

Upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the Board approved the 2020 Budget and Resolution to adopt the 2020 budget, appropriating funds for expenditures and certifying mill levies for District No. 1, as presented.

Conduct Public Hearing to Consider Adoption of the 2020 Budget, Appropriation of Funds for Expenditures and Certification of Mill Levies; Consider Approval of Resolution to Adopt the 2020 Budget, Appropriating Funds for Expenditures and Certifying Mill Levies for District No. 2

Upon a motion duly made by Director Bundschu, the Board opened the public hearing at 7:15 p.m. No public comment. Upon a motion duly made by Director Bundschu, the Board closed the public hearing at 7:16 p.m.

Ms. Dam reviewed the 2020 Budget with the Board.

Upon a motion duly made by Director Bundschu, seconded by Director Losianovich and, upon vote, unanimously carried, the Board approved the 2020 Budget and Resolution to adopt the 2020 budget, appropriating funds for expenditures and certifying mill levies for District No. 2, as presented.

Conduct Public Hearing to Consider Adoption of the 2020 Budget, Appropriation of Funds for Expenditures and Certification of Mill Levies; Consider Approval of Resolution to Adopt the 2020 Budget, Appropriating Funds for Expenditures and Certifying Mill Levies for District No. 3

Upon a motion duly made by Director Jack Buchanan, the Board opened the public hearing at 7:15 p.m. No public comment. Upon a motion duly made by Director Jack Buchanan, the Board closed the public hearing at 7:16 p.m.

Ms. Dam reviewed the 2020 Budget with the Board.

Upon a motion duly made by Director Jack Buchanan, seconded by Director Johnny Buchanan and, upon vote, unanimously carried, the Board approved the 2020 Budget and Resolution to adopt the 2020 budget, appropriating funds for expenditures and certifying mill levies for District No. 3, as presented.

Review and Consider Approval of Engagement with Stratagem for 2019 Audit

Upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the Board approved the engagement letter with Stratagem for 2019 Audit services for District No. 1.

Upon a motion duly made by Director Williams, seconded by Director Bundschu and, upon vote, unanimously carried, the Board approved the engagement letter with Stratagem for 2019 Audit Services for District No. 2.

Other

None.

Manager Items

Dog Park Update

Mr. Scheirman provided an update on the Dog Park to the Board.

Review and Consider Approval of Independent Contractor Agreement with BrightView Landscape Services for Snow Removal for 2019-2020 (District No. 1)

Mr. Scheirman reviewed the BrightView Landscape Services Agreement with regards to the snow removal services with the Board.

Upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the Board approved the 2019/2020 snow removal services for District No. 1 bill at a time and materials rate.

2020 Landscape Maintenance (District No. 1)

Mr. Scheirman reviewed the 2020 Landscape Maintenance proposal with the Board.

Following review, upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the District No. 1 Board approved the 2020 Landscape Maintenance proposal with BrightView Landscape Services, subject to final legal review and for legal to put on District contract template.

Discuss District Insurance, Review Renewal Schedule & Authorize Renewal of District Insurance and SDA membership (District No. 1)

Upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the Board authorized the renewal of District insurance and SDA membership for Community.

Review and Consider Approval of Independent Contractor Agreement with Poo Patrol for 2020 Pet Waste Removal Services (District No. 1)

Mr. Scheirman reviewed the Poo Patrol proposal with the Board.

Following review, upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the District No. 1 Board approved the Poo Patrol Agreement for 2020 Pet Waste Removal Services subject to legal review and be placed on District contract template.

Legal Items

Review and Consider Approval of Resolution Calling a Regular Election of Directors of May 5, 2020 (District Nos. 1-3)

Following review, upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the District No. 1 Board approved the Resolution Calling a Regular Election of Directors on May 5, 2020.

Following review, upon a motion duly made by Director Bolsinger, seconded by Director Bundschu and, upon vote, unanimously carried, the District No. 2 Board approved the Resolution Calling a Regular Election of Directors on May 5, 2020.

Following review, upon a motion duly made by Director Jack Buchanan, seconded by Director Johnny Buchanan and, upon vote, unanimously carried, the District No. 3 Board approved the Resolution Calling a Regular Election of Directors on May 5, 2020.

Discuss and Consider Revisions/Comments to License Agreement with Gamkins, LLC for use of District space for food trucks

This item is closed due to Gamkins, LLC withdrawing from the project.

Review and Consider Approval of a Memorandum of Understanding between District No. 2 and District No. 3

This item was tabled.

Review and Consider Approval of an Infrastructure Acquisition and Reimbursement Agreement between District No. 3 and Loch Lomond IV, et. al.

This item was tabled.

Review and Consider Approval of Engagement of a District Engineer (District No. 3)

This item was tabled.

Review and Consider Approval of Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges (District No. 3)

Following review, upon a motion duly made by Director Jack Buchanan, seconded by Director Johnny Buchanan and, upon vote, unanimously carried, the District No. 3 Board approved the Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges.

Review and Consider Approval of Resolution Establishing Amended and Restated Guidelines for the Processing and Collection of Delinquent Fees and Charges (District No. 1)

Following review, upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the District No. 1 Board approved the Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges.

Review and Consider Approval of Resolution Adopting Personal Data Privacy Policy (District No. 3)

Following review, upon a motion duly made by Director Jack Buchanan, seconded by Director Johnny Buchanan and, upon vote, unanimously carried, the District No. 3 Board approved the Resolution Adopting the Personal Data Privacy Policy.

Review and Consider Approval of Amended and Restated Resolution Concerning the Imposition of a Water Invoicing Fee (District No. 1)

Following review, upon a motion duly made by Director Hammond, and upon vote, unanimously carried, the District No. 1 Board approved the Amended and Restated Resolution Concerning the Imposition of a Water Invoicing Fee.

Director Items

Other

None.

Other Business

Consider Appointment of Directors (District No. 3)

Upon a motion duly made by Director Jack Buchanan, seconded by Director Johnny Buchanan and, upon vote unanimously carried, the District No. 3 Board approved the appointment of Mr. Brian Mulqueen and Ms. Cynthia Myers to the District No. 3 Board.

Consider Appointment of ARC Members relative to the District No. 3 Covenants (District No. 1)

Upon a motion duly made by Director Hammond and, upon vote, unanimously carried, the District No. 1 Board approved appointment of Mr. Jack Buchanan, Mr. Johnny Buchanan and Ms. Sherry Buchanan to the Architectural Review Committee (“ARC”) for District No. 3. Director Hammond also approved the removal of Jennifer McElyea, and any other Watt representative from the ARC for District No. 3.

Next Meeting

Confirm Quorum for December 25th, 2018 Special Board Meeting

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

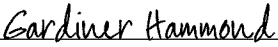
Adjournment

Upon a motion duly made by Director Hammond, the District No. 1 Board adjourned the meeting at 8:17 p.m.

Upon a motion duly made by Director Bolsinger, the District No. 2 Board adjourned the meeting at 8:17 p.m.

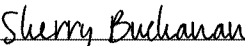
Upon a motion duly made by Director Jack Buchanan, the District No. 3 Board adjourned the meeting at 8:17p.m.

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

DocuSigned by:

District No. 1

DocuSigned by:

District No. 2

DocuSigned by:

District No. 3

Certificate Of Completion

Envelope Id: E57BBFEBA5EA4F77B2E859ECFEAC1E34
 Subject: Please DocuSign: 4a. 12-10-19 DRAFT MINUTES (LEGAL APPROVED)_2019.docx
 Client Name: Littleton Village Metropolitan District No. 2
 Client Number: 011-044525
 Source Envelope:
 Document Pages: 9 Signatures: 3
 Certificate Pages: 5 Initials: 0
 AutoNav: Enabled
 EnvelopeId Stamping: Enabled
 Time Zone: (UTC-06:00) Central Time (US & Canada)

Status: Completed

Envelope Originator:
 Megan Liesmaki
 220 South 6th Street
 Suite 300
 Minneapolis, MN 55402
 Megan.Liesmaki@claconnect.com
 IP Address: 71.205.25.179

Record Tracking

Status: Original
 7/31/2020 6:55:44 PM
 Holder: Megan Liesmaki
 Megan.Liesmaki@claconnect.com

Location: DocuSign

Signer Events

Gardiner Hammond
 gardiner@hammondsiteresources.com
 Security Level: Email, Account Authentication
 (None)

Signature

DocuSigned by:

 3DE7C1F0392D4E7...

Signature Adoption: Pre-selected Style
 Using IP Address: 24.8.19.175

Timestamp

Sent: 7/31/2020 6:59:20 PM
 Viewed: 8/3/2020 10:19:18 AM
 Signed: 8/3/2020 10:19:42 AM

Electronic Record and Signature Disclosure:

Accepted: 8/3/2020 10:19:18 AM
 ID: 753bf8d0-40b6-425c-bfda-48c6507278fc

Chrystia Losianovich
 chrystia@gmail.com
 Security Level: Email, Account Authentication
 (None)

DocuSigned by:

 9B65C32FF77472...

Signature Adoption: Pre-selected Style
 Using IP Address: 71.56.245.53
 Signed using mobile

Sent: 8/3/2020 10:19:44 AM
 Viewed: 8/7/2020 7:18:59 AM
 Signed: 8/7/2020 7:19:17 AM

Electronic Record and Signature Disclosure:

Accepted: 8/7/2020 7:18:59 AM
 ID: 29e5474d-7775-4b6a-ab00-b29bfd2c7965

Sherry Buchanan
 sherry@bbv1.com
 Security Level: Email, Account Authentication
 (None)

DocuSigned by:

 1A396E5C421D4FE...

Signature Adoption: Pre-selected Style
 Using IP Address: 107.77.200.4
 Signed using mobile

Sent: 8/7/2020 7:19:18 AM
 Resent: 8/12/2020 11:28:07 AM
 Viewed: 8/14/2020 1:31:35 PM
 Signed: 8/14/2020 1:31:59 PM

Electronic Record and Signature Disclosure:

Accepted: 8/7/2020 12:17:44 PM
 ID: 448a76e4-8fad-4e74-8c2a-872460abcfa2

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	8/12/2020 11:28:07 AM
Certified Delivered	Security Checked	8/14/2020 1:31:35 PM
Signing Complete	Security Checked	8/14/2020 1:31:59 PM
Completed	Security Checked	8/14/2020 1:31:59 PM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, CliftonLarsonAllen LLP (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact CliftonLarsonAllen LLP:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: BusinessTechnology@CLAconnect.com

To advise CliftonLarsonAllen LLP of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at BusinessTechnology@CLAconnect.com and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from CliftonLarsonAllen LLP

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with CliftonLarsonAllen LLP

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

By selecting the check-box next to 'I agree to use electronic records and signatures', you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.