

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
LITTLETON VILLAGE METROPOLITAN DISTRICT NOS. 1-3
HELD
AUGUST 10, 2016

A special meeting of the Board of Directors of the Littleton Village Metropolitan District Nos. 1-3 was held on August 10, 2016 at 10:30 a.m. at the Offices of WBA, 2154 East Commons Ave, Ste 2000 a.m., Centennial, Colorado. The meeting was open to the public.

Attendance

In attendance were the following Directors:

Gardiner G. Hammond
Theodore E. Cox

Also in attendance were:

Denise Denslow, Stephanie Net and Jason Carroll; CliftonLarsonAllen LLP ("CLA")
Trisha Harris, Esq. and William Ankele; White Bear Ankele Tanaka & Waldron
Stephanie So and Jen McElyea; Watt Investments Partners

Call to Order/Declaration
of Quorum/Joint Meetings

Director Hammond noted that a quorum of the Boards was present and the joint special meeting of the Boards of Directors of Littleton Village MD Nos. 1-3 was called to order at 10:42 a.m.

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.

Consent Agenda

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board approved the consent agenda.

Public Comment

No comments.

Financial Matters

Review and Ratify/Approve Current Claims

Mr. Carroll distributed the current payables. After review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board ratified approval of previous claim, represented by check number 1313, and approved the current payables, represented by check number 1315-1325.

Review and Acceptance of the June 30, 2016 Financial Statements and Current Cash Position

Mr. Carroll reviewed the financials with the Board. Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board accepted the June 30, 2016 financial statements and current cash position.

Review and Approve 2nd Quarter continuing Disclosure Report

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board approved the 2nd quarter continuing disclosure report.

Legal Matters

Update on Richmond Agreements

Ms. Harris reported she is awaiting comments on the agreements from Richmond's legal counsel. Ms. Harris will continue to follow up.

Update on Light Pole Project and Shade Canopy Project

Director Hammond reported that the fabrication has started. Ms. Harris updated the Board that the Developer Agreement is being revised.

Review and Approve the Amendment to Southeast Englewood IGA

Ms. Harris reviewed the Amendment and noted that it has been approved by Southeast Englewood. Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board approved the Amendment to Southeast Englewood IGA.

Review and Approve the Assignment of Rights under the Builder Covenants

Ms. Harris updated the Board on the status on the assignment of rights, discussion ensued and Ms. Harris will follow up with Ms. So on the revise assignment.

Executive Session

Not necessary.

Manger Items

Discuss Interim Fee on Non-Resident Properties

This item is deferred until further development with the commercial area.

Architectural Review Request Spreadsheet

This item is for informational purposed, not action is required. The Board reviewed.

Capital Improvement
Matters

Construction Report

Director Hammond briefed the Board on the status of current projects. He stated the City has approved the Park, which should be complete by end of September.

Review and Approval of Change Orders

There were no change orders.

Century Communities Improvements Turnover

Ms. Denslow reported that she has received an email from Century to schedule the landscape turnover walkthrough. She will be requesting a written request with specifics for what will be turned over.

Other Business

Next Meeting

The Board tentatively confirmed a quorum for the next Board meeting on October 10, 2016. Ms. Net will confirm schedules.

Adjournment

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board adjourned the meeting at 11:43 a.m.

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



Secretary for the Meeting

The foregoing minutes were approved on the 17th day of October, 2016.