

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF

GVR METROPOLITAN DISTRICT

Held: Thursday, September 27, 2007 at 6:30 p.m., at the GVR Metropolitan District Office, 18650 East 45th Avenue, Denver, Colorado

Attendance

A special meeting of the Board of Directors of GVR Metropolitan District, Denver, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado with the following directors present and acting:

T.J. Stone, President
Elana Perry, Vice President
Marlene Martin, Secretary/Treasurer
Michael George (absent – unexcused)
Joanne True

Also present were:

Micaela Duffy, Interim District Manager; Gary Haley, Website Committee Chairman.

1. Call to Order

Chairman Stone called the meeting of the Board of Directors of the GVR Metropolitan District to order at 6:45 p.m.

2. Approve Agenda

The Board, by consensus, approved the agenda.

3. Management Agreement with the Master Homeowners Association for Green Valley Ranch

Chairman Stone expressed an interest from the Master Homeowners Association for Green Valley Ranch to enter into a contract with the GVR Metropolitan District to provide management services. Westwind Management resigned as the Master HOA contract manager effective October 5, 2007. The Master HOA is considering ways to replace the services of Westwind Management on a temporary basis through the end of 2007, and on a long-term basis depending on the outcome of the November 2007 election concerning the District's ability to perform Master HOA functions. The master HOA's contract with Westwind Management contained a non-compete clause that could prevent the Master HOA from hiring a former Westwind Management employee by the name of Molly Ryan. The GVR Metropolitan District could hire Molly Ryan as the Master HOA Manager if negotiations between the Master HOA and Westwind Management fail to adequately resolve the effect of the non-compete clause. Molly Ryan is familiar with the Master HOA and the software products used by Westwind Management. The contract between the District and the Master HOA

would take effect upon approval and continue until the end of the year, with the possibility of renewal for up to one additional year.

The Board also discussed the upcoming November election and the District's authority to provide Master HOA services. Chairman Stone explained that if the mill levy passes in November, GVR Metropolitan District would need to amend its Service Plan to include certain Master HOA functions. Until that time, the District would publish a statutorily required 45-day Notice of its intent to add such functions and provide the same notice to the City of Denver and the District Court.

Due to the fact that three members of the District Board also serve as members of the Board of the Master HOA, it was determined that participation in the vote should be limited to the extent possible to District Board members that do not also serve on the Master HOA Board of Directors. To establish a quorum for considering this contract, one member of the District Board should not participate, that being Chairman Stone, and Directors True and Martin should participate as necessary to establish a quorum of three Board members. **Upon motion by Director Perry, seconded by Director Martin, the Board voted (1) one in favor with (2) two abstentions (Directors True and Martin) to approve the contract with the Master HOA and the 45-day Notice procedure if the Master HOA's negotiations with Westwind Management fail to resolve the non-compete clause to the satisfaction of the Master HOA.**

4. Master Homeowners Association for Green Valley Ranch Expenditures

Chairman Stone suggested that, in assisting the Master HOA to continue functioning after the abrupt resignation of Westwind Management, the District be willing to pay certain Master HOA expenditures as are necessary to establish an office and then to invoice the Master HOA for reimbursement of such expenditures. The Master HOA is currently unable to pay necessary start-up expenses because cash accounts have to date been in the control of Westwind Management. The Master HOA has the cash resources to set up an office, but is without the means to pay for equipment and services except by later invoice. Due to the fact that three members of the District Board also serve as members of the Board of the Master HOA, it was determined that participation in the vote should be limited to the extent possible to District Board members that do not also serve on the Master HOA Board of Directors. To establish a quorum for considering this contract, one member of the District Board should not participate, that being Chairman Stone, and Directors True and Martin should participate as necessary to establish a quorum of three Board members.

Upon motion by Director Perry, seconded by Director Martin, the Board voted (1) one in favor with (2) two abstentions (Directors True and Martin) to fund Master HOA start-up costs occurring between this date and December 31, 2007 for establishment of an office for the Master HOA subject to full reimbursement by the Master HOA upon submittal of invoice.

5. Consent Agenda a. **Consent Agenda**

Upon motion by Director Martin, seconded by Director Perry, the Board unanimously approved the consent agenda items.

6. Other Matters No additional matters were presented to the Board.

7. Adjournment **Upon motion duly made and seconded the meeting was adjourned at 7:25 p.m.**

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of the District on 10th day of October, 2007.

Respectfully submitted,

/s/

Marlene A. Martin, Secretary