

## RECORD OF PROCEEDINGS

### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF

#### GVR METROPOLITAN DISTRICT

Held: Thursday, May 1, 2008 at 6:30 p.m., at the GVR Metropolitan District Office, 18650 East 45<sup>th</sup> 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  
Joanne True

#### Also present:

Linda Alexander, Legal Counsel, from Collins, Cockrel & Cole, P.C.,  
Andrew Fisher, Special Legal Counsel, from Nathan Bremer Dumm & Myers, P.C.

1. Call to Order Chairman Stone called the Special Meeting of the Board of Directors of the GVR Metropolitan District to order at 6:51 p.m.
2. Approve Agenda Director True moved, and Director George seconded, to approve the agenda. **The Board approved the motion unanimously.**
3. Conflict of Interest Disclosures Chairman Stone and Directors True and Martin disclosed that they also serve on the HOA Board and that a contract for approval between the HOA and the District is on the agenda.
4. Comment Period There was no public comment.
5. Agenda Items
  - a. **Consideration of Management Contract With the Master Homeowners Association for Green Valley Ranch**

Chairman Stone presented to the Board the terms of a Covenant Enforcement, Design Review, Landscape Maintenance and Management Services contract with the Master Homeowners Association for Green Valley Ranch, which was approved by the HOA Board at a meeting held on May 1, 2008. Director True and Chairman Stone did not participate in the discussion or consideration of the Contract. In order to maintain a quorum,

Director Martin participated in consideration and discussion of the Contract, and called the Board's attention to three minor revisions made by the HOA Board to the draft provided to the District Board. **After discussion, a motion was made by Director Perry and seconded by Director George, to approve the amendments as presented by the Board. The Board approved the Contract as amended by a vote of two in favor, with an abstention by Director Martin.**

**b. Adoption of Resolution Approving Management Agreement With Master Homeowners Association for Green Valley Ranch**

Director Martin noted for the Board a Resolution authorizing the District's participation in the Covenant Enforcement, Design Review, Landscape Maintenance and Related Services Agreement with the Master Homeowners Association for Green Valley Ranch. **Upon a motion made by Director George, seconded by Director Perry, a Resolution authorizing and approving the Covenant Enforcement, Design Review, Landscape Maintenance and Related Services Agreement between the District and the Master Homeowners Association for services to be performed by the GVR Metropolitan District was approved by a vote of two (2) in favor and one (1) abstention (Director Martin).** Director True and Chairman Stone did not participate in the discussion or consideration of the Resolution.

6. Executive Session **Upon a motion made by Director Martin, seconded by Director True, with unanimous approval, the Board entered Executive Session at 7:33 p.m. to receive confidential legal advice on specific legal questions pursuant to Section 24-6-402(4)(b), C.R.S.** Special legal counsel, Andrew Fisher, attended the Executive Session to discuss his legal opinion regarding litigation. Attorney Linda Alexander was excused from the Board meeting and the Executive Session at 7:35 p.m.

The special meeting was re-convened from executive session at 8:10 p.m.

7. Other Matters No other matters came before the Board.

8. Adjournment **Upon motion duly made by Director George and seconded by Director True, the Special Meeting was concluded and adjourned at 8:11 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 21<sup>st</sup> day of May, 2008.

Respectfully submitted,

/s/ Marlene A. Martin

Marlene A. Martin, Secretary