

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF

GVR METROPOLITAN DISTRICT

Held: Wednesday, May 21, 2008 at 6:30 P.M., at the GVR Metropolitan District Office, 18650 East 45th Avenue, Denver, Colorado

Attendance A regular 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 (Outgoing Board Member)
Elana Perry, Vice President
Marlene Martin, Secretary/Treasurer (Outgoing Board Member)
Michael George, Vice President
Joanne True
Earleen Brown, President (Recently Elected Board Member)
Anthony Noble, Treasurer (Recently Elected Board Member)
Mary Schumer, Secretary (Recently Elected Board Member)
Charles Britton (Recently Elected Board Member)

Also present were: Andrew Pimental, District Manager; Micaela Duffy, District Accountant; Evan D. Ela, Collins Cockrel & Cole, a professional corporation; Charlie Foster, Oakwood Homes; Gary Haley, Website Committee; Charles Spratt, Walt Cross, John Smith, Elaine Smith, Les Alexander, Clifford Brown, James Davis, Briana Davis and Eric Gravenston.

1. Call to Order Chairman T.J. Stone called the meeting of the Board of Directors of the GVR Metropolitan District to order at 6:34 p.m.

2. Approve Agenda The agenda was approved by consensus of the Board.

3. Conflicts of Interest Disclosures None.

4. Old Business a. **Minutes**
i. April 16, 2008 Regular Board Meeting

Upon motion by Director Michael George, seconded by Director Joanne True, the Board unanimously approved the minutes from the April 16, 2008 Regular Board meeting.

ii. May 1, 2008 Special Board Meeting

Upon motion by Director Joanne True, seconded by Director Elana Perry, the Board unanimously approved the minutes from the May 1, 2008 Special Board meeting.

b. Consideration of Amendment to SDC Policy

Mr. Ela directed the Board's attention to Resolution No. 05-21-08, an amendment of the District's system development charge policy as required by the settlement agreement with Oakwood Homes. Mr. Ela explained that the amendment of the policy consists of the Board's agreement not to collect system development charges from residential development within the District developed by Oakwood Homes after the date of December 31, 2006. **Upon motion by Director Elana Perry, seconded by Director Joanne True, the Board unanimously approved Resolution No. 05-21-08 authorizing revision of the District's system development charge policies.**

c. Consideration of Amendment to Pirnack-Walters Contract

Upon motion by Director Joanne True, seconded by Director Marlene Martin and a vote of four (4) in favor and one (1) opposed, the Board approved to increase the monetary amount specified in the District's contract with Pirmack-Walters by \$442,000 as specified by items 13, 14, 15 & 16 on the 2008 Cash Plan excerpt that was provided to the Board.

d. Financials

Upon motion by Director Elana Perry, seconded by Director Marlene Martin, the Board unanimously approved the financial reports and the payment of vouchers as presented.

e. District Manager Report

The Board reviewed the District Manager report. The District Manager agreed to provide drawings of the improvements planned for various medians within the District.

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| 5. Introduction of District Manager | The recently hired District Manager, Mr. Andrew Pimental, was introduced to the Board and the public in attendance. |
| 6. Outgoing Director Items | Chairman T.J. Stone presented a certificate of appreciation to Micaela Duffy for her extended service as the Interim District Manager. |

7. Introduction of New Board Members and Oaths of Office
Chairman T.J. Stone introduced the four new Board members elected at the May 6, 2008 regular Special District election. Oaths of Office were administered by Chairman T.J. Stone to Mr. Anthony Noble, Ms. Mary Schumer, Ms. Earleen Brown and Mr. Charles Britton in unison. The positions and chairs of Directors T.J. Stone and Marlene Martin were relinquished to the new Board members. For the first time, the number of District Board members totaled 7, as approved by the District Court in February 2008, and the election of directors to fill the additional positions in May 2008.

8. Election of Officers
Director Mary Schumer nominated Director Earleen Brown and seconded by Director Charles Britton. Director Elana Perry nominated Director Anthony Noble and seconded by Director Michael George. **By a vote of four (4) in favor of Director Brown, two (2) in favor of Director Noble and one (1) abstention, the Board elected Director Brown as President of the Board.**

Director Joanne True nominated Director Elana Perry, seconded by Director Anthony Noble. Director Mary Schumer nominated Director Michael George, seconded by Director Charles Britton. **By a vote of five (5) in favor of Director George and two (2) in favor of Director Elana Perry, the Board elected Director Michael George as Vice-President of the Board.**

Director Mary Schumer nominated Director Anthony Noble, seconded by Director Charles Britton. Director Michael George nominated Director Mary Schumer which failed for a lack of second. **By a vote of five (5) in favor and two (2) abstentions, the Board elected Director Anthony Noble as Treasurer of the Board.**

Director Michael George nominated Director Mary Schumer, seconded by Director Charles Britton. **By a vote of five (5) in favor and two (2) abstentions, Director Mary Schumer was elected as Secretary of the Board.**

9. Comment Period

a. **Developer Representative(s)**

Mr. Charlie Foster, representative for Oakwood Homes, reported:

- A development company is installing a car wash and self-storage business on the commercial lot located at 41st and Tower which Oakwood Homes sold three years earlier.
- The District should be able to collect a system development charge from the new development.
- Tower Road will be improved to four lanes along its entire length adjacent to the District during 2008.

b. **Master Homeowners Association Representative**

Mr. Paul Hebenstreit reported:

- Approximately 1,000 letters had been sent out to District residents

concerning covenant compliance issues. Staff continue to update homeowner records and make steady improvements to establish a database of all homeowners and properties.

- Precisely how many foreclosures that have been repurchased by homeowners is not known.

c. **Public Comment**

Comments were heard from Mr. Gary Haley and Mr. T.J. Stone.

The CPA licensing process for Director Mary Schumer was questioned by Mr. T.J. Stone and explained by Director Mary Schumer.

Mr. Gary Haley questioned the existence of a conflict of interest on the part of Director Anthony Nobel in voting on certain issues concerning the proposed community center. Director Noble will seek legal advice on that matter.

10. Director Items

Upon request of Director Joanne True, Attorney Ela explained the legal requirement that public notice be posted in advance of any meetings where more than two directors will attend and will discuss District matters. District Manager Pimental described the three places where public notices of meetings will be posted in the District.

In response to questions from Director Charles Britton, Attorney Ela apologized for his firm's failure to provide direct notice of election to each successful candidate.

11. Legal Report

a. **General Steel**

A report on the situation and potential litigation to be given in an Executive Session held later in the meeting.

b. **Video Surveillance System**

A report on the situation and potential litigation to be given in an Executive Session held later in the meeting.

c. **IGA with DPS**

A meeting is being scheduled between the District Community Center Committee and DPS for representatives to tour the site and work out any remaining issues associated with sharing parking and access.

d. **Oakwood Homes Settlement**

The Settlement Agreement with Oakwood Homes had been finalized subsequent to the last regular Board meeting and was necessary to avoid potential litigation. A report to be given in an Executive Session held later in

the meeting.

12. Discussion
Items

a. **Website Project**

Mr. Gary Haley offered to continue his work to establish a website for the Community Center. A new server has been acquired by the District; it has been received and will be used to host the Community Center website.

b. **Community Center Project**

Director Joanne True reported on the upcoming meeting and tour with Denver Public Schools. The two issues recently raised by DPS are its obligation to plan the Community Center's drive lane and the safety of children crossing the parking lots. Director Charles Britton requested to be included at the site visit.

c. **Maintenance Building Project**

The proposed construction of the Maintenance Building will be planned by Pirnack-Walters during its construction of the proposed Community Center. The status of the plan review and approval by the City Planning Department is uncertain. Work will be done to get that project back on track and ready for construction.

d. **Orientation of Board Members**

- Board Member Manuals were provided to the recently elected Board members.
- Fiduciary obligation, potential compensation to Board members, and the descriptions of conflicts of interest were reviewed.
- Director Anthony Noble volunteered to coordinate an orientation session prior to the next Board meeting.
- Executive sessions (the purpose and necessity) and open meetings (the requirements of notice and attendance) were discussed.
- The Board agreed to keep personal information of Board members private and to establish a method for routing website inquiries to the various Directors.

13. Executive
Session

Upon motion by Director Charles Britton, seconded by Director Mary Schumer, **the Board unanimously approved the motion and entered into Executive Session at 8:36 p.m.** for the purpose of holding conferences with the attorney for the District to receive legal advice on specific legal questions, as provided in Section 24-6-402(4)(b), C.R.S. and for determining positions relative to matters that may be the subject of negotiations, developing strategy for negotiations, and/or instructing negotiators as provided by Section 24-6-402(4)(e), C.R.S.

The Board reconvened its regular meeting from Executive Session at 9:26 p.m.

14. Other Matters

- The Board set a goal to provide summaries of the Board meeting Minutes in the HOA newsletter in a timely manner and to make approved Minutes available on the website and otherwise.
- The Board will explore the landscape and maintenance obligations to determine cost-effective ways of providing for the necessary services.
- Director Anthony Noble will work to get cash management protocols established among the new Board members.
- Manager Pimental will work with Chairman Earleen Brown to make the bank signature cards available for Board members so that each of them can gain authority for signing checks as necessary to run operations of the District.
- The Board will determine a plan to reorganize the use of credit cards and cash by District staff.
- Attorney Ela will work with Manager Pimental to develop and distribute job descriptions to Board members.
- A work session was scheduled for Friday, May 30, 2008 at 6:30 p.m. at the designated location. Manager Pimental agreed to post the requisite 24-hour Notice at the designated place.

15. Adjournment

Upon motion duly made and seconded the meeting was adjourned at 10:31 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 18th day of June, 2008.

Respectfully submitted,

/s/ Mary Schumer

Mary Schumer, Secretary