

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, January 6, 2010 at 5:30 P.M. at the
GVR Metropolitan District Office, 18650 East 45th
Avenue, Denver, Colorado.

Attendance

The special meeting of the Board of Directors of the GVR Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their continued qualification to serve on the Board, were in attendance:

Earleen Brown, President
Michael George, Vice President
Anthony Noble*, Treasurer
Mary Schumer, Secretary
Joanne True, Director
VACANCY

Absent: Charles Britton, Director (absence unexcused).

Also present were Andrew Pimental, District Manager, GVR Metropolitan District; Barbara T. Vander Wall and Sandy Thomas, Seter & Vander Wall, P.C., legal counsel; the following members of GVR Metropolitan District staff: Micaela Duffy, District Accountant; Dee Mares, District Office Manager; La Vetta Murray, District Community Programs Manager; Ken Albert, District Facilities Manager; Tom Gibbons, District GIS Technician; and Jim and Fenna Tanner, District residents.

[*Arrived/Departed where indicated.]

Call to Order / Quorum

Director Earleen Brown noted that a quorum of the Board existed with four directors present. Director Noble was

RECORD OF PROCEEDINGS

recognized as anticipated to arrive shortly, based on prior notification. No word had been received regarding the attendance of Director Britton. Following motion, second and unanimous vote, Mr. Britton's absence was determined to be unexcused. Thereafter, Ms. Brown called the special meeting of the Board of Directors of the GVR Metropolitan District to order.

Resignation of Director Elana Perry The Board acknowledged receipt of the resignation of Director Elana Perry, effective as of the date of the written notice, January 4, 2010.

Approval of Agenda The Board reviewed and approved the agenda without revision by a unanimous vote.

Disclosure Matters No conflict disclosures were announced.

At this time, Ms. Vander Wall distributed for each Director a packet of materials which included an affidavit of qualification and conflicts of interest materials. She noted that her firm requests that this information be reviewed and completed at the beginning of each year.

The affidavit serves to have each individual Director confirm his or her qualification to serve on the Board by compliance with the statutory criteria provided in detail on the document.

Ms. Vander Wall also asked the Directors to review the information provided to each Director, describing how to identify a conflict of interest, the requirements under Colorado law for disclosure of such conflicts of interest by each Director, and the liabilities to the individual Directors, and the District, for failure to adequately disclose. Ms. Vander Wall asked each Director to review the contents of the letter, identify all existing and potential conflicts of interest each Director may have in connection with serving as a member of the Board, and complete the enclosed disclosure forms for return to her office. She recommended the Board members take the time prior to the next meeting to review the materials and ask questions as necessary.

Introduction of Staff, Board and Legal Counsel Ms. Vander Wall introduced herself and Sandy Thomas, paralegal, to the District Board and staff. The District's staff

RECORD OF PROCEEDINGS

members each individually introduced themselves, including Micaela Duffy, Accountant, Dee Mares, Office Manager, La Vetta Murray, Community Programs Manager, Ken Albert, Facilities Manager, and Tom Gibbons, GIS Technician. Additionally, residents Jim and Fenna Tanner introduced themselves. Ms. Vander Wall expressed appreciation for the opportunity to serve the District, and a desire to provide valuable legal services to the District in a cost-efficient manner.

[*Micaela Duffy, Dee Mares, La Vetta Murray, Ken Albert, and Tom Gibbons departed the meeting at this time.]

Discussion Items:

Resolution 1-20-10A, Annual Administrative Resolution

Mr. Pimental introduced the draft resolution 1-20-10A, which legal counsel prepared and submitted for consideration of approval. Ms. Vander Wall explained the contents of the resolution, and described it as a resolution which identifies the numerous activities that the District is obligated to address over the course of the fiscal year, as part of the compliance requirements set forth in the various statutes which govern the District. In addition to causing the District to take certain actions which are required at the first meeting of each year, the resolution also serves to delegate a number of functions for which the Board is responsible, and to appoint the appropriate persons/firms who are responsible for the performance of such functions. The Board determined to defer approval of the resolution to the District's next regular meeting, scheduled for January 20, 2010.

[*Director Noble arrived during this discussion.]

2010 Board Election

Ms. Vander Wall acknowledged that the Board has approved an election resolution for the May 2010 directors election, and has determined to hold a polling place election. She reminded the Board that due to recent changes to the state election laws, despite this designation, the District will also be required to provide mail-in ballots for those persons who have requested to be on the "permanent mail-in ballot list." The dual-method of holding an election will result in increased election costs.

Ms. Thomas discussed her role as the District's "Designated Election Official". She will conduct the election with Micaela Duffy, who is the District's Assistant Designated Election Official. This will allow Ms. Duffy to perform a number of the

RECORD OF PROCEEDINGS

District's election activities from the District's office. Ms. Thomas will receive the mail-in ballots at the firm's office, and will be responsible for a number of the election activities, including the election judges' training, and the oversight of the polling place election on May 4, 2010. She advised that she will be available to answer any questions from the District's electors as needed. Ms. Thomas announced that the deadline for receipt of self-nomination forms is February 26, 2010; and March 1, 2010 is the deadline for receipt of any write-in candidates. On March 2, 2010, if there are no more candidates than seats to be filled, the election may be cancelled. The Board members expressed their hope that community members will show an interest in serving on the Board.

District Strategic Plan / Other Goals

Mr. Pimental provided legal counsel with a copy of the District's Strategic Plan. The Strategic Plan was originally approved in 2007, and was recently reviewed and updated by the current Board in August, 2009. The plan provides short-term, mid-term, and long-term goals of the District. The Board discussed the timing for re-visiting the Strategic Plan, and noted that despite the stated intent of the plan being reviewed every three years, the Board had the discretion to review it more or less often as deemed appropriate.

Legal Counsel Transition

Ms. Vander Wall reported that she has been working closely with Mr. Ela and Mr. Pimental over the last six weeks toward the transition of legal counsel services. She expects to receive the District's files shortly, and was appreciative of Mr. Ela's assistance in providing historical background concerning the District's legal issues. Ms. Vander Wall responded to questions concerning the Director bonds required to be filed with the court, as well as the District's annual payment of its liability insurance premiums.

2010 Board Member Orientation

Director Brown introduced the subject of a proposed 2010 board member orientation. She inquired as to legal counsel's experience in such orientations and shared some internet materials regarding leadership and governance trainings used in another state. Ms. Vander Wall noted that it is useful to provide some level of orientation to new board members, to introduce new directors to the District's activities, goals and governance policies. She stated that the District's Strategic Plan would be a useful document to share with new directors.

RECORD OF PROCEEDINGS

She offered a Board Member Manual document which her firm distributes to new directors as an introduction to their role; and noted that the Special District Association provides workshops at the annual conference and at various mid-year sessions which may also be useful.

Old Business:

2010 Landscape Contracts

The Board reviewed the 2010 landscape contracts as follow: Tree Care Services Agreement between the District and Swingle, Inc; Landscape Management Services Agreement between the District and TruGreen Lawn Care, Denver Branch-#5781; and Landscape Maintenance Services Agreement between the District and Urban Farmer. Following discussion of the Contracts, upon motion, second and unanimous vote, the landscape contracts were approved as presented.

2009 Audit Engagement

Mr. Pimental presented the Board with an Audit Engagement letter for audit year 2009. Following discussion, upon motion, second and unanimous approval, the Audit Engagement letter with Haynie & Company was approved.

2010 Meeting Posting and Location Resolution

Mr. Pimental reminded the Board that it had received the 2010 Meeting Posting and Location Resolution. Following discussion, upon motion, second and unanimous approval, the Board approved Resolution 01-06-10 – Meeting Posting and Location Resolution.

Executive Session

There were no items for executive session at this time.

Other Business

There was no other business for discussion at this time.

Adjournment

There being no further business to come before the Board, and upon motion duly made, seconded and unanimously carried, the meeting was adjourned at approximately 7:15 p.m.

Secretary for the Meeting