

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, July 21, 2010 at 6:30 P.M. at the GVR
Metropolitan District Office, 18650 East 45th
Avenue, Denver, Colorado.

Attendance

The regular 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. Except where indicated, the following Directors, having confirmed their continued qualification to serve on the Board by affidavit filed with the District, were in attendance:

Michael George, President
Anthony Noble, Treasurer
Earleen Brown, Director
Charles Britton, Director (affidavit not on file)

Absent: Michael Haskins, Mary Schumer and Fenna Tanner
(absences excused).

Also present were Andrew Pimental, District Manager, GVR Metropolitan District; Barbara T. Vander Wall, Seter & Vander Wall, P.C., legal counsel; Ben Tracy*, Nathan, Bremer, Dumm & Myers, P.C., special litigation counsel to the District; Eric Gravenson, Richard Melano, Mariann Toomey, District residents; and Charlie Foster, Town Center Metro District.

[*Arrived/departed when indicated.]

Call to Order / Quorum

Chairman Michael George noted that a quorum of the Board existed with four directors present. Thereafter, Director George called the regular meeting of the Board of Directors of the GVR Metropolitan District to order.

The Board unanimously agreed to excuse the absences of

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Directors Haskins, Tanner and Schumer, which absences had been previously announced to the Manager in advance of the meeting.

Approval of Agenda

The Board reviewed and approved the agenda, and by a vote of three in favor and one opposed (Director Britton), agreed to revise the agenda to move item no. 11a regarding the 2010 community survey from the “New Business” discussion, to item no. 10, under “Old Business” discussion.

Conflict of Interest/ Disclosure Matters

The Board had been previously advised that pursuant to Colorado law, certain disclosures by the Board members might be required prior to taking official action at the meeting. Legal counsel advised that written disclosures of the conflicts of interest for each Director (with the exception of Director Britton) had been filed with the Secretary of State prior to the meeting. It was noted that Director Britton has been requested to complete the director affidavit and disclosure forms for filing, and that he has elected not to complete the forms.

No additional conflict disclosures were announced.

Approval of Minutes

The minutes of the regular meeting of the Board of Directors held June 16, 2010 were read. Director Brown requested a correction to the spelling of “Gemsbok Consulting.” Upon motion duly made and seconded, the Board approved the minutes as modified by vote of three in favor and one opposed (Director Britton).

Public Comment Period:

- Public Comment

There was no public comment at this time.

- Master HOA for GVR

Ms. Mariann Toomey reported that the HOA will not be holding the “Green Valley Days” (aka GVR Days) event this year; however, there will be a similar event held for the community in August, sponsored by the CAB and other groups.

- CAB

Mr. Richard Melano spoke on behalf of the Citizen’s Advisory Board, and reported on his recent attendance at a meeting regarding options for the relocation of I-70, and the various alternatives discussed. He indicated that there is a working group convened to provide input on the issues.

Attorney’s Report

Ms. Vander Wall directed the Board members to her written legal

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report, which identifies outstanding items for the Board member update. She discussed the details of the three ballot measures which will appear on the Statewide ballot in November, 2010: Proposition 101, Amendment 60 and Amendment 61. The Board discussed adopting a form of resolution at the next Board meeting in opposition to the measures.

Director Items

Director Britton inquired as to the forensic audit performed approximately 15 months ago and whether the District has received any response from the District Attorney's office, to which the response was no. Director Britton next reported that despite his statement in a previous meeting that he was not receiving District mailings, he did in fact receive a District newsletter in the mail, but explained that with that particular mailing he will pick it up in hardcopy form at the office when they are available. Manager Pimental indicated that he would change the mailing list so that Britton no longer receives hard copies of the newsletter. Finally, Director Britton reported that he has been contacted by phone by an anonymous individual who desired to sell him information concerning drug use by past and present District personnel, Board members and contractors.

Director Brown noted that she has information to share regarding Gemsbok Consulting but will defer discussion on this item to a later time.

Board Reports: - June Financials

Director Anthony Noble presented to the Board the financial report for the District for the period ending June 30, 2010. He noted that the District has collected 97% of property tax revenues through June 30. Upon motion duly made and seconded, the Board accepted the June financials by a vote of three in favor to one opposed (Director Britton). The Board next reviewed the list of claims presented, and upon motion duly made, and seconded, the Board approved the payment of the claims as presented, by a vote of three in favor to one opposed (Director Britton).

Director Noble also reported that he met with Micaela Duffy this week regarding the closure of certain checking accounts, and that the accounts are now closed or in the process per the recommendations approved at the last Board meeting.

- District Manager Report

Mr. Pimental directed the Board members to the Manager's

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Report provided in the Board packets for Board review. He also distributed a letter from the owners of the Tower Commons property regarding the completion of the tree installation project; to which Mr. Pimental noted he would provide a response on behalf of the District regarding watering and tree selection concerns.

Mr. Pimental indicated that he is working with Ms. Duffy to finalize the annual report due to Denver.

Discussion on the proposed parking arrangement with Marrama School has been deferred by the School and will be presented at a future meeting.

Director Noble indicated that the flowers planted at the monuments at 48th Avenue and at the front entrance (40th Avenue and Tower Rd) appear to need additional work. Mr. Pimental stated that he would look into it, and suggested that there may be some prairie dog issues at one of these locations.

Director Noble also indicated that the District should look at doing something about the walkway improvements, where the fence has been opened up. Mr. Pimental noted that there has been some vandalism activity to the fence and that it is the District's intention to do a lighted walkway to assist in minimizing further vandalism opportunities, however this project is in the early planning stage.

Discussion Items / Unfinished Business:

- Community Signs

Mr. Pimental indicated that the District / HOA shared costs for the community sign replacement project is moving forward; it is scheduled for discussion at the next HOA meeting.

- Draft Safety Manual

Director Britton indicated that he did not see anything in the Safety Manual's Table of Contents regarding drug use. Mr. Pimental noted that the District's policies regarding drug use is contained in the District's Personnel Manual. There was no further discussion on the draft Safety Manual at this time.

- Draft Standard Operating Policy and Procedure Manual

There was no discussion on the draft Standard Operating Policy and Procedure Manual at this time.

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- District Manager Job Description

Ms. Vander Wall directed the Board members to the two versions of job descriptions and the draft management services agreement previously distributed, and discussed the use of the job description for purposes of performing an annual evaluation.

The Board discussed the fact that Mr. Pimental's evaluation for the previous year has not yet been performed, and then discussed the appropriate manner of completing the evaluation. It was determined that the Board members would each complete an evaluation form as used in the prior year, which would be compiled by Director Brown and incorporated into a single form. The Board members agreed to discuss the job performance in executive session at the next meeting, unless Mr. Pimental requested that the discussion be held in open session.

The Board agreed to defer discussion of the new agreement and job description to a later meeting.

- Board Member Training Session

Mr. Pimental provided the Board members with suggested dates for a Board member training session. Of the available dates, August 11th worked best for the majority of the participants. Mr. Pimental also indicated that there may be an opportunity to do a workshop session at the SDA Conference in September, where there will be a majority of board members in attendance. He advised that the SDA Conference will include a "board member university" session on Wednesday, which may be helpful to Board members.

[*Mr. Ben Tracy arrived during this discussion.]

- 2010 Community Survey / Fall GOCO Grant Opportunity

The Board members discussed the community survey which was proposed at the last Board meeting specific to the issue regarding the acquisition of real property at 48th and Jebel for outdoor recreation purposes. Mr. Pimental described the two quotes received for an outside consulting firm to perform the survey, ranging from \$9,000 to \$12,000, depending upon various factors. The Board discussed the advantages and disadvantages of having an outside consultant perform the survey, and determined it to be feasible to have the survey performed by District staff, with significant cost savings. Mr. Pimental also noted that GOCO has a new grant opportunity in the Fall, 2010, which includes funds for land acquisition. Based on his inquiry, the GOCO

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representative advised that this property and its proposed recreational use would be eligible for the grant. The Board further agreed to review draft questions at the end of the meeting to be included in the survey.

Update re Pirnack -Walters dispute

Mr. Ben Tracy, of Nathan, Bremer, Dumm and Myers, P.C., special litigation counsel to the District, advised that the District recently completed a mediation session with Judge Neighbors and Pirnack-Walters as required under the contract terms. At this time, upon recommendation of counsel, the Board determined to go into executive session to discuss the terms of the mediation and proposed settlement.

Executive Session

Upon approval by a vote of at least two-thirds of a quorum of the Board, the Board determined to go into executive session for the purpose of discussing pending litigation related to the Pirnack-Walters contract dispute and developing related negotiating positions; and consultation with the attorney on specific legal questions related thereto, pursuant to § 24-6-402(4)(b) & (e), C.R.S., at approximately 8:45 p.m.

The Board reconvened from Executive Session at approximately 9:05 p.m. and affirmed that no actions had been taken during executive session.

Follow up re Pirnack-Walters dispute

Following motion by Director Noble and second by Earleen Brown, the Board agreed to accept the offer of settlement made by Pirnack-Walters as presented by special counsel Ben Tracy, by a vote of three in favor to one opposed (Director Britton).

[*Mr. Tracy departed at this time.]

Follow up re Community Survey Questions

Mr. Pimental provided the Board members with a draft of the proposed community survey questions, in connection with the acquisition of real property at 48th and Jebel for outdoor recreation purposes. After discussion, the Board determined that the survey should be limited to the single issue of the property acquisition, and that it should not address multiple community issues at this time. The Board provided Mr. Pimental with additional comments and feedback on the content of the specific question to be asked, and on the format of the mailing to be used. Mr. Pimental agreed to finalize the survey for further Board review and comment, and to complete the

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mailing process within the next week or two. The Board requested that the survey be closed within a short period of time so that the District can use the feedback to support the GOCO grant request, if appropriate.

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 9:25 p.m.

Secretary for the Meeting

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