

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENVER CONNECTION WEST METROPOLITAN DISTRICT (THE "DISTRICT") HELD OCTOBER 17, 2017

A special meeting of the Board of Directors of the Denver Connection West Metropolitan District (referred to hereafter as the "Board") was convened on Tuesday, October 17, 2017, at 1:30 p.m., at the offices of William Lyon Homes, 8480 E. Orchard Road, Suite 1000, Greenwood Village, Colorado 80111. The meeting was open to the public.

Directors In Attendance Were:

Craig Wagner
Eric McEachen
David Brown
Jeffrey McGovern

Following discussion, upon motion duly made by Director Wagner, seconded by Director McEachen and, upon vote, unanimously carried, the absence of Robert A. Johnson was excused, and Director McGovern was appointed Acting Chairman.

Also In Attendance Were:

Lisa A. Johnson; Special District Management Services, Inc.

Elisabeth Cortese, Esq.; McGeady Becher P.C.

Jason Carroll, CliftonLarsonAllen LLP

Kim Fiore; Independent District Engineering Services, LLC

John Field; MSI, LLC

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

The Board noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Cortese requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Cortese noted for the record that there were no new disclosures made by the Directors

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present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes. It was noted that disclosure statements had been filed for all Directors by the statutory deadline.

ADMINISTRATIVE MATTERS

Agenda: Ms. Johnson distributed for the Board's review and approval a proposed Agenda for the District's special meeting.

Following discussion, upon motion duly made by Director Wagner, seconded by Director McGovern and, upon vote unanimously carried, the Agenda was approved, as presented.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made by Director Wagner, seconded by Director McGovern and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries, or within the county the District is located, to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of this location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Minutes: The Board reviewed the Minutes of the September 26, 2017 regular meeting.

Following discussion, upon motion duly made by Director McGovern, seconded by Director Wagner and, upon vote, unanimously carried, the Board approved the Minutes of the September 26, 2017 regular meeting, as presented.

FINANCIAL MATTERS

Claims: The Board considered approval of the payment of claims as follows:

Fund	Period Ending Oct. 17, 2017
General	\$ 2,771.14
Debt	\$ -0-
Capital	\$ 10,399.67
Total	\$ 13,170.81

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Following discussion, upon motion duly made by Director Wagner seconded by Director McGovern and, upon vote, unanimously carried, the Board approved the payment of claims, subject to receipt of funding.

Cash Position Statement: Mr. Carroll presented to the Board the schedule of cash position statement dated October 9, 2017.

Following review, upon motion duly made by Director Wagner, seconded by Director McEachen and, upon vote, unanimously carried, the Board accepted the schedule of cash position statement dated October 9, 2017.

2018 Budget: Mr. Carroll reviewed the 2018 draft Budget with the Board.

LEGAL MATTERS

Service Plan Compliance: *Prevailing Wages:* There was nothing new to report.

Small or Disadvantaged Business Enterprises (M/WBE): Attorney Cortese noted that the Green Valley Ranch Median project is scheduled on the Heavy Highway Goals Committee meeting on November 1, 2017.

Public Art: There was nothing new to report.

Agreement between the District and the City and County of Denver regarding Gateway Public Improvements: Attorney Cortese noted that negotiations continue on the Agreement regarding the Gateway Public Improvements.

Resolution No. 2017-10-01; Resolution Appointing Construction Representative: Attorney Cortese reviewed Resolution No. 2017-10-01; Resolution Appointing Construction Representative.

Following review and discussion, upon motion duly made by Director McGovern, seconded by Director Wagner and, upon vote, unanimously carried, the Board adopted Resolution No. 2017-10-01; Resolution Appointing Construction Representative. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

COVENANT ENFORCEMENT/ DESIGN REVIEW

Mr. Field discussed with the Board the services needed by the District for community management services. He also discussed with the Board the operations and maintenance budget at full build-out.

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CONSTRUCTION MATTERS

Engineer's Report: Ms. Fiore reviewed with the Board the Engineer's report dated October 17, 2017. A copy of the report is attached hereto and incorporated herein by this reference.

Bids/Construction of HUB Facility: Ms. Fiore reported to the Board that she received revised bid numbers and reviewed the bids with the Board. The Board reviewed and determined to contact references and authorized Director Johnson to make the final decision.

Bids: Landscape Furnishings: Ms. Fiore reported to the Board that only the plantings, Irrigation, and Kittredge Monuments were bid previously. The mailboxes are currently being bid by the Developer. This bid will cover the remainder of landscape items. Bid Documents are being finalized. The City and County of Denver Goals form will be sent out at the same time.

Retaining Walls: Ms. Fiore reported to the Board that the Invitation to Bid has been sent out. She is waiting on the design by CTL. Bid opening was scheduled for October 16, 2017 and will be rescheduled.

Green Valley Ranch Boulevard: Ms. Fiore reported to the board that they are coordinating with EES to get necessary plans and correct quantities.

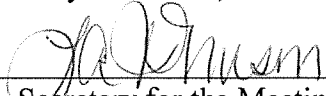
Infrastructure Acquisition Report No. 3: Ms. Fiore presented to the Board the Infrastructure Acquisition Report No. 3.

Following discussion, upon motion duly made by Director Wagner, seconded by Director McGovern and, upon vote, unanimously carried, the Board approved Infrastructure Acquisition Report No. 3, in the amount of \$1,453,582.43.

ADJOURNMENT

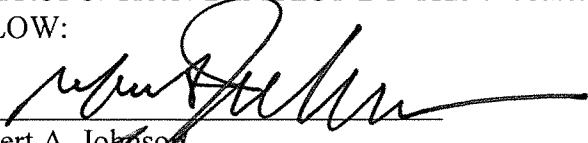
There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote unanimously carried, the meeting was adjourned.

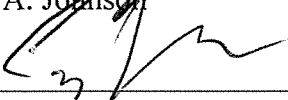
Respectfully submitted,

By  Secretary for the Meeting

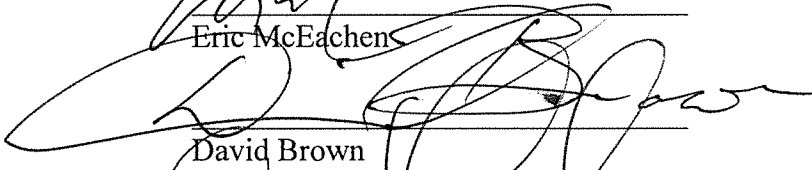
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THESE MINUTES ARE APPROVED AS THE OFFICIAL OCTOBER 17, 2017
REGULAR MINUTES OF THE DENVER CONNECTION WEST
METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING
BELOW:



Robert A. Johnson

Craig Wagner

Eric McEachen

David Brown

Jeffrey McGovern

RESOLUTION NO. 2017-10-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF DENVER CONNECTION WEST
METROPOLITAN DISTRICT APPROVING APPOINTMENT OF CONSTRUCTION
REPRESENTATIVE**

A. Denver Connection West Metropolitan District (the “**District**”) is a duly organized and validly existing special district, quasi-municipal corporation and political subdivision of the State of Colorado pursuant to Title 32, Colorado Revised Statutes.

B. The District is authorized to enter into contracts and agreements affecting the affairs of the District, including those certain contracts and agreements related to the construction of major infrastructure improvements such as streets, traffic and safety controls, water, sewer and storm drainage, transportation, and parks and recreation facilities (the “**District Improvements**”).

C. It is in the best interest of the District and its inhabitants that work performed pursuant to those certain construction-related contracts and agreements (the “**Construction Work**”) proceeds in a timely and orderly manner.

D. In order to avoid unreasonable delay in the orderly and sequential progress of the Construction Work, the District wishes to designate a representative authorized to act on the District’s behalf with respect to the Construction Work (“**Construction Representative**”).

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Denver Connection West Metropolitan District, City and County of Denver, Colorado:

1. The Board of Directors of the District (the “**Board**”) hereby designates Robert Johnson as the Construction Representative.

2. The Construction Representative shall be authorized to render decisions in a timely manner including contracts and documents related to the Construction Work, including, but not limited to, the authority to enter into agreements and approve change orders in an amount not to exceed Fifty Thousand Dollars (\$50,000.00).

3. The District Representative shall provide notice of the decision(s) made, which shall be ratified by the Board at the next Board Meeting to occur subsequent to said decision(s).

[Signature Page Follows]

**[SIGNATURE PAGE TO RESOLUTION OF THE BOARD OF DIRECTORS OF
DENVER CONNECTION WEST METROPOLITAN DISTRICT APPROVING
APPOINTMENT OF CONSTRUCTION REPRESENTATIVE]**

APPROVED AND ADOPTED ON OCTOBER 17, 2017.

**DENVER CONNECTION WEST
METROPOLITAN DISTRICT**

By: _____

President

Attest:

Secretary

DENVER CONNECTION WEST METRO DISTRICT

Board Meeting Project Status

October 17, 2017



Project Work

Monthly Site Visit

A monthly site visit was scheduled for October 9th, but not done due to snow. The overall status of construction was discussed with William Lyon Homes.

- The pond grading is expected to be complete by October 13.
- About 60% of the channel repairs are complete.
- The park grading is on going.
- All utilities are complete except water services in the multifamily area which are underway.
- All three box culverts are complete except the aprons.
- The pond outlet structure and forebay are complete.
- All concrete north of the channel is complete. There is now a concrete plant on site to help expedite the concrete construction.
- Paving north of the channel is on-going.
- Xcel is complete with work west of Kittridge and north of the channel as well as the multifamily model area.
- The Kittridge monuments are complete except for electricity.

Infrastructure Acquisition

- Infrastructure Acquisition 3 includes new invoices through August 2017.



Construction Contract Documents

Contractor Contracts

- HUB Architectural Bid
 - Bid Opening was September 7, 2017.
 - Two bids were received. Bids were not comparable. Both Bidders agreed to go into a Bid Clarification Process.
 - New bid numbers were received. See Bid Comparison.
- Landscape Furnishings
 - Only the plantings, irrigation, and Kittredge Monuments were bid previously. The mailboxes are currently being bid by the Developer. This bid will cover the remainder of landscape items.
 - Coordinating with Norris Design concerning continuity between plans and quantities.
 - The City and County of Denver Goals form will be sent out at the same time.
- Retaining Walls
 - Invitation to Bid has been sent out.
 - Waiting on design by CTL.
 - Bid Opening currently scheduled for October 16, 2017.
 - To be included with the City and County of Denver Goals form for the Landscape Furnishings.
- Green Valley Ranch Boulevard
 - Coordinating with EES to get necessary plans and correct quantities.
- Future Bids
 - Additional bid packages will be created and sent out as plans and specifications become available.
 - Future bid costs will be sent to the Goals Committees for review until an overall project Goals Plan has been established.

District Contract Change Orders

None

Consultant/Vendor Agreements

Consultant/Vendor Agreements

None

Other Matters

None