

DENVER CONNECTION WEST METROPOLITAN DISTRICT

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NOTICE OF A REGULAR MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Robert A. Johnson	President	2020/May 2020
Craig Wagner	Treasurer	2018/May 2018
Eric McEachen	Assistant Secretary	2020/May 2020
David Brown	Assistant Secretary	2020/May 2020
Jeff McGovern	Assistant Secretary	2018/May 2018
Lisa A. Johnson	Secretary	

DATE: August 22, 2017

TIME: 1:30 P.M.

PLACE: William Lyons Homes
8480 E. Orchard Road, Suite 1000
Greenwood Village, CO 80111

I. ADMINISTRATIVE MATTERS

A. Present Conflict Disclosures.

B. Approve Agenda, confirm location of the meeting and posting of meeting notices.

C. Review and approve Minutes of the July 25, 2017 regular meeting and August 9, 2017 special meeting (enclosure).

II. FINANCIAL MATTERS

A. Review and approve payment of claims through August 22, 2017 as follows (enclosure):

Fund	Period Ending August 22, 2017
General	\$ 3,567.91
Debt	\$ -0-
Capital	\$ 20,739.73
Total	\$ 24,307.64

- B. Review and accept Cash Position Statement dated August 22, 2017 (to be distributed at meeting).
-

- C. Authorize the execution of any and all agreements, documents, instruments, certificates, and actions necessary or appropriate in connection with the issuance of the District's Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2017A and the District's Subordinate Limited Tax General Obligation Bonds, Series 2017B in the approximate aggregate principal amount of \$14,000,000.00.
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III. LEGAL MATTERS

- A. Discuss Service Plan compliance regarding the following:

1. Prevailing Wages.
-

2. Small or Disadvantaged Business Enterprises.
-

3. Public Art.
-

- B. Discuss status of Service Agreement for Swimming Pool and Spa Design between the District and Joe King Enterprises, Inc. d/b/a Aquality Construction.
-

- C. Discuss Tri-Party Agreement between the District, William Lyon Homes and the City and County of Denver regarding Gateway Public Improvements.
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- D. Discuss and consider approval of Amendment to Operation Funding Agreement by and between the District and William Lyon Homes, Inc. d/b/a Village Homes.
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IV. COVENANT ENFORCEMENT/DESIGN REVIEW

- A. _____

V. CONSTRUCTION MATTERS

A. Engineer's Report (enclosure).

1. Discuss status of bids/construction of HUB Facility.

2. Discuss status of bids/construction of Monument.

B. Discuss status of Infrastructure Acquisition Report No. 1.

C. Ratify approval of Contract between the District and WL Contractors for signalization on Green Valley Ranch Boulevard and Memphis Street.

VI. OTHER BUSINESS

A. _____

VII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR
SEPTEMBER 26, 2017.**

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE DENVER CONNECTION WEST METROPOLITAN DISTRICT (THE "DISTRICT") HELD JULY 25, 2017

A Regular meeting of the Board of Directors of the Denver Connection West Metropolitan District (referred to hereafter as the "Board") was convened on Tuesday, July 25, 2017, at 1:30 p.m., at the offices of William Lyons Homes, 8480 E. Orchard Road, Suite 1000, Greenwood Village, Colorado 80111. The meeting was open to the public.

Directors In Attendance Were:

Robert A. Johnson
Craig Wagner
Eric McEachen
David Brown

Following discussion, upon motion duly made by Director Wagner, seconded by Director Johnson and, upon vote, unanimously carried, the absence of Jeffrey McGovern was excused.

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

**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 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

RECORD OF PROCEEDINGS

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 regular meeting.

Following discussion, upon motion duly made by Director Wagner, seconded by Director Johnson 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 Johnson 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 June 27, 2017 Regular Meeting.

Following discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the Board approved the Minutes of the June 27, 2017 Regular Meeting, as presented.

FINANCIAL MATTERS

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

Fund	Period Ending July 25, 2017
General	\$ 13,126.13
Debt	\$ -0-
Capital	\$ 49,590.28
Total	\$ 62,716.41

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

RECORD OF PROCEEDINGS

Cash Position Statement: Mr. Carroll presented to the Board the schedule of cash position statement dated July 25, 2017.

Following review, upon motion duly made by Director McEachen, seconded by Director Johnson and, upon vote, unanimously carried, the Board accepted the schedule of cash position statement dated July 25, 2017.

External Financial Advisor: Attorney Cortese discussed with the Board the engagement of Ehlers, Inc. as External Financial Advisor for the District.

Following review and discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the Board ratified approval of the engagement of Ehlers, Inc. as External Financial Advisor related to the 2017 A & B Bond issuance.

It was noted that the Board engaged Kipling Jones at the June Board meeting, but the engagement was never executed.

2017 Bond Issuance: Attorney Cortese reviewed with the Board the remaining schedule of events in connection with the 2017 A & B Bond issuance. The Board scheduled a special meeting to approve an amended Bond Resolution for August 9, 2017.

LEGAL MATTERS

Service Plan Compliance: *Prevailing Wages:* Ms. Fiore presented to the Board the current prevailing wage compliance for current contractors for non-district contracts. Ms. Fiore and Attorney Cortese are working with the prevailing wages division to determine the process that will need to be used for the District contracts.

Small or Disadvantaged Business Enterprises (M/WBE): Attorney Cortese reported to the Board that conversations/goals committee meetings continue with the Denver Small Business Office (DSBO). Ms. Fiore reviewed with Board a tracking chart showing the M/WBE outreach, which will continue to be tracked by IDES on an ongoing basis.

Public Art: There was nothing new to report.

Service Agreement for Swimming Pool and Spa Design: Attorney Cortese reported to the Board that she has revised the Service Agreement for Swimming Pool and Spa Design to add the newly acquired information regarding the M/WBE

RECORD OF PROCEEDINGS

percentages/prevaling wage. Ms. Fiore will review prior to circulation for execution.

Tri-Party Agreement between the District, William Lyon Homes and the City and County of Denver regarding Gateway Public Improvements: Attorney Cortese updated the Board on the status of the Tri-Party Agreement between the City, the District, and William Lyon Homes regarding the Gateway Public Improvements. There will be two agreements, one where the District is not a party regarding the pond improvements (being drafted by Developer counsel); and the second where the District is a party for the remaining Gateway Improvements. Meetings are continuing with the City to process the agreements.

COVENANT ENFORCEMENT/ DESIGN REVIEW CONSTRUCTION MATTERS

Attorney Cortese reported to the Board that the covenants have been recorded.

Engineer's Report: Ms. Fiore reviewed with the Board the Engineers report dated July 25, 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 bid requests are out.

Bids/Construction of Signal: Ms. Fiore reported to the Board that two bids have been received. She reviewed with the Board and noted that WL Contractors was the lowest responsive bidder.

Following discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the Board approved the Award of Contract to WL Contractors, for an amount not to exceed \$279,658.00 and authorized the execution of the Notice to Proceed.

Bids/Construction of Monument: Ms. Fiore reported to the Board that the Monuments were not publicly bid. Attorney Cortese explained to the Board that this may mean that the costs for same will not be reimbursable.

Infrastructure Acquisition Report No. 1: Ms. Fiore reported to the Board that they are working to prepare Infrastructure Acquisition Report No. 1 for completion by the August 22, 2017 meeting.

RECORD OF PROCEEDINGS

ADJOURNMENT

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

Respectfully submitted,

By _____
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL JULY 25, 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

DENVER CONNECTION WEST METRO DISTRICT

Board Meeting Project Status

July 25, 2017



Project Work

Monthly Site Visit

A site visit to see the general progress of construction were done on 5/31/17 and 7/18/17.

- Bringing in fill to bring the park site up has been resumed;
- All utilities are in for the areas north of the channel. Storm tie ins in Green Valley Ranch Boulevard are being done currently.
- All sanitary sewer and water is in the south single family area.
- Sanitary sewer is complete and water has started for the south multifamily area.
- Half the allys are complete in the north multifamily area.
- All the curb and gutter, sidewalks, paving, signs and streetlights necessary to serve the models are complete.
- Gas for the models will be live on 7/19/17. Electric for the models will be live 7/22/17.
- Model construction is ongoing
- Fence construction and staining is ongoing.
- Concrete will continue north of the channel in preparation for paving the first week of August.

Infrastructure Acquisition

- Invoices were received. Review of invoices and creation of Report #1 will start shortly.



Construction Contract Documents

Contractor Contracts

- Prequalification
 - As part of Outreach, a prequalification ad will be sent out before June 23 to request M/WBE contractors to submit prequalification information for upcoming bidding.
- Signalization Bid
 - Bid Opening scheduled for July 20, 2017.
- Monuments Bid
 - Bid directly through the Developer.
- HUB Architectural Bid
 - Invitation to bid was sent to MW Golden, Golden Triangle and Hal Irwin on 7/14/17.
 - No M/WBE firms were listed on the City and County Website for this type of work.
 - This bid does not include the pool or the interior.
 - Bid Opening scheduled for August 3, 2017.
- 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

Request for Proposals for the design of the HUB Interior was sent out July 17, 2017.

Other Matters

None

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DENVER CONNECTION WEST METROPOLITAN DISTRICT (THE “DISTRICT”) HELD AUGUST 9, 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 Wednesday, August 9, 2017, at 10:00 a.m., at the offices of William Lyons Homes, 8480 E. Orchard Road, Suite 1000, Greenwood Village, Colorado 80111. The meeting was open to the public.

Directors In Attendance Were:

Robert A. Johnson
Craig Wagner
David Brown
Jeffrey McGovern

Following discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the absence of Eric McEachen was excused.

Also In Attendance Were:

Lisa A. Johnson; Special District Management Services, Inc. (via speakerphone)

Elisabeth Cortese, Esq.; McGeady Becher P.C. (via speakerphone)

Kim Casey Reed and Anne D. Bensard; Kutak Rock LLP (via speakerphone)

**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 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.

RECORD OF PROCEEDINGS

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 Johnson, seconded by Director Wagner 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 Johnson, seconded by Director Wagner 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.

FINANCIAL MATTERS

Resolution authorizing the issuance of the District's Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2017A and the District's Subordinate Limited Tax General Obligation Bonds, Series 2017B: Attorney Bensard reviewed with the Board the Resolution authorizing the issuance of the District's Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2017A and the District's Subordinate Limited Tax General Obligation Bonds, Series 2017B.

Following discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote unanimously carried, the Board adopted the Resolution authorizing the issuance of the District's Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2017A and the District's Subordinate Limited Tax General Obligation Bonds, Series 2017B in the approximate aggregate principal amount of \$14,000,000.00 and authorized the execution of indentures of trust, bond purchase agreement, and all other agreements, documents, instruments, certificates, and actions necessary or appropriate in connection with the issuance of the two series of bonds.

ADJOURNMENT

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

RECORD OF PROCEEDINGS

Respectfully submitted,

By _____
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL AUGUST 9, 2017
SPECIAL 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

Denver Connection West Metropolitan District
August-17

	General	Debt	Capital	Totals
Disbursements	\$ 3,567.91	\$ -	\$ 20,739.73	\$ 24,307.64
		\$ -		\$ -
Total Disbursements from Checking Acct	\$ 3,567.91	\$ -	\$ 20,739.73	\$ 24,307.64

Check No and Date	Payee	Invoice No	GL Account Title	GL Acct	Amount	Total
1012						
08/22/2017	CliftonLarsonAllen, LLP	1462870	Accounting	3-612	1,003.08	1,003.08
08/22/2017	CliftonLarsonAllen, LLP	1462870	Accounting	1-612	668.72	668.72
08/22/2017	CliftonLarsonAllen, LLP	1586052	Accounting	3-612	207.15	207.15
08/22/2017	CliftonLarsonAllen, LLP	1586052	Accounting	1-612	138.10	138.10
Total 1012:						2,017.05
1013						
08/22/2017	Godden Sudik Architects	17-629	Architecture	3-761	680.95	680.95
Total 1013:						680.95
1014						
08/22/2017	IDES LLC	DEN087.5	Capital Outlay	3-762	11,507.53	11,507.53
Total 1014:						11,507.53
1015						
08/22/2017	McGeady Becher P.C.	1324M JUL 17	Legal	3-675	3,317.50	3,317.50
08/22/2017	McGeady Becher P.C.	1324M JUL 17	Legal	3-675	2,834.62	2,834.62
08/22/2017	McGeady Becher P.C.	1324M JUL 17	Legal	1-675	1,889.74	1,889.74
Total 1015:						8,041.86
1016						
08/22/2017	Special Dist Management Srvs	JULY 2017	District Management - CP	3-680	1,188.90	1,188.90
08/22/2017	Special Dist Management Srvs	JULY 2017	District Management	1-680	792.60	792.60
08/22/2017	Special Dist Management Srvs	JULY 2017	Miscellaneous	1-685	78.75	78.75
Total 1016:						2,060.25
Grand Totals:						24,307.64

DENVER CONNECTION WEST METRO DISTRICT

Board Meeting Project Status

August 22, 2017



Project Work

Monthly Site Visit

A site visit to see the general progress of construction was done on 8/10/17.

- Overlot grading is finished except for fine grading in the pond and channel. Earthwork to bring the park up to grade is on hold until the soil dries out.
- Paving got delayed a few days due to the wet conditions. It is anticipated that paving will start on 8/12/17.
- Water services are being constructed in the north multifamily area.
- Storm tie ins are being constructed in the south multifamily area.
- All curb, gutter and ramps are built for the north single family area. About 70% of the sidewalk is built in the north single family area.
- All the utilities are complete for the south single family area.

Infrastructure Acquisition

- Invoices were received. Review of invoices has been started. A draft is anticipated to be complete August 22.
- New invoices received August 15. These can either be added to Infrastructure Acquisition 1 after August 22 or added to Infrastructure Acquisition 2.



Construction Contract Documents

Contractor Contracts

- Signalization Contract
- HUB Architectural Bid
 - Bid Opening scheduled for August 24, 2017.
- 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.
 - Bid Documents are being finalized.
 - The City and County of Denver Goals form will be sent out at the same time.
- 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

- Aquality Agreement
 - Status of change in Agreement language?
- HUB Interior Design
 - Three proposals received.
 - Contract for Design/Build?
 - Review and chose Designer.
- Landscape Furnishings Foundation Designs
 - CTL Thompson has been requested to provide a proposal for this work.
 - New District contract or to be added to existing Developer contract?

Other Matters

None