

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
LITTLETON VILLAGE METROPOLITAN DISTRICT NOS. 1-3
HELD
OCTOBER 17, 2016

A special meeting of the Board of Directors of the Littleton Village Metropolitan District Nos. 1-3 was held on October 17, 2016 at 2:00 p.m. at the Offices of WBA, 2154 East Commons Ave, Ste 2000 a.m., Centennial, Colorado. The meeting was open to the public.

Attendance

In attendance were the following Directors:

Gardiner G. Hammond
Theodore E. Cox

Also in attendance were:

Denise Denslow, Stephanie Net and Jason Carroll; CliftonLarsonAllen LLP ("CLA")
Trisha Harris, Esq. and William Ankele; White Bear Ankele Tanaka & Waldron
Jennifer McElyea; Watt Investments Partners
Grant Dahl; Richmond American Homes
Dave Tucker, Resident; 7436 Logan Street
Lynn Christensen, Resident; 600 E. Fremont Place

Call to Order/Declaration
of Quorum/Joint Meetings

Director Hammond noted that a quorum of the Boards was present and the joint special meeting of the Boards of Directors of Littleton Village MD Nos. 1-3 was called to order at 2:04 p.m.

The Boards of Directors of the Districts determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Director Qualifications
Conflicts of Interest /
Reaffirmation of
Disclosures

The Boards were advised that pursuant to Colorado law, certain disclosures by the Boards' members may be required prior to taking official action at the meeting. The Boards reviewed the Agenda for the meeting, following which each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature

of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

The Boards determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Consent Agenda

Upon a motion duly made by Director Cox, seconded by Director Hammond and, upon vote unanimously carried, the Board approved the consent agenda.

Public Comment

The Board and consultants introduced themselves to the public. Mr. Tucker asked for an update on the commercial area. Director Gardiner stated that there are a few options however nothing has been determined to date.

Mr. Ankele provided a brief summary regarding the functions of a Metropolitan District to the public. The Board also acknowledged the residents' concerns regarding parking, debris and covenant enforcement.

Financial Matters

Review and Approve Cash Access Addendum to CliftonLarsonAllen LLP Accounting Engagement Letter

Mr. Carroll reviewed the Cash Access Addendum to CliftonLarsonAllen LLP Accounting Engagement Letter with the Board. He stated there was no change in the scope of service with this addendum but more to clarify the cash access service. It was noted the letter has been reviewed by legal. After review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board approved the Cash Access Addendum to CliftonLarsonAllen LLP Accounting Engagement Letter.

Review, Ratify and Approve Claims

Mr. Carroll presented the Claims report. After review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board approved the claims.

Review and Acceptance of Current Cash Position

Mr. Carroll reviewed the financials with the Board. Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board accepted the current cash position.

Review and Approve Draft 2017 Budget

Mr. Carroll reviewed the Draft 2017 budget with the Board.

Legal Matters

Review and Ratify Approval of Independent Contractor Agreement for Snow Agreement with BrightView Landscape Service, Inc.

After review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board approved the ratification of the Independent Contractor Agreement for Snow Agreement with BrightView Landscaping Service, Inc.

Review and Ratify Approval of Proposal with BrightView for Maintenance of Trash Can and Dog Stations

After review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board ratified approval of the Proposal with BrightView for Maintenance of Trash Can and Dog Stations subject to legal drafting the Independent Contractor Agreement.

Review and Ratify Access Easement and Maintenance Agreement between the District and Richmond Homes

Ms. Harris noted that this agreement was previously approved by the Board subject to legal agreement.

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board approved the ratification of the Access Easement and Maintenance Agreement between District and Richmond Homes.

Review and Approve the Assignment of Rights under the Builder Covenants

Counsel for Watt was to revise their initial draft of this, but no revised draft has been received by the District. No action was taken.

Update on Richmond Agreements

Ms. Harris provided an update regarding the Richmond Agreements.

Update on Light Pole Project and Shade Canopy Project

The shade canopy project is progressing and there is a contract in place for the installation. Bond counsel, Ms. Reed, is revising the bond documents to include this cost as a developer advance. Director Gardiner reported that the light pole project has been completed.

Discuss Commercial Concept Plan from Broadstreet

Director Gardiner briefed the Board on discussions regarding the commercial area. Lowes is considering the area however they will need to relocate utilities in District's tracts to accommodate plans.

Executive Session

Not necessary.

Manger Items

Discuss Interim Fee on Non-Resident Properties

This item is deferred until further development with the commercial area.

Architectural Review Request Spreadsheet

Ms. Denslow mentioned the spreadsheet is included as an informational item and that no action is necessary.

Capital Improvement Matters

Construction Report

Director Hammond briefed the Board on the status of current projects. He stated the park was delayed due to sediment issues that are being corrected.

Review and Approval of Change Orders

The following change orders were presented to the Board:

Ad Light Change Order 1: \$10,126.79
Hammond Site Resources: \$11,013.00
Hudick Change Order 30: \$18,395.94
Hudick Change Order 31: \$3,081.46
Hudick Change Order 32: \$8,231.21
Hudick Change Order 33: \$7,365.60
Hudick Change Order 34: \$58,074.40
Hudick Change Order 35: \$17,776.50
Valley Crest Change Order 8: \$14,113.40

Valley Crest Change Order 9: \$3,648.85

After review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board approved the above listed change orders.

Richmond Improvements Turnover

Ms. Denslow noted that Ms. Net inspected the tracts D and E with Richmond and there were a few discrepancies, however, the tracts should be ready to accept soon.

Century Communities Improvements Turnover

Ms. Denslow reported that Metco is working to correct the planting in the Century Communities Tracts and will need to be re-inspected.

Other Business

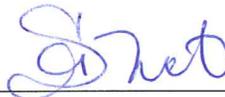
Next Meeting

The Board confirmed a quorum for the next Board meeting on November 22, 2016 at 9:30 a.m. – Budget Hearing

Adjournment

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote unanimously carried, the Board adjourned the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



Secretary for the Meeting

The foregoing minutes were approved on the 22th day of November, 2016.