

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
LITTLETON VILLAGE METROPOLITAN DISTRICT NOS. 1-3
HELD
JUNE 26, 2018

A special meeting of the Board of Directors of the Littleton Village Metropolitan District Nos. 1-3 was held on June 26, 2018 at 5:30 p.m. at Mission Hills Church, 620 Southpark Drive, Littleton, CO. The meeting was open to the public.

Attendance

In attendance were the following Directors:

Gardiner G. Hammond
Theodore E. Cox
Chrystia Losianovich
Holly Bundschu
Phil Cernanec

Also in attendance were:

Geol Scheirman & Thuy Dam; CliftonLarsonAllen LLP ("CLA")
William Ankele & Trish Harris; White Bear Ankele Tanaka & Waldron
Max Levenstein – Watt via telephone
Mr. Grover; Resident
Tom Paulsen; Resident
Brian Frailey; Resident
Terry Stalker; Resident
Lee Reiersgord; Resident
Lyn Christensen; Resident
Jim Bowlby; Resident

Call to Order/Declaration
of Quorum/Joint Meetings

The Boards of Directors of Littleton Village MD Nos. 1, 2 & 3 called the meeting to order at 5:36 p.m. and confirmed quorum was present.

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
And Minutes

Review and Consider Approval of April 24, 2018 Special Meeting Minutes
and May 21, 2018 Special Meeting Minutes

Upon a motion duly made by Director Bundschu, seconded by Director Losianovich and, upon vote, unanimously carried, the Board approved the April 24, 2018 and May 21, 2018 meeting minutes for District No. 2, as presented.

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the April 24, 2018 and May 21, 2018 meeting minutes for Districts Nos. 1 and 3, as presented.

Public Comments

Mr. Paulsen voiced his concerns regarding the turnover process, stating he would like all items to be rectified by the builder prior to the turnover being approved.

Ms. Bunschu voiced concerns over a lighting fixture that was removed.

Ms. Christensen voiced concerns regarding safety issues in back allies due to lack of lighting. She also stated her desire for the community newsletter to include information regarding community safety concerns and issues. Furthermore, Ms. Christensen inquired as to having more signage throughout the community to address pets off leash. Mr. Scheirman informed the Board and the public that pet enforcement is an animal control issue and the city should be contacted.

Financial Items

Review, Ratify and Approval of Claims

Ms. Dam reviewed the claims with the Board.

Upon a motion duly made by Director Bundschu, seconded by Director Losianovich and, upon vote, unanimously carried, the Board approved the claims for District No. 2, as presented.

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the claims for District Nos. 1 & 3, as presented.

Review and Consider Approval of Draft Audits (District Nos. 1 & 2) for the Period Ended December 31, 2017

Ms. Dam reviewed the 2017 audits for District Nos. 1 & 2 with the Board.

Following review, upon a motion duly made by Director Cernanec, seconded by Director Losianovich and, upon vote, unanimously carried, the Board approved the 2017 audit for District No. 2, subject to a clean opinion and final legal review.

Following review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the 2017 audit for District No. 1, subject to a clean opinion and final legal review.

Other – Bill.com

Ms. Dam presented the option for District No. 2 to utilize Bill.com.

Following discussion, the Board instructed management to set up a study session after the August Board meeting to review in further detail.

Legal Items

Discuss Potential Bond Refinance

Mr. Ankele provided an update on the bond refinancing to the Board.

Following discussion, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, with one non-approval, the Board approved legal to direct bond counsel to move forward with the bond documents that set the parameters as follows:

- 1) \$5.7 million maximum par amount
- 2) A minimum of 10% Present Value Savings
- 3) Maturity date of 2048, with a reasonable discharge date thereafter
- 4) A minimum of \$2.2 million write down
- 5) 5 year no call, with a 3% premium on the 6th year, 2% premium on the 7th year, 1% premium on the 8th year and 0% for year 9 – 30.
- 6) Would include the District 3 pledge to District 2 for continued funding

Director Losianovich abstained from the vote.

Discuss Turnover Process

Ms. Harris presented information regarding the turnover process to the Board, including updates on landscaping easements, main sewer lines, common areas and irrigation.

Mr. Paulsen voiced concerns regarding drainage issues, inquiring as to what is considered District maintenance. Ms. Harris informed the Board and the public that drainage by the walkways is the builders' responsibility.

Ms. Stalker stated that the white permanent markings throughout the community are from the city and should be the city's responsibility to remove.

Mr. Bowlby inquired as to the status of the dog park. Director Hammond informed the Board and public that the dog park is still currently the developer's responsibility.

Other

None.

Manager Items

Website Discussion

1. Discuss and Determine Website Content

Ms. Christensen requested that meeting minutes be posted on the District website in a timely manner, along with more communication for the community via newsletters, billing inserts and community informational emails.

2. Discuss Resident Forum Options

Director Bundschu informed the Board that there are questions on social media regarding liability. She requested that a spreadsheet of complaints or posting of concerns be available to assist in keeping the CLA accountable.

Community Updates

1. Towing

Mr. Scheirman provided an update on District towing to the Board. He will follow up with the towing company to confirm accurate addresses.

2. Community Bulletin Board

This item was tabled until the next meeting when additional options could be presented.

Other

None.

Director Items

Other

Mr. Hammond requested that posting locations be adjusted to avoid further conflicts with the city, this will be resolved with the bulletin board addition.

Next Meeting

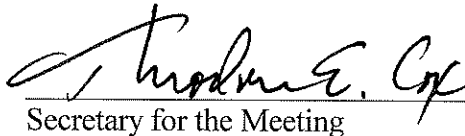
Confirm Quorum for July 17, 2018 Special Board Meeting

Following discussion, the Board approved moving the July 17th meeting to July 31st, 2018 at 5:30 p.m.

Adjournment

Upon a motion duly made, seconded and, upon vote unanimously carried, the Board adjourned the meeting at 7:52 p.m.

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


Secretary for the Meeting