

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
LITTLETON VILLAGE METROPOLITAN DISTRICT NOS. 1-3
HELD
AUGUST 28, 2018

A special meeting of the Board of Directors of the Littleton Village Metropolitan District Nos. 1-3 was held on August 28, 2018 at 5:30 p.m. at the offices of CliftonLarsonAllen LLP, 8390 E. Crescent Pkwy, Suite 300, Greenwood Village, CO 80111. 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:

Denise Denslow, Geol Scheirman; CliftonLarsonAllen LLP ("CLA")
Trish Harris; White Bear Ankele Tanaka & Waldron
Jenn McElyea; Watt Investment Partners (Via Telephone)

Lewis Lively; Amli Representative

Jason Bicknell; Resident
Jim Bowlby; Resident
Tom Paulsen; Resident
Mike Bolsinger; Resident

Century Representatives: Cindy Myers, Brenda Owings, Scott Geonetta,
Geof Phillips, and Brian Mulqueen

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 5:39 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.

Approval of
Consent Items

Review and Consider Approval of July 31st, 2018 and August 14th, 2018
Special Board Meeting Minutes

Following review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the July 31st and August 14th meeting minutes for District Nos 1&3, as presented.

Following review, upon a motion duly made by Director Bundschu, seconded by Director Losianovich and, upon vote, unanimously carried, the Board approved the July 31st and August 14th meeting minutes for District No. 2, as presented.

Public Comments

Members of the public noted that flags marking dead plants are still present throughout the community.

Mr. Jim Bowlby inquired as to the status of correcting the Richmond drainage issues and voiced his concerns about ice forming on the sidewalks in the winter.

Financial Items

Review and Consider Approval of Schedules of Cash Position, Property
Taxes, and Developer Funding

Following review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the schedules of cash position, property taxes and developer funding, as presented.

Review and Approval of Claims

Following review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the claims for a total amount of \$100,538.59.

Other

None.

Legal Items

Consider Approval of Dog Park Restoration Agreement

Mr. Jim Bowlby discussed concerns over cost for issues within dog park. Director Cernanec explained the process needed to reach 100% restoration of the dog park. Director Bundschu requested a plan for the oversight of all improvements to the dog park area. Ms. Harris informed the Board that all legal contracts would be through District No. 2.

Following discussion, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried the Board for District Nos. 1 & 3 approved the Dog Park Restoration Agreement for District No. 2, subject to extending the time for contracts to 90 days.

Upon a motion duly made by Director Cox, seconded by Director Bundschu and, upon vote, unanimously carried the Board for District No. 2 approved the Dog Park Restoration Agreement for District No. 2, subject to extending the time for contracts to 90 days.

Review and Consider Approval of a Resolution of the Board of Directors of Littleton Village Metropolitan District No. 1 Regarding Acceptance of Improvements (Century Landscaping, Sewer Drainage and Mailbox Improvements)

Following review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the resolution of the Board of Directors of Littleton Village Metropolitan District No. 1 Regarding Acceptance of Improvements, subject to Mike Bolsinger performing a final walk through and signing off on final improvements.

Review and Consider First Addendum to Independent Contractor Agreement (Landscaping Services – Century Parcels) by and between Littleton Village Metropolitan District No. 1 and Brightview Landscape Services

Following review, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the First Addendum to the Independent Contractor Agreement by and between Littleton Village Metropolitan District No. 1 and Brightview Landscape Services, subject to the map attached being updated to include one area of maintenance responsibility that was omitted.

Discuss Status of Acceptance of Richmond Landscaping

Director Cernanec voiced his concerns regarding the turnover report from Richmond Landscaping being incomplete and not addressing certain concerns.

Following discussion, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board for District Nos. 1 & 3 approved assigning acceptance of the Richmond improvements turnover, pursuant to the Maintenance Agreement between District No. 1 and Richmond, to District No. 2.

Upon a motion duly made by Director Cernanec, seconded by Director Losianovich and, upon vote, the Board for District No. 2 approved assigning acceptance of the Richmond improvements turnover, pursuant to the Maintenance Agreement between District No. 1 and Richmond, to District No. 2.

Following discussion, upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board for District Nos. 1 & 3 approved assigning acceptance of the Century alley/concrete improvements turnover, pursuant to the Turnover of Maintenance and Water Invoicing Agreements between District No. 1 and Century, to District No. 2.

Upon a motion duly made by Director Cernanec, seconded by Director Losianovich and, upon vote, the Board for District No. 2 approved assigning acceptance of the Century alley/concrete improvements turnover, pursuant to the Turnover of Maintenance and Water Invoicing Agreements between District No. 1 and Century, to District No. 2.

Other

Ms. Harris provided an update on the Bond closing to the Board.

Manager Items

Community Updates

Community Bulletin Board Proposals

Upon a motion duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the community bulletin board proposal, as presented.

AMLI Parking Approval Letter and Leasing Trailer Options

Lewis Lively presented proposed temporary trailer location and requested the Board approve letter for AmlI to present to City of Littleton. Upon a motion

duly made by Director Hammond, seconded by Director Cox and, upon vote, unanimously carried, the Board approved the AMLI parking and leasing trailer options letter, as presented.

Update on Joint Session with City of Littleton

Ms. Denslow provided an update on the joint session with the City of Littleton to the Board.

Director Cernanec noted working toward a relationship with the City of Littleton to address parking and speeding issues within the community.

Ms. Denslow will discuss options for animal control enforcement with legal counsel.

Other

None.

Director Items

Director Hammond and Director Cox resigned from the Board of District No. 2.

Ms. Harris discussed the process to appoint members to the Board of District No. 2.

The Board requested CLA to inform the community of Board vacancy.

The Board requested further education regarding District separation be provided at the next Board meeting.

Next Meeting

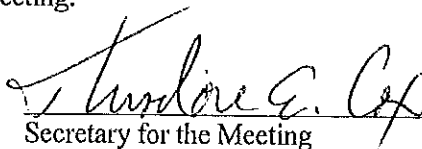
Confirm Quorum for August 28, 2018 Special Board Meeting

The Board confirmed quorum for the September 25, 2018 special board meeting.

Adjournment

Upon a motion duly made, seconded and, upon vote unanimously carried, the Board adjourned the meeting at 8:38 p.m.

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


Secretary for the Meeting