

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
LITTLETON VILLAGE METROPOLITAN DISTRICT NOS. 1 AND 3
(THE "DISTRICTS")
HELD
APRIL 28, 2021

A special meeting of the Boards of Directors of the Littleton Village Metropolitan District Nos. 1 and 3 (referred to hereafter as the "Boards") was convened on Wednesday, April 28, 2021, at 5:00 p.m. **Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, this District Board meeting was held via Microsoft Teams. The meeting was open to the public.**

ATTENDANCE

Directors In Attendance Were:

District No. 1:

John (Jack) C. Buchanan, Jr., President
Sherry Buchanan, Secretary
John Buchanan, Treasurer

District No. 3:

John (Jack) C. Buchanan, Jr., President
Sherry Buchanan, Secretary
John Buchanan, Treasurer

Also, In Attendance Were:

Denise Denslow, Nic Carlson & Thuy Dam; CliftonLarsonAllen LLP ("CLA")
Trisha K. Harris, Esq.; White Bear Ankele Tanaka & Waldron P.C. ("WBA")

Phil Cernanec, Resident

ADMINISTRATIVE MATTERS

Call to order: Ms. Denslow called the meeting to order at 5:02 p.m.

Quorum/Director qualification/conflicts: A quorum of each Board was confirmed. 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. 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. Attorney Harris reported that disclosures for those directors with potential or existing conflicts of interest were filed with the

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Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Attorney Harris inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act. Ms. Denslow noted that CLA received letters of resignation from Ms. Meyers and Mr. Mulqueen, as their option contracts became invalid with the sale of the tract previously owned by Century Communities within District No. 3.

Public comment: Phil Cernanec inquired about the District Nos. 1 and 3 Board vacancies. Attorney Harris provided a brief explanation of the process. It was noted that this item will be addressed later in the agenda.

CONSENT AGENDA

Minutes from the November 24, 2020 Special Board Meeting:

Interim Claims (District No. 1):

Current Cash Positions (District No. 3):

Applications for Exemption from 2020 Audit (District No. 1 and District No. 3):

Ms. Denslow reviewed the Consent Agenda items with the Boards. Upon a motion duly made by Director John Buchanan, seconded by Director Sherry Buchanan and, upon vote, unanimously carried, the Boards approved the Consent Agenda items.

FINANCIAL MATTERS

Status of 2021 Audit (District No. 1): This item was not needed or discussed.

LEGAL MATTERS

Easement Agreement between District No. 1 and Denver Water: Attorney Harris reviewed the Easement Agreement with the District No. 1 Board. Upon a motion duly made by Director Sherry Buchanan, seconded by Director John Buchanan and, upon vote, unanimously carried, the Boards ratified the Easement Agreement between District No. 1 and Denver Water as presented.

Temporary Construction Easement between District No. 1 and Littleton Village Apartments Owner, LLC: Attorney Harris reviewed the Temporary Construction Easement with the District No. 1 Board. Upon a motion duly made by Director Sherry Buchanan, seconded by Director John Buchanan and, upon vote, unanimously carried, the District No. 1 Board approved the Temporary Construction Easement between District No. 1 and Littleton Village

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Apartments Owner, LLC as presented.

First Amendment to the Independent Contractor Agreement for District Engineering Services between District No. 3 and Independent District Engineering Services, LLC (“IDES”): Attorney Harris reviewed the First Amendment to the Independent Contractor Agreement with the District No. 3 Board. Upon a motion duly made by Director Sherry Buchanan, seconded by Director John Buchanan and, upon vote, unanimously carried, the District No. 3 Board approved the First Amendment to the Independent Contractor Agreement for District Engineering Services between District No. 3 and Independent District Engineering Services, LLC (“IDES”) as presented.

Amended and Restated Agreement Regarding Maintenance Fees (District No. 3): Attorney Harris reviewed the Amended and Restated Agreement with the District No. 3 Board. Upon a motion duly made by Director Sherry Buchanan, seconded by Director Jack Buchanan and, upon vote, unanimously carried, the District No. 3 Board approved the Amended and Restated Agreement Regarding Maintenance Fees for District No. 3 as presented.

Amended and Restated Resolution Concerning the Imposition of a Maintenance Fee: Attorney Harris reviewed the Amended and Restated Resolution with the District No. 3 Board. Upon a motion duly made by Director Jack Buchanan, seconded by Director Sherry Buchanan and, upon vote, unanimously carried, the District No. 3 Board approved the Amended and Restated Resolution Concerning the Imposition of a Maintenance Fee as presented.

Street issue (District No. 1): Attorney Harris reviewed the street issue with the District No. 1 Board. She noted that the issue will be reviewed at an upcoming City Council Study Session, at which Director Cernanec (District No. 2) and Director Jack Buchanan will be in attendance.

Potential Board vacancies (District No. 3): Attorney Harris reviewed the process of appointing Board members to fill vacancies. Director Jack Buchanan stated that he would inquire with other property owners within District No. 3 boundaries to determine any potential interest if qualified electors are available.

MANAGER MATTERS

April 2021 BrightView Landscape Report: Ms. Denslow reviewed the BrightView Landscape Report with the Boards. Director Jack Buchanan reported concern regarding damage to trees from maintenance equipment. Ms. Denslow stated that Director Bolsinger (District No. 2) is in communication with BrightView concerning this matter.

Other: None.

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DIRECTOR MATTERS

Other: Director Jack Buchanan inquired about items related to the payables. He suggested that a call be arranged regarding potential cost-saving opportunities for the Districts. Ms. Denslow stated that she will participate in this call.

EXECUTIVE SESSION (IF NEEDED)

Executive Session was not needed at this time.

OTHER BUSINESS

Quorum for the next meeting: Director Jack Buchanan stated he was interested in holding the next meeting virtually rather than in person. Attorney Harris informed the Boards that there is a pending legislation that will allow Districts to continue meeting virtually, if so desired. She stated this legislation will provide a safe harbor for actions taken by the Boards during the COVID-19 pandemic.

ADJOURNMENT

There being no further business to come before the Boards at this time, the Boards adjourned the meeting at 6:08 p.m.

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

Respectfully submitted,

DocuSigned by:

Sherry Buchanan

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Secretary for the Meeting