

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
AUGUST 17, 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 Tuesday, August 17, 2021, at 5:30 p.m. 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, Thuy Dam and Richard Haggarty; CliftonLarsonAllen LLP ("CLA")
Trisha K. Harris, Esq.; White Bear Ankele Tanaka & Waldron P.C. ("WBA")
Ken Martinelli and Lynn Christensen; Residents

ADMINISTRATIVE MATTERS

Call to order and approval of agenda: The meeting was called to order at 5:34 p.m. Following review, upon a motion duly made by Director Jack Buchanan, seconded by Director Sherry Buchanan and, upon vote, unanimously carried, the Boards approved the agenda as presented.

Disclosures of potential conflicts of interest: 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. Ms. Denslow reported that disclosures for those directors with potential or existing conflicts of interest were filed with

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the 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. Ms. Denslow 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.

Quorum, location of meeting and posting of meeting notice: The Boards confirmed a quorum, the location of the meeting and the posting of the meeting notice.

Public comment: Ms. Christensen inquired about the status of commercial development. Director Jack Buchanan reported that there is activity, but there is nothing to disclose at this point.

CONSENT AGENDA

It was noted that the Boards determined to address the items on the Consent Agenda individually.

Minutes from the April 28, 2021 Special Board meeting: Following review, upon a motion duly made by Director Jack Buchanan, seconded by Director Sherry Buchanan and, upon vote, unanimously carried, the Boards approved the minutes from the April 28, 2021 Special Board meeting as presented.

June 30, 2021 Financial Statements (District Nos. 1 & 3): Ms. Dam reviewed the Financial Statements with the Boards. Discussion followed regarding revenue and expenses year-to-date. The Boards inquired about cost trends through the end of the year. Following discussion, upon a motion duly made by Director Jack Buchanan, seconded by Director Sherry Buchanan and, upon vote, unanimously carried, the Boards accepted the June 30, 2021 Financial Statements for District Nos. 1 and 3 as presented.

Interim Claims (District No. 3): Ms. Dam reviewed the Interim Claims with the Boards and provided an overview of the Bill.com process. Director Jack Buchanan inquired about several of the claims, including the management and accounting expenditures for the year-to-date. Following discussion, upon a motion duly made by Director Jack Buchanan, seconded by Director Sherry Buchanan and, upon vote, unanimously carried, the Board of District No. 3 approved the Interim Claims for District No. 3 as presented.

Current Cash Position (District No. 3): Ms. Dam reviewed the current Cash Positions with the Boards and noted that there is a significant amount in maintenance fees still outstanding for 2021, and a small amount for 2020. Discussion followed regarding the collections process of these outstanding

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amounts. Attorney Harris informed the Boards that demand letters have been sent and that the next step would be to file a lien against the properties. It was noted that the fourth quarter maintenance fee invoices will be sent out in the next couple of weeks. Following discussion, upon a motion duly made by Director Jack Buchanan, seconded by Director Sherry Buchanan and, upon vote, unanimously carried, the Board of District No. 3 accepted the current Cash Positions for District No. 3 as presented.

FINANCIAL MATTERS

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

LEGAL MATTERS

Street issue update (District No. 1): Attorney Harris provided an update to the Boards regarding the street issue and informed them that WBA is working with the City of Littleton on the agreement on the funding and implementation of the repairs. No action was necessary.

Board vacancies: The Boards discussed the vacancies and Director Jack Buchanan stated that he would inquire with other property owners regarding interest in the vacant positions.

Joint Resolution Designating the Location of Regular Meetings of the Boards of Directors: Attorney Harris reviewed the Joint Resolution with the Boards and informed them that the Resolution formalizes the Districts' ability to hold virtual meetings and ratifies all actions of the Boards during the COVID-19 period. Following review, upon a motion duly made by Director Jack Buchanan, seconded by Director John Buchanan and, upon vote, unanimously carried, the Boards approved the Joint Resolution Designating the Location of Regular Meetings of the Boards of Directors as presented.

MANAGER MATTERS

Other: None.

DIRECTOR MATTERS

Cost-saving opportunities update: The Boards discussed cost-saving opportunities regarding operational expenses. No action was taken.

Other: None.

OTHER BUSINESS

Conversion of detention pond to underground detention and possible conveyance of property to development entity in relation to the same: Director Jack Buchanan stated that he has been working with an architect to price out a potential conversion of the detention pond at the corner of Dry Creek and Broadway to an underground system that would allow the surface area to be developed. He noted that the cost is approximately \$6 million. No action was taken.

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Design Guidelines and possible amendments to the same: The Boards discussed the Design Guidelines. No action was taken.

Engaging an architectural firm to assist the Architectural Review Committee: The Boards discussed the engagement of an architectural firm to assist the Architectural Review Committee. It was noted that at some point, the Districts may engage an outside firm to assist in the review of design review applications.

Agreement with SDMS for Management and Accounting Services: At this point in the meeting, CLA representatives departed the meeting. The Boards reviewed and discussed the SDMS Agreement, but no action was taken. The Boards asked Attorney Harris to provide additional referrals, with additional proposals being presented at the next meeting.

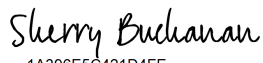
Quorum for the next meeting: A quorum for the next meeting was confirmed. The Boards determined to hold the meeting virtually rather than at the address stated on the agenda.

ADJOURNMENT

There being no further business to come before the Boards at this time, the Boards adjourned the meeting at 6:44 p.m.

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

Respectfully submitted,

DocuSigned by:

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Secretary for the Meeting