

## RECORD OF PROCEEDINGS

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### MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE VAUXMONT METROPOLITAN DISTRICT HELD JANUARY 24, 2018

A regular meeting of the Board of Directors (referred to hereafter as "Board") of the Vauxmont Metropolitan District (referred to hereafter as "District") was convened on Wednesday, the 24th day of January, 2018 at 9:00 A.M., at the Candelas Parkview Swim & Fitness Club 19865 W. 94<sup>th</sup> Avenue, Arvada, Colorado 80007. The meeting was open to the public.

#### ATTENDANCE

#### Directors In Attendance Were:

Brian Daly  
Creig Veldhuizen  
Patrick Vaughn  
Brian Mulvany

Following discussion, upon motion duly made by Director Vaughn, seconded by Director Veldhuizen and, upon vote, unanimously carried, the Board excused the absence of Director Nocera.

#### Also In Attendance Were:

Denise Hogenes; CCMC

Lisa Watts; CCMC

Chelsea Suchomel; CCMC

Megan Becher, Esq.; McGeady Becher, P.C. (for a portion of the meeting)

Mark Mitchell; Cimarron Metropolitan District

Ross Wieser; District Accountant (via speakerphone for a portion of the meeting)

Brandon Collins; Independent District Engineering Services, LLC

Mike Smyth; BrightView Landscape Services, Inc. (for a portion of the meeting)

Eric Keesen; Brightview Landscape Services, Inc. (for a portion of

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the meeting)

Various members of the public as listed on Attachment A

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### **ADMINISTRATIVE MATTERS**

#### **Disclosure of Potential Conflicts of Interest:**

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

Attorney Becher requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. Attorney Becher noted that conflict disclosure statements for all of the Directors have been filed, and that no additional conflicts were disclosed at the meeting.

#### **Quorum, Location of Meeting, Posting of Meeting Notices:**

Attorney Becher noted that a quorum was present. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting.

The Board noted that the meeting was taking place within the boundaries of the District. The Board further noted that notice of the time, date and location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

It was noted that the District Manager posted notice of the meeting at three locations within the boundaries of the District, and that McGeady Becher P.C. posted notice of the meeting with the Clerk & Recorder, at least 72 hours prior to the meeting, all pursuant to statute.

#### **Agenda:**

There was distributed for the Board's review and approval a proposed agenda for the District's special meeting. Following discussion, upon motion duly made by Director Vaughn, seconded by Director Veldhuizen and, upon vote, unanimously carried, the agenda was approved, as amended.

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### CONSENT AGENDA

Upon motion duly made by Director Vaughn, seconded by Director Mulvany and, upon vote, unanimously carried, the Board approved or ratified approval of (as appropriate), the Consent Agenda items, as follows:

- A. Approve minutes of September 27, 2017 Special Meeting
- B. Approve minutes of October 25, 2017 Special Meeting
- C. Approve minutes of November 15, 2017 Special Meeting
- D. Approve minutes of December 13, 2017 Special Meeting

### PUBLIC COMMENT

Director Daly opened the meeting to Public Comment. The Board received comments from several of the members of the public who were present. Public comments were provided by the following individuals: Nancy Varney, Bert Kingsburg, Bill O'Dell, Fred Vanatta. After comments were provided, Director Daly indicated the Board would produce a summary of responses to the various questions posed during public comment.

### FINANCIAL MATTERS

#### Unaudited Financial Statements For the Period Ending December 31, 2017:

Mr. Wieser reviewed the unaudited financial statements for the period ending December 31, 2017 with the Board.

Following discussion, upon motion duly made by Director Vaughn, seconded by Director Velhuizen and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending December 31, 2017 as presented.

### LEGAL MATTERS

#### Change Order No. 5 to the Service Agreement for District Management Services, by and between Cimarron Metropolitan District, Vauxmont Metropolitan District, and Capital Consultants Management Corporation, (re: bookkeeping and accounting services):

Attorney Becher and Ms. Hogenes reviewed potential change order issues with the Board.

Following discussion, the Board directed Attorney Becher and Ms. Hogenes to determine necessary changes to scope of work and review

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with the Board at the next meeting.

**Resolution No. 2017-10-01, Fourth Amendment to Amended and Restated Joint Resolution of Cimarron Metropolitan District and Metropolitan District Regarding the Imposition of Capital Fees:**

Attorney Becher reviewed the Resolution with the Board.

Following discussion, upon motion duly made by Director Daly, seconded by Director Veldhuizen and, upon vote, unanimously carried, the Board ratified the adoption of Resolution No. 2017-10-01, Fourth Amendment to Amended and Restated Joint Resolution of Cimarron Metropolitan District and Metropolitan District Regarding the Imposition of Capital Fees.

**EXECUTIVE SESSION**

The Board advised those present it would need to convene in Executive Session to receive legal advice on specific legal questions regarding the status of collection of Impact Fees pledged pursuant to the Amended and Restated Capital Pledge Agreement and Assignment Agreement among Jefferson Center Metropolitan District No. 1, Jefferson Center Metropolitan District No. 2, and Vauxmont Metropolitan District.

Pursuant to Section 24-6-402(4), C.R.S., upon motion duly made by Director Vaughn, seconded by Director Veldhuizen, and upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in Executive Session at 10:58 a.m. for the purpose of receiving from the Board's attorney legal advice regarding the status of collection of Impact Fees pledged pursuant to the Amended and Restated Capital Pledge Agreement and Assignment Agreement among Jefferson Center Metropolitan District No. 1, Jefferson Center Metropolitan District No. 2, and Vauxmont Metropolitan District.

Furthermore, pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of those portions of the Executive Session that, in the opinion of the Board's attorney(s), constitute privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

The Board reconvened in public session at 11:26 a.m.

**Status of collection of Impact Fees pledged pursuant to the Amended and Restated Capital Pledge Agreement and Assignment Agreement among Jefferson Center Metropolitan District No. 1, Jefferson Center Metropolitan District No. 2, and Vauxmont Metropolitan District:**

Attorney Becher reviewed the current status of collection with the

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Board.

Following discussion, upon motion duly made by Director Vaughn, seconded by Director Veldhuizen and, upon vote, unanimously carried, the Board directed Counsel to notify JCMD No. 2 of the Board's decision to decline the proposal to modify the terms of the agreement.

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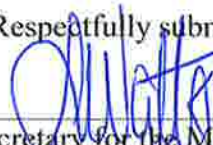
**OTHER BUSINESS** None.

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**ADJOURNMENT** There being no further business to come before the Board at this time, upon motion duly made by Director Daly, seconded by Director Veldhuizen and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By

  
Secretary for the Meeting

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THESE MINUTES APPROVED AS THE OFFICIAL  
JANUARY 24, 2018 MINUTES OF THE VAUXMONT  
METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS  
SIGNING BELOW:

  
\_\_\_\_\_  
Brian Daly

  
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Creig Veldhuizen

  
\_\_\_\_\_  
Patrick Vaughn

  
\_\_\_\_\_  
David Nocera

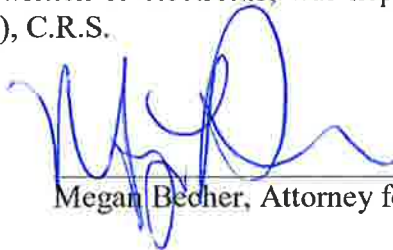
  
\_\_\_\_\_  
Brian Mulvany

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### **Attorney Statement REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing the Vauxmont Metropolitan District (the "District"), I attended the executive session meeting of the District convened on January 24, 2018 at 10:58 a.m., for the purpose of receiving legal advice on specific legal questions regarding: status of collection of Impact Fees pledged pursuant to the Amended and Restated Capital Pledge Agreement and Assignment Agreement among Jefferson Center Metropolitan District No. 1, Jefferson Center Metropolitan District No. 2, and Vauxmont Metropolitan District, as authorized by Section 24-6-402(4)(b), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.



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Megan Becher, Attorney for the District

Date: January 24, 2018

# ATTACHMENT A

CIMMARRON METROPOLITAN, VAUXMONT METROPOLITAN AND CANDELAS SPECIAL DISTRICT

PUBLIC ATTENDEES

MEETING DATE: JAN 24 2018

NAME	ADDRESS	EMAIL
Bert Kingsbury	19841 W 35th Place	bert.kingsbury80@gmail.com
Bill O'Dell	9535 Kilmer Way	shippst07@hotmail.com
Evan Youst	9502 Dean Way	VAUMONT@CENTURYSIC.NET
Nancy Varney	9465 Kilmer Way	nancyvarneydesign@gmail.com