

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2 HELD JUNE 25, 2019

A Regular Meeting of the Board of Directors of the Great Western Park Metropolitan District No. 2 (referred to hereafter as "Board") was convened on Tuesday, the 25th day of June, 2019, at 8:30 a.m., at the offices of the District, 141 Union Boulevard, Suite 150, Lakewood, Colorado 80228. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Gregg A. Bradbury
Jeffrey L. Nading
Brandon Dooling
Charles Church McKay
Steve Nading

Also In Attendance Were:

David Solin (in person) and Steve Beck (for a portion of the meeting); Special District Management Services, Inc.

Megan Becher, Esq.; McGeady Becher P.C.

Brandon Collins; Independent District Engineering Services, LLC

DISCLOSURE OF POTENTIAL CONFLICT 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.

Mr. Solin noted that a quorum was present and 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 the statute. Attorney Becher noted that the Directors' Disclosure Statements for all of the Directors have been filed, and no additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed the proposed Agenda for the District's Regular Meeting.

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Following discussion, upon motion duly made by Director Steve Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Agenda was approved, as amended.

Approval of Meeting Location and Posting Location: 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.

Following discussion, upon motion duly made by Director Steve Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location. 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.

The Board designated the District's 24-hour posting location as the light pole on the median at Skyestone Parkway and West Montane Drive.

Minutes: The Board reviewed the Minutes from the October 23, 2018 Special Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Minutes from the October 23, 2018 Special Meeting were approved.

CONSENT AGENDA

The Board considered ratifying approval of the following actions:

- Ratify approval of Master Service Agreement for District Oversight and Cost Verification Services between the District and Independent District Engineering Services, LLC.
- Ratify approval of Task Order No. 1, for District Oversight Services/Construction Management, in the amount of \$40,000.00.
- Ratify approval of Service Agreement for Project Management Services between the District and Papillon, LLC.
- Ratify approval of Task Order No. 1, for District Management, in the amount of \$60,000.00.
- Ratify approval of Master Service Agreement for Engineering Services between the District and Martin/Martin, Inc.

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- Ratify approval of Task Order No. 1, for Civil Engineering Services and Reimbursables, in the amount of \$192,500.00.
- Ratify approval of Task Order No. 2, for On-Call Survey Services, in the amount of \$10,000.00.
- Ratify approval of Task Order No. 3, for Additional Services, in the amount of \$12,326.00.
- Ratify approval of Task Order No. 4, for Construction Services, in the amount of \$10,000.00.
- Ratify approval of Master Service Agreement for Storm Water Oversight Services between the District and Storm Water Asset Protection, LLC.
- Ratify approval of Task Order No. 1, for Storm Water Compliance, in the amount of \$10,000.00.
- Ratify approval of Task Order No. 1 for Geotechnical Study from A.G. Wassenaar, in the amount of \$23,420.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board ratified approval of all the above actions.

FINANCIAL MATTERS

Claims: The Board considered ratifying approval of the payment of claims as follows:

	Period Ending Nov. 19, 2018	Period Ending Dec. 12, 2018	Period Ending Jan. 23, 2019	Period Ending Feb. 20, 2019
General Fund	\$ 5,981.58	\$ 29,912.87	\$ 18,672.66	\$ 2,422.86
Capital Fund	\$ -0-	\$ -0-	\$ -0-	\$ 3,805.84
Total Claims:	\$ 5,981.58	\$ 29,912.87	\$ 18,672.66	\$ 6,228.70

	Period Ending March 18, 2019	Period Ending April 15, 2019	Period Ending May 17, 2019
General Fund	\$ 3,296.89	\$ 1,932.87	\$ 1,735.02
Capital Fund	\$ 102,995.90	\$ 31,729.86	\$ 70,678.08
Total Claims:	\$ 106,292.79	\$ 33,662.73	\$ 72,413.10

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steve Nading and, upon vote, unanimously carried, the Board ratified the approval of the payment of claims, as presented.

The Board then considered the approval of the payment of claims for the period ending June 18, 2019 as follows:

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General Fund	\$ 835.75
Capital Improvements Fund	\$ 26,394.98
Total Claims:	<u>\$ 27,230.73</u>

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steve Nading and, upon vote, unanimously carried, the Board approved the payment of claims for the period ending June 18, 2019.

Unaudited Financial Statements: Mr. Beck reviewed the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending March 31, 2019.

Following review, upon motion duly made by Director Jeff Nading, seconded by Director Dooling and, upon vote, unanimously carried, the unaudited financial statements for the period ending March 31, 2019 were accepted.

2018 Audit: Mr. Beck discussed the 2018 Audit with the Board.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board approved the 2018 Audit and authorized the execution of the Representations Letter, subject to final review by Accounting and Legal Counsel.

District Expenditures Verification Reports: Mr. Beck discussed the District Expenditures Verification Reports covering the period of September 2018 through June 2019.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board ratified approval of the District Expenditures Verification Reports covering the period of September 2018 through June 2019.

2020 Budget Preparation: Mr. Beck discussed the preparation of the 2020 Budget with the Board.

Following discussion, upon motion duly made by Director Steve Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2020 Budget.

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LEGAL MATTERS

Amended and Restated Facilities Funding and Acquisition Agreement: Attorney Becher reviewed with the Board an Amended and Restated Facilities Funding and Acquisition Agreement between the District and Great Western Park, LLC.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board ratified approval of the Amended and Restated Facilities Funding and Acquisition Agreement between the District and Great Western Park, LLC.

112th Avenue/Skyestone Parkway Roadway Improvements – Stormceptor Improvements – Maintenance Responsibility: Attorney Becher reviewed with the Board a letter to the City and County of Broomfield regarding 112th Avenue/Skyestone Parkway Roadway Improvements – Stormceptor Improvements – Maintenance Responsibility.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board ratified approval of the letter to the City and County of Broomfield regarding 112th Avenue/Skyestone Parkway Roadway Improvements – Stormceptor Improvements – Maintenance Responsibility.

Ditch Agreement: Attorney Becher reviewed with the Board a Ditch Agreement by and between the District and the Dry Creek Valley Ditch Company.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board approved the Ditch Agreement by and between the District and the Dry Creek Valley Ditch Company, subject to final Legal Counsel review.

Wetlands Mitigation Credits for Skyestone Parkway Project from Jefferson Center Metropolitan District No. 1: Attorney Becher reviewed with the Board a Certificate of Wetland Credit Purchase for the Skyestone Parkway Project from Jefferson Center Metropolitan District No. 1.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board ratified approval of the Certificate of Wetland Credit Purchase for the Skyestone Parkway Project from Jefferson Center Metropolitan District No. 1, in the amount of \$32,000.00.

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House Bill 19-1087 – Local Public Meeting Notices Posted on Website: Attorney Becher reviewed with the Board new legislation regarding posting meeting notices and establishment of a website.

Follow review and discussion, upon motion duly made by Director Jeff Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board authorized the appropriate resolutions to be drafted by Counsel and authorized up to \$2,000 for an Eligible Governmental Entity Agreement (“EGE”) between the Statewide Internet Portal Authority (“SIPA”) and the District for a website.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Collins discussed with the Board the Project Status Report dated June 25, 2019. A copy of the report is attached hereto and incorporated herein by this reference.

Contracts, Task Orders, Work Orders and Change Orders: Mr. Collins discussed the following Contract:

- Proposal from Western Environment and Ecology, Inc., for Wildlife and Environmental Survey, in the amount of \$3,934.40.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the proposal from Western Environment and Ecology, Inc., for Wildlife and Environmental Survey, in the amount of \$3,934.40.

OTHER BUSINESS

None.

ADJOURNMENT

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

Respectfully submitted,

By: 

Secretary for the Meeting

GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2

Board Meeting Project Status
June 25, 2019



Project Work

District project work includes the following:

- Prepare bids, contracts and associated change orders and task orders for consultants and contractors.
- Provide contract administration and construction coordination for District contracts, including processing payment applications, change order requests, requests for information, and processing and logging of submittals.
- Monitor and log geotechnical testing reports for compaction and materials placement.
- Prepare Cost Verification and other reports.
- Field construction review of payment applications.

Project Status

- Plan approvals and City signatures are forthcoming.
- Working through required items prior to issuance of City permits.
- Martin/Martin is working with a subcontractor for Corps 404 permit.

Construction Contract Documents

Contractor Contracts

- None

Change Orders

- None

Potential Change Orders/Change Order Requests

- Preparing bid documents for general construction of all improvements.

Consultant Contract Documents

Consultant/Vendor Agreements

- IDES, LLC contract, District Oversight and Cost Verification Services
 - Contract executed by the District; Recommend Approval
- Martin/Martin contract, Engineering Services
 - Contract executed by the District; Recommend Approval
- Papillon, LLC contract, Project Management Services
 - Contract executed by the District; Recommend Approval
- SWAP, LLC contract, Storm Water Oversight Services
 - Contract executed by the District; Recommend Approval

Work Orders and Task Orders

- A.G. Wassenaar:
 - (Proposal only, no contract) - Geotechnical Study - \$23,420.00
 - Proposal executed by the District; Recommend Approval
- IDES, LLC:
 - TO #1 - District Oversight Services/Construction Management - \$40,000.00
 - TO #1 executed by the District; Recommend Approval
- Martin/Martin:
 - TO #1 - Civil Engineering Services and Reimbursables - \$192,500.00
 - TO #2 - On-Call Survey - \$10,000.00
 - TO #3 - Additional Services - \$12,326.00
 - TO #4 – Construction Services - \$5,000.00
 - TO's #1-4 executed by the District; Recommend Approval
- Papillon, LLC:
 - TO #1 - District Management - \$60,000.00
 - TO #1 executed by the District; Recommend Approval
- SWAP, LLC:
 - TO #1 – Storm Water Compliance - \$10,000.00
 - TO #1 executed by the District; Recommend Approval
- Western Environment and Ecology, Inc.:
 - (Proposal only, no contract) – Wildlife and Environmental Survey - \$3,934.40
 - Proposal executed by the District; Recommend Approval

Potential Task Orders/Requests

- None

Other Matters

- None