

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2 HELD DECEMBER 17, 2019

A Special 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 17th day of December, 2019, at 9:30 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 and Judy Leyshon; Special District Management Services, Inc.

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

Joy Tatton; Simmons & Wheeler, P.C. (via speakerphone)

Wes Back; Independent District Engineering Services, LLC

Diana Ten Eyck; Jefferson Center Metropolitan District Nos. 1 & 2

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.

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ADMINISTRATIVE MATTERS

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

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Agenda was approved as presented.

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 Jeff Nading, seconded by Director McKay 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.

Minutes: The Board reviewed the Minutes from the November 26, 2019 Regular Meeting.

Following discussion, upon motion duly made by Director Dooling, seconded by Director Bradbury and, upon vote, unanimously carried, the Minutes from the November 26, 2019 Regular Meeting were approved.

PUBLIC COMMENT

There were no public comments.

FINANCIAL MATTERS

Claims: The Board considered the approval of the payment of claims for the period ending December 17, 2019 as follows:

General Fund	\$ 3,691.22
Capital Improvements Fund	\$ 6,730.68
Total Claims:	\$ <u>10,421.90</u>

Following discussion, upon motion duly made by Director Steve Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the payment of claims for the period ending December 17, 2019.

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District Expenditures Verification Report prepared by Independent District Engineering Services, LLC (“IDES”): Mr. Back reviewed IDES’ report entitled “District Expenditures Verification for December 2019,” which summarizes IDES’ review and verification of the expenditures of the District for December 2019 related to certain District construction contracts. The Verification Report identified \$10,421.90 of District Eligible Expenses and \$-0- of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$10,421.90.

LEGAL MATTERS

Ditch Agreement between the District and Dry Creek Valley Ditch Company: Attorney Becher reported to the Board that she has received comments on the Ditch Agreement between the District and Dry Creek Valley Ditch Company and is reviewing the same.

McGeady Becher P.C. District Records Retention: The Board deferred discussion.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed the report with the Board.

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

- Consider approval of Task Order No. 2 to the Services Agreement between the District and IDES, for On-Call Metro District Oversight Services/Construction Management, in the amount of \$10,000.
- Consider approval of Task Order No. 2 to the Service Agreement between the District and Martin/Martin, Inc., for Construction Services, in the amount of \$7,500.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steve Nading and, upon vote, unanimously carried, the Board approved (or ratified approval of, as appropriate) the Contracts, Change Orders, Task Orders and Work Orders listed above.

Contract between the District and Wagner Construction, Inc. for Dirt Work, Utility and Roadway: The Board reviewed the Contract between the District and Wagner Construction, Inc., for dirt work, utility and roadway.

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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 award of a contract to Wagner Construction, Inc., for dirt work, utility and roadway, in the approximate amount of \$2,400,000 (to include all support services), subject to final review by Director Jeff Nading and Legal Counsel and, subject to Notice to Proceed and funding by Great Western Park, LLC.

OTHER BUSINESS

None.

ADJOURNMENT

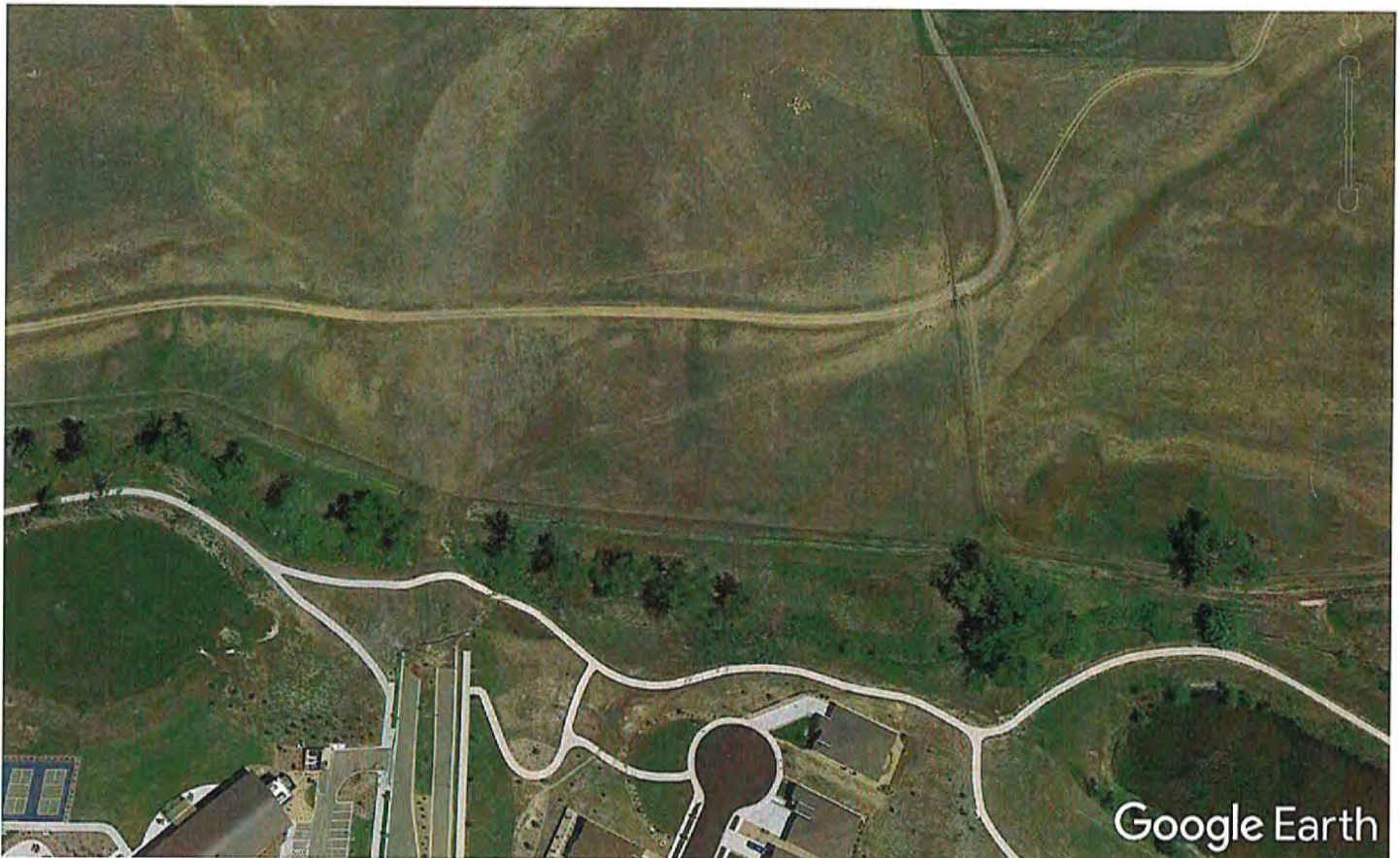
There being no further business to come before the Board at this time, upon motion duly made by Director Dooling, seconded by Director Steve Nading and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 

Secretary for the Meeting

**GREAT WESTERN PARK
METROPOLITAN DISTRICT NO. 2**
Board Meeting Project Status
December 17, 2019



Project Work

- Public bidding process has been completed for the Skyestone Parkway Roadway, Underpass and Utility Improvements.
- A borrow area for the fill required on the box culvert has been selected and priced.
- Taylor Morrison reimbursements for the Skyestone Parkway Roadway, Underpass and Utility Improvements were calculated.
- Construction contract has been drafted for Wagner Construction.
- Geotechnical engineering RFPs for material testing have been distributed

Project Status

- Skyestone and 112th Plans have been approved by the City.
- Working through required items prior to issuance of City permits.
- Martin/Martin is working with a subcontractor for Corps 404 permit. Authorization from the Army Corp of Engineers is anticipated any day. The CLOMR was received in October.
- Western Environmental to complete preconstruction wildlife survey and letter on January 3rd.

Construction Contract Documents

Contractor Contracts

- Wagner Construction, Inc. – Skyestone Parkway Roadway, Underpass and Utility Improvements - \$2,211,178.70

Change Orders

- None

Potential Change Orders/Change Order Requests

- None

Consultant Contract Documents

Consultant/Vendor Agreements

- None

Work Orders and Task Orders

- IDES
TO #2 – On-Call Metro District Oversight Services / Construction Management - \$10,000.00
- Martin/Martin
TO #5 – Construction Services - \$7,500.00

Potential Task Orders/Requests

- IDES
TO #3 – On-Call Metro District Oversight Services / Construction Management - \$67,200.00

Other Matters

- None