

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE RAVENNA METROPOLITAN DISTRICT

Held: May 24, 2017, 6:30 p.m.
The Sales Center, 11118 Caretaker Road, Littleton, CO 80125

Attendance The special meeting of the Board of Directors of the Ravenna Metropolitan District was called and held at The Sales Center, 11118 Caretaker Road, Littleton, CO, 80125, in accordance with Colorado law. The following Directors confirmed their qualification to serve on the Board:

Directors in Attendance Were:

John Fredericks, President
Bill Airy, Assistant Secretary/Treasurer
Pat Vellone, Assistant Secretary/Treasurer (via telephone)
Mike Drawe, Assistant Secretary (joined meeting at 7:40 P.M.)
Kevin Collins, Director (appointed during this board meeting)

Also in Attendance Were:

Alan Pogue ; Icenogle Seaver Pogue, PC
Kim Seter; Seter and Vander Wall, PC
Stan Myers and Peggy Dowswell; Pinnacle Consulting Group,
Inc.
Geoff Collins, RCREI

Call to Order The meeting was called to order at 6:46 P.M.

Declaration of Quorum Mr. Myers affirmed that a quorum of the Board was present.

Board Vacancy The Board acknowledged a current vacancy on the Board. Kevin Collins expressed an interest in being a board member. After a short discussion a motion was duly made by Director Fredericks, seconded by Director Vellone and, upon vote, unanimously carried, the Board

RESOLVED to appoint Kevin Collins as a Director to the Board and to the office of Assistant Secretary.

Agenda Approval of Agenda: The Board reviewed the proposed Agenda and proposed to amend the agenda as follows:

Item I D be inserted to allow Geoff Collins to present a proposed land swap based on his discussions with Bob Greska

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Item IV C be inserted to allow Alan Pogue to present a proposal to grant easements for gold cart encroachments.

Item IV D be inserted to allow Alan Pogue to present a proposal for a memorandum of an Agreement among the Town of Lochbuie, Bromley District Water Provides, United Water and Sanitation District, Ravenna Metropolitan District, and the Town of Castle Rock.

Following review and discussion, upon motion duly made by Director Airy, seconded by Director Fredericks and, upon vote, unanimously carried, the Board

RESOLVED to approve the meeting agenda, as amended.

Land Swap

Geoff Collins addressed the Board on behalf of Bob Greska who proposes to purchase all or a portion of Tract C adjacent to his property to allow him to build a home outside the flowage easement which crosses most his current property. Tract C is designated as a park in the PUD. The process will require an amendment to the PUD, review fees to be paid to the County Planning and Engineering and other costs. The Board reviewed the proposal and stated Mr. Geoff Collins will need to contact Mr. Greska to further negotiate the terms of the purchase to include a portion of Tract C and not Tract C in its entirety. In addition, Mr. Greska would be granted an access easement for the remaining portion of Tract C between his purchase parcel and the Tract D open space. This proposal is contingent on Mr. Greska funding all resulting costs; including but not limited to the cleanup, landscaping and irrigation of the easement parcel. Following review and discussion, upon motion duly made by Director Airy, seconded by Director Vellone and, upon vote, unanimously carried, the Board

RESOLVED to allow Geoff Collins to continue to pursue his discussions with Bob Greska to finalize an agreement to purchase a portion of Tract C subject to final review and approval by the Board.

Mr. Geoff Collins left the meeting at 7:25 P.M.

Minutes

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Approval of March 14, 2017, Special Meeting Minutes: The Board reviewed the minutes of the March 14, 2017 Special Meeting. Upon motion duly made by Director Fredericks, seconded by Director Airy, and upon vote, unanimously carried, the Board

RESOLVED to approve the March 14, 2-17 Special Meeting Minutes.

Public Comment Director Fredericks opened the meeting to public comments. There being none, this portion of the meeting was closed.

Financial Items Consider Ratification of Claims for Payment: Ms. Dowswell presented the previous claims represented by check Nos. 1047 through 1216, Bill Pay # 985362 through #985743 and E-Pay 0117001 through 1216015 totaling \$363,685.23. Upon motion duly made by Director Airy, seconded by Director Vellone, and upon vote, unanimously carried, the Board

RESOLVED to ratify the previous claims presented by check Nos. 1047 through 1216, Bill Pay # 985362 through #985743 and E-Pay 0117001 through 1216015 totaling \$363,685.23 as presented.

Financial Report: Ms. Dowswell reviewed with the Board the District's unaudited financial statements through the period ending March 31, 2017. Ms. Dowswell also presented the projected 2017 budget, noting that to be able to operate the water system an additional 3 months, additional expenses would be incurred. Those expenses would be funded with cash advances from RCREI and all other funds the District can use. This leaves the District unable to contribute the entire amount needed for the inclusion fees to Roxborough. She requested that the board approve direction to Pinnacle and legal counsel to pursue settlement of all outstanding claims from and to RCREI in order to facilitate close-out of the Enterprise fund and payment of inclusion fees. Upon motion duly made by Director Vellone, seconded by Director Airy, and, upon vote, unanimously carried, the Board

RESOLVED to accept the unaudited Financial Statements for the period ending March 31, 2017 as presented and to direct legal counsel and Pinnacle to work on a settlement

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with RCREI for all outstanding amounts to obtain funds for inclusion and other operating needs of the District

Status of HOA Agreement: This item was tabled.

Legal Items

Consider Approval of Funding and Reimbursement Agreement with River Canyon Real Estate Investments, Inc. for Operations Expenses and, in Connection Therewith, Issuance of Subordinate Promissory Note: Upon motion duly made by Director Airy, seconded by Director Drawe, and, upon vote, unanimously carried the Board

RESOLVED to accept the Funding and Reimbursement Agreement with River Canyon Real Estate Investments, Inc. for Operations Expenses and, in Connection Therewith, Issuance of Subordinate Promissory Note

Consider Approval of Reimbursement and Acquisition Agreement with River Canyon Real Estate Investments, Inc. for Capital Expenses Associated with Roxborough Emergency Water Interconnection: Upon motion duly made by Director Airy, seconded by Director Drawe, and, upon vote, unanimously carried, the Board

RESOLVED to accept the Reimbursement and Acquisition Agreement with River Canyon Real Estate Investments, Inc. for Capital Expenses Associated with Roxborough Emergency Water Interconnection.

Grant Easements for Golf Cart Encroachments: Ravenna Metro District to grant a blanket easement to River Canyon Real Estate Investments, Inc. for golf cart path encroachments. Upon motion duly made by Director Airy, seconded by Director Fredericks, and, upon vote, unanimously carried the Board

RESOLVED to Approve the blanket easement for golf cart path encroachments to River Canyon Real Estate Investments, Inc., subject to final review by legal counsel.

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Consider Approval of Memorandum of Agreement with Roxborough Emergency Water Interconnection: Mr. Pogue reviewed with the Board the Memorandum of the Agreement with Bromley District Water Pouders LLC, the Town of Lochbuie, the Town of Castle Rock, Ravenna Metropolitan District, and United Water and Sanitation District. The Agreement addresses an issue with a discrepancy in Lochbuie passed on judicially water rights from 1980. Lochbuie is seeking assurances for that these rights will not be contested after the sale of the United System to Castle Rock is completed. Following review and discussion, upon motion duly made by Director Vellone, seconded by Director Fredericks and, upon vote, unanimously carried, the Board

RESOLVED to accept the Water Service Agreement with Roxborough Emergency Water Interconnection, subject to final review by legal counsel and subject to closing of the United Water and Sanitation District and Town of Castle Rock transaction.

Consider Termination of Outstanding Agreements with United Water & Sanitation District: Upon motion duly made by Director Airy, seconded by Director Vellone, and, upon vote, unanimously carried, the Board

RESOLVED to terminate the Outstanding Agreements with United Water & Sanitation District, subject to final review by legal counsel and closing of the United Water and Sanitation District and the town of Castle Rock transaction.

Consider Approval of Inclusion Intergovernmental Agreement with Roxborough Water & Sanitation District (RWSD): Mr. Pogue presented a previously approved version of this agreement and presented several proposed changes proposed by RWSD based on their Board's discussion at the RWSD Board Meeting held on May 24th, 2017. After some discussion, further changes were also proposed and a motion was duly made by Director Airy and seconded by Director Fredericks to approve the Agreement with the proposed changes. Director Vellone called for further discussion and asked Mr. Pogue to provide a summary of the proposed changes. Mr. Pogue summarized as follows:

1. Ravenna Metro District will dedicate to Roxborough all 424 acre feet of Bell Mountain Ranch ground water

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provided all the Phase III Improvements are in place within the next two years. If the Phase III Improvements are not completed in the next two years, Ravenna Metro District will limit this dedication to Roxborough to 250 acre feet.

2. The required Water SDC deposit of \$13,800 for each EQR will now be financed by Roxborough over 15 years at an interest rate of 3.5%, resulting in a monthly surcharge to each EQR of \$100/month beginning at the Water Service Commencement Date. Fees collected by Roxborough over the next two years will be placed in a segregated project account held by Roxborough and will be applied to Phase III Improvements. Any portion of these fees not used for Phase III Improvements will be refunded to fee payers.

With these clarifications, upon vote, unanimously carried, the Board

RESOLVED to approve the Inclusion Intergovernmental Agreement with Roxborough Water & Sanitation District with the proposed changes.

Director Airy moved to adjourn the meeting at 9:28 P.M.

Adjournment

Upon second by Director Fredericks, and unanimous vote, the meeting was adjourned.

Respectfully submitted,


Secretary for the Meeting