

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SPRING VALLEY METROPOLITAN DISTRICT NO. 1 AND THE BOARD OF DIRECTORS OF THE SPRING VALLEY METROPOLITAN DISTRICT NO. 1 WATER AND SEWER ACTIVITY ENTERPRISE HELD MARCH 9, 2020

A special meeting of the Board of Directors of the Spring Valley Metropolitan District No. 1 (referred to hereafter as the "District") and the Board of Directors of the Spring Valley Metropolitan District No. 1 Water and Sewer Activity Enterprise (referred to hereafter as the "Enterprise", referred to hereafter collectively as the "Board"), was convened on Monday, the 9th day of March, 2020, at 10:45 A.M., at 2N Civil Engineering, 6 Inverness Court East, Suite 125, Englewood, Colorado. The meeting was open to the public.

#### ATTENDANCE

##### Directors In Attendance Were:

James E. Marshall  
Christopher ("CJ") Kirst  
Holly Robinson

Following discussion, upon motion duly made by Director J. Marshall, seconded by Director Kirst and, upon vote, unanimously carried, the absence of Director S. Marshall was excused.

##### Also In Attendance Were:

David Solin; Special District Management Services, Inc. ("SDMS")  
  
Christopher Brummitt, Esq.; McGeady Becher P.C.  
  
Wayne Ramey; Ramey Environmental Compliance, Inc. (via speakerphone)  
  
Bob Frchetti; Aqua Engineering, Inc. (for a portion of the meeting via speakerphone)  
  
Eric Tuin; 2N Civil, LLC

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures 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.

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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 Brummitt noted that Disclosure Statements have been filed for all directors. No additional conflicts were disclosed.

### ADMINISTRATIVE MATTERS

**Agenda:** Mr. Solin 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 J. Marshall, seconded by Director Kirst and, upon vote, unanimously carried, the Agenda was approved, as presented.

**Approval of Meeting 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 J. Marshall, seconded by Director Kirst and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within the District boundaries to conduct this meeting, or within the County in which the District is located or within 20 miles of its boundaries, the meeting would be conducted at the above-stated time, date and 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 taxing electors within its boundaries.

**Resignation and Appointment of Secretary to the Board:** The Board discussed the resignation of Lisa Johnson and considered the appointment of David Solin as Secretary to the Board.

Following discussion, upon motion duly made by Director J. Marshall, seconded by Director Robinson and, upon vote, unanimously carried, the Board accepted the resignation of Lisa Johnson as Secretary to the Board and appointed David Solin as Secretary to the Board.

### OPERATION MATTERS

**Operational Matters:** The Board discussed various Operational Matters as follows:

**Aqua Engineering, Inc.:** Mr. Frchetti discussed with the Board the Guaranteed Maximum Price ("GMP") of the Construction Contract in the amount of \$875,000.00 with \$550,000.00 from Capital Funds. He noted that the GMP would

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include allowances for added work without limits and the Construction Manager at Risk ("CMAR") Agreement would be completed by Friday. The Construction Contract would include the completion of Leach Field in the amount of \$35,000.00 and steel fencing in the amount of \$113,000.00.

*Ramey Environmental Compliance, Inc.*: Mr. Ramey discussed with the Board the cost of the Booster Station Pumps in the amount of \$160,000.00. He noted that it is estimated to be done in twelve (12) weeks and that three (3) Variable Frequency Drives ("VFD"s) would need to be ordered for the task.

### LEGAL MATTERS

**Resolution to Amend the Rules and Regulations with an Updated Appendix C (Spring Valley Meter Pit Specifications)**: The Board discussed a Resolution to amend the Rules and Regulations with an updated Appendix C (Spring Valley Meter Pit Specifications).

Following discussion, upon motion duly made by Director J. Marshall, seconded by Director Robinson and, upon vote, unanimously carried, the Board adopted a Resolution to amend the Rules and Regulations with an updated Appendix C (Spring Valley Meter Pit Specifications).

**Related Change Orders to CMAR Agreement with Fischer Construction, Inc.**: The Board discussed any related change orders to CMAR Agreement with Fisher Construction, Inc.

Following discussion, upon motion duly made by Director J. Marshall, seconded by Director Kirst and, upon vote, unanimously carried, the Board approved any related change orders to CMAR Agreement with Fischer Construction, Inc., subject to review of the sub-committee appointed by the Board, consisting of Director Kirst, Mr. Tuin, Mr. Frachetti, and Mr. Ramey.

**Joint Resolution of Spring Valley Metropolitan District 1 and Spring Valley Metropolitan District No. 4 Authorizing Collection of Capital Component of Tap Fees for Repayment of Bonds**: The Board discussed a Joint Resolution of Spring Valley Metropolitan District 1 and Spring Valley Metropolitan District No. 4 Authorizing Collection of Capital Component of Tap Fees for Repayment of Bonds.

Following discussion, upon motion duly made by Director J. Marshall, seconded by Director Robinson and, upon vote, unanimously carried, the Board adopted the Joint Resolution of Spring Valley Metropolitan District 1 and Spring Valley Metropolitan District No. 4 Authorizing Collection of Capital Component of Tap Fees for Repayment of Bonds.

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**Spring Valley Metropolitan District No. 1 Resolution to Confirm Schedule of Fees Due, Designating in Spring Valley Metropolitan District No. 4 the Capital Component of Tap Fee to be \$16,200.00 and the O&M Component of the Tap Fee to be \$0:** The Board discussed a Spring Valley Metropolitan District No. 1 Resolution to Confirm Schedule of Fees Due, Designating in Spring Valley Metropolitan District No. 4 the Capital Component of Tap Fee to be \$16,200.00 and the O&M Component of the Tap Fee to be \$0.

Following discussion, upon motion duly made by Director J. Marshall, seconded by Director Kirst and, upon vote, unanimously carried, the Board adopted the Spring Valley Metropolitan District No. 1 Resolution to Confirm Schedule of Fees Due, Designating in Spring Valley Metropolitan District No. 4 the Capital Component of Tap Fee to be \$16,200.00 and the O&M Component of the Tap Fee to be \$0.

**Intergovernmental Agreement ("IGA") Regarding Assignment of Revenue between District No. 1 and District No. 4:** The Board discussed an IGA Regarding Assignment of Revenue between District No. 1 and District No. 4.

Following discussion, upon motion duly made by Director J. Marshall, seconded by Director Robinson and, upon vote, unanimously carried, the Board approved the IGA Regarding Assignment of Revenue between District No.1 and District No. 4.

### **OTHER BUSINESS**

**County Road 174 and County Road 13 (Three (3) Miles of Road to Bemis Construction Services and Phased Construction of the Project and Approve IREA Relocate):** The Board deferred discussion at this time.

### **ADJOURNMENT**

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

Respectfully submitted,

By 

Secretary for the Meeting