

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF  
DIRECTORS  
OF  
IRON WORKS VILLAGE METROPOLITAN DISTRICT

Held: May 10, 2018, at 2:00 p.m., at 2154 East Commons  
Avenue, Suite 2000, Centennial, Colorado.

**Attendance**

The meeting referenced above was held in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve, were in attendance:

Aaron Foy  
Jason Ferdig  
Doug Erpelding

*Also present for the District: K. Sean Allen and Megan Murphy, White, Bear, Ankele, Tanaka & Waldron, P.C., District general counsel and Diane Wheeler, Simmons & Wheeler, P.C., District accountant.*

**Call to Order/Declaration of  
Quorum**

With a quorum of the Board participating, the Directors confirmed their qualification to serve and Director Foy called the meeting to order.

**Conflict of Interest  
Disclosures**

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures by the Directors may be required prior to taking official action at the meeting. The agenda for the meeting was reviewed, following which each Director confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed. The disclosure certificates had been reviewed and were ordered to be made part of the official minutes of the meeting by reference. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

**Approval of Agenda**

Ms. Murphy presented the Agenda to the Board for consideration. Following discussion, upon a motion duly made by Director Ferdig and seconded by Director Erpelding, the Board unanimously approved the agenda.

**Approval of Minutes from  
October 5, 2017 Meeting**

Ms. Murphy presented the minutes from the October 5, 2017 meeting. Following discussion, upon motion duly made by Director Foy and seconded by Director Ferdig, the Board unanimously approved the minutes.

**Public Comment**

None.

## **Legal Matters**

Consider Adoption of 2018  
Administrative Resolution

Ms. Murphy presented the 2018 administrative resolution to the Board. Following discussion, upon motion duly made by Director Foy and seconded by Director Ferdig, the Board unanimously adopted the resolution.

Consider Approval of  
Independent Contractor  
Agreement with IDES

Ms. Murphy presented the Independent Contractor Agreement with IDES to the Board. Following discussion, upon motion duly made by Director Foy and seconded by Director Ferdig, the Board unanimously approved the agreement.

Director Vacancies and  
Appointments-Lee Merritt  
and Scott Oldham

The Board engaged in a general discussion regarding the vacancies on the Board. Following discussion, upon motion duly made by Director Ferdig and seconded by Director Foy, the Board unanimously approved appointing Lee Merritt and Scott Oldham to the Board.

Oath of Office – Doug  
Erpelding

It was noted Director Erpelding completed his oath of office for his recently elected term to May 2022.

## **Financial Matters**

Consider Approval of  
Payables/Financials

Ms. Wheeler presented the claims payables and financials dated March 31<sup>st</sup>, 2018 to the Board. Upon motion duly made by Director Ferdig and seconded by Director Foy, the Board unanimously ratified the payables and approved the financial statements.

Developer Advances of  
Capital and Operation Costs

Mr. Allen asked Ms. Wheeler if the developer advances for capital and operation costs are being made and accounted for separately. Ms. Wheeler confirmed that any developer advances are accounted for and noted as either an operational advance or a capital advance.

## **Other Business**

Consider Approval of First  
Amendment to  
Intergovernmental  
Agreement with City of  
Englewood Allowing  
Operation and Maintenance  
Services by District

Ms. Murphy presented the First Amendment to the Intergovernmental Agreement with the City of Englewood to the Board for consideration. Following discussion regarding anticipated landscape operation services, upon motion duly made by Director Ferdig and seconded by Director Foy, the Board unanimously approved the First Amendment authorizing operation and maintenance services by the District.

Consider Approval of  
Access Easement and  
Maintenance Agreement

Ms. Murphy presented the Access Easement and Maintenance Agreement between Iron Works Village, LLS and the District to the Board for approval. Following discussion, upon motion duly

between Iron Works Village, LLC and District for Maintenance Areas; District Ownership of Certain Tracts and Maintenance

made by Director Foy and seconded by Director Ferdig, the Board unanimously approved the Access Easement and Maintenance Agreement subject to final review by Director Foy and legal counsel.

Discuss Maintenance Vendor/Contractor Agreement

The Board engaged in general discussion and it was determined that Iron Works Village LLC will continue to engage the landscape vendor for landscape maintenance until the plant warranty expires at which time the District is expected to directly engage the landscape vendor for ongoing landscape maintenance.

Discuss District Designation of Covenant Enforcement and Design Review Entity/Declarations

The Board deferred this matter until the June 7, 2018 meeting.

Discuss District Manager Engagement

It was noted to discuss engagement with Special District Management Services as District Manager during the June 7, 2018 meeting.

Discuss District Imposition of Operations and Maintenance Fee Resolution

It was noted Director Foy is revising the fee schedule based on housing product type and that it is to be discussed during the June 7, 2018 meeting.

Next Meeting

It was noted that the next meeting will be June 7, 2018.

**Adjournment**

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

The foregoing minutes were approved by the Board of Directors on June 7, 2018.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

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Secretary for the Meeting

