

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF THE
CCP METROPOLITAN DISTRICT NO. 3
HELD
November 18, 2016**

A regular meeting of the Board of Directors of the CCP Metropolitan District No. 3 ("Board") was held on Friday, November 18, 2016 at 10:30 a.m. at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, Colorado. This meeting was open to the public.

Attendance

In attendance were the following Board Members:

Sarah Laverty
Cameron Bertron
Robert Andrews

Also in attendance were:

Denise Denslow and Dawn Jones; CliftonLarsonAllen LLP
Kathy Kanda; McGeady Becher P.C.
Frederick Schultz; Trammell Crow, Board Nominee
Andrew Derickson; EnviroFinance Group, LLC, Board Nominee

Call to Order/Declaration of Quorum

The meeting was called to order by Director Laverty. A quorum was declared.

Present Disclosures of Potential Conflicts of Interest

The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors and to the Secretary of State. The members of the Board were requested 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 Statute. It was noted by Ms. Kanda that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors.

Acknowledge the Resignation of Christopher Miller and Alexander Brown; Discuss Vacancies

Following discussion, the Board acknowledged the resignation of Christopher Miller and Alexander Brown.

Appointment of Qualified Individuals, Frederick Schultz and Andrew Derickson, to the Board of Directors to Fill the Vacancies on the Board. Administer Oaths of Office

The Board discussed the vacancies on the Board due to the resignations of Christopher Miller and Alexander Brown. It was noted that pursuant to Section 32-1-808 (2)(a)(I), C.R.S.; Publication of Notices of Vacancies on the Board were published in a newspaper having general circulation in the District. No Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publications. As such, qualified individuals Frederick Schultz and Andrew Derickson stated their interest in serving on the Board.

Following discussion, upon a motion made by Director Miller, seconded by Director Bertron and, upon vote unanimously carried, the Board nominated and appointed Frederick Schultz and Andrew Derickson to the Board of Directors to fill the two (2) vacancies and administered the Oaths of Office.

Appointment of Officers

Following discussion, upon a motion duly made by Director Bertron, seconded by Director Schultz and, upon vote unanimously carried, the Board appointed the Officers as follows:

President: Sarah A. Laverty
Secretary: Cameron R. Bertron
Treasurer: Robert Andrews
Assistant Secretaries: Frederick Schultz and Andrew Derickson.

Agenda, Confirm Location of Meeting and Confirm Posting of Meeting Notices

Ms. Denslow reviewed the Agenda for the meeting with the Board. Following discussion, upon a motion duly made by Director Bertron, seconded by Director Laverty and, upon vote unanimously carried, the Board approved the agenda as presented.

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 and upon motion duly made by Director Bertron, seconded by Director Laverty and, upon vote unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries, or in the County the District is located, to conduct this meeting, it was determined to conduct the meeting at the above stated date, time and location. Ms. Denslow further reported that notices of the time, date and location of the meeting were duly posted and that no objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries have been received.

Public Comment

There were no public comments.

Consent Agenda

- A. Review and Consider Approval of Minutes from the May 20, 2016 Regular Meeting
- B. Discuss and Ratify Approval of Execution of Billing Sheets with Xcel Energy for streetlights
- C. Discuss and Ratify Approval of Change Order No. 1 to the Service Agreement Between the District and M. Arthur Gensler Jr. & Associates for extension of services for 2016
- D. Ratify Approval and Execution of PUD Amendment No. 1, Crossroads Commerce Park, Adams County.
- E. Discuss and Ratify Approval of the Quitclaim Deed conveying Tract B-1, Crossroads Commerce Park Subdivision Filing No. 2 Plat Correction from Globeville I, LLC to the District (enclosure).
- F. Transparency Notice and mode of eligible elector notification for 2017

Following discussion, upon a motion duly made by Director Bertron, seconded by Director Laverty and, upon vote unanimously carried, the Board approved the consent agenda as present.

Financial Items

- A. Review and Ratify Approval of the Payment of Claims

After review and discussion, upon a motion duly made by Director Bertron, seconded by Director Brown and, upon vote unanimously carried, the Board ratified approval of the payment of claims through the period ending October 26, 2016.

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B. Review and Accept the Unaudited Financial Statements for the Period Ending September 30, 2016 and Cash Position

Ms. Denslow reported the financials were not available but will be emailed to the Board as soon as they are finalized.

C. Conduct Public Hearing to Consider Amendment to 2016 Budget. Consider Adoption of Resolution No. 2016-11-01 to Amend the 2016 Budget, if necessary

The Board opened the public hearing to consider the 2016 Budget Amendment. It was noted that publication of Notice stating that the Board would consider a 2016 Budget Amendment, and the date, time and location of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this meeting. There were no public comments and the public hearing was closed.

Following discussion, the Board considered adoption of Resolution No. 2016-11-01 to Amend the 2016 Budget Capital Projects Fund to increase by \$25,000. Upon motion duly made by Director Laverty, seconded by Director Schultz and, upon vote unanimously carried, the Board adopted Resolution No. 2016-11-01, Resolution to Amend the 2016 Budget as stated above and authorized the District Manager to transmit the Resolution Amending the 2016 Budget to the Division of Local Government.

D. Conduct Public Hearing on the Proposed 2017 Budget and Consider Adoption of Resolution No. 2016-11-02 to Adopt 2017 Budget and to Appropriate Sums of Money, and Resolution No. 2016-11-03 to Set Mill Levies

The Board opened the public hearing to consider the proposed 2016 Budget and discuss related issues. It was noted that Notice stating that the District Board would consider adoption of the 2017 Budget and the date, time and place of the public hearing was published in a newspaper having general circulation within District. No written objections were received prior to the public hearing. No public comments were received and the public hearing was closed.

Ms. Denslow presented the draft 2017 Budget to the Board.

Following discussion, the Board considered adoption of Resolution No. 2016-11-02 to Adopt the 2016 Budget and Appropriate Sums of Money and Resolution No. 2016-11-03 to Set Mill Levies. Upon motion duly made by Director Laverty, seconded by Director Schultz and, upon vote unanimously

carried, the Board adopted the Resolutions to Adopt the 2017 Budget, to Appropriate Sums of Money and to Set Mill Levies as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2016. The District Accountant was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Adams County and the Division of Local Government, not later than December 15, 2016. The District Manager was further authorized to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2017.

E. Discuss and Consider the Appointment of CLA to Prepare and File the 2016 Audit Exemption Application

After discussion, upon a motion duly made by Director Bertron, seconded by Director Laverty and, upon vote unanimously carried, the Board appointed CliftonLarsonAllen LLP to prepare and file the 2016 Audit Exemption Application.

Manager Items

A. Discuss Business to be Conducted in 2017 and Review and Consider Adoption of Resolution No. 2016-11-04; Resolution Establishing 2017 Meeting Dates, Time, Location and 24-Hour and 72-Hour Posting Locations

After review and discussion, upon a motion duly made by Director Schultz, seconded by Director Bertron and, upon vote unanimously carried, the Board adopted Resolution No. 2016-11-04 Setting 2017 Meeting Dates and Times to be held the third Friday of each month at 10:30 a.m. at McGeady Becher P.C., 450 East 17th Avenue, Suite 400 Denver, Colorado.

B. Discuss Insurance Renewal for 2017 Coverage, statutory requirement of Position Schedule Bond and the need for Additional Coverage for any District owned property. Discuss walkthrough of with T. Charles Wilson and discuss Renewal of SDA Membership

The Board discussed the possibility of insuring the mailboxes. Discussion ensued, the Board requested legal counsel to review the CCRs and determine ownership. After discussion, upon a motion duly made by Director Bertron, seconded by Director Laverty and, upon vote unanimously carried, the Board approved the renewal of the 2017 insurance policy and the SDA membership.

Attorney Items

A. Discuss and Consider Approval of Operation and Maintenance License Agreement between the District and Lightning Mobile Wash, Inc. d/b/a Lightning Mobile, Inc.

After review and discussion, upon a motion duly made by Director Schultz, seconded by Director Laverty and, upon vote unanimously carried, the Board approved the Operation and Maintenance License Agreement between the District and Lightning Mobile Wash, Inc. d/b/a Lightning Mobile, Inc., in the form substantially as presented and authorized execution subject to final revisions by general counsel to the extent such revisions are not inconsistent with the substantive business terms contained therein.

B. Discuss and Consider Approval of Temporary Construction Easement Agreement between the District and Lightning Mobile Wash, Inc. d/b/a Lightning Mobile, Inc.

After review and discussion, upon a motion duly made by Director Schultz, seconded by Director Laverty and, upon vote unanimously carried, the Board approved the Temporary Construction Easement Agreement between the District and Lightning Mobile Wash, Inc. d/b/a Lightning Mobile, Inc., in the form substantially as presented and authorized execution subject to final revisions by general counsel to the extent such revisions are not inconsistent with the substantive business terms contained therein.

C. Discuss and Consider Approval of Change Order No. 2 to the Service Agreement between the District and M. Arthur Gensler Jr. & Associates for extension of services for 2017

After review and discussion, upon a motion duly made by Director Laverty, seconded by Director Schultz and, upon vote unanimously carried, the Board approved the Change Order No. 2 to the Service Agreement between the District and M. Arthur Gensler Jr. & Associates for extension of services through 2017.

D. Consider Ratifying Approval of Reimbursement Agreement Landscape Maintenance Costs between the District and Globeville I, LLC

After review and discussion, upon a motion duly made by Director Laverty, seconded by Director Bertron and, upon vote unanimously carried, the Board ratified approval of the Reimbursement Agreement Landscape Maintenance Costs between the District and Globeville I, LLC.

Operations Items

- A. Discuss and Ratify Approval of a Service Agreement between the District and CoCal Landscape Services, Inc. for Pond Maintenance

After review and discussion, upon a motion duly made by Director Laverty, seconded by Director Bertron and, upon vote unanimously carried, the Board ratified approval of the Service Agreement between the District and CoCal Landscape Services, Inc. for Pond Maintenance.

- B. Review and Consider Approval of Service Agreement between the District and CBRE Group, Inc. for Contract Oversight Services

After review and discussion, upon a motion duly made by Director Laverty, seconded by Director Bertron and, upon vote unanimously carried, the Board approved the Service Agreement between the District and CBRE Group, Inc. for Contract Oversight Services.

- C. Review and Consider Approval of Service Agreement between the District and Lightning Mobile Wash, Inc. d/b/a Lightning Mobile, Inc. for Snow Removal Services

After review and discussion, upon a motion duly made by Director Laverty, seconded by Director Bertron and, upon vote unanimously carried, the Board approved the Service Agreement between the District and Lightning Mobile Wash, Inc. d/b/a Lightning Mobile, Inc. for Snow Removal Services.

- D. Discuss Landscape Maintenance commencing August 1, 2017

Deferred.

- E. Discuss the need for Street Light Maintenance

The Board discussed. No action taken at this time.

- F. Discuss the need for Street Sweeping Services

The Board discussed. No action taken at this time.

- G. Discuss necessity for Fencing for the Outlet Structure for Pond A

The Board discussed. No action taken at this time.


Adjournment

Upon a motion duly made by Director Bertron, seconded by Director Lavery and, upon vote unanimously carried, the Board adjourned the meeting.

Respectfully submitted,

Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL NOVEMBER 18, 2016 MINUTES
OF THE CCP METROPOLITAN DISTRICT NO. 3 BY THE MEMBERS OF THE BOARD
OF DIRECTORS SIGNING BELOW:



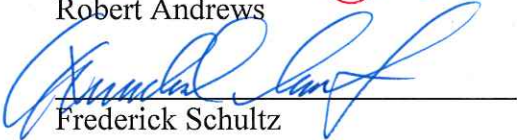
Sarah Laverty



Cameron Bertron



Robert Andrews



Frederick Schultz

Andrew Derickson